GROUP SIMEC SA DE CV
Form 20-F/A
July 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F/A

(Amendment No.1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-11176

GRUPO SIMEC, S.A.B. de C.V.

(Exact name of registrant as specified in its charter)

GROUP SIMEC

(Translation of registrant's name into English)

UNITED MEXICAN STATES

(Jurisdiction of incorporation or organization)

Calzada Lázaro Cárdenas 601
Colonia La Nogalera, Guadalajara,
Jalisco, México 44440

(Address of principal executive offices)

Mario Moreno Cortez, telephone number 011-52-33 3770-6700, e-mail mmoreno@gruposimec.com.mx

(Name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**
American Depositary Shares (each representing one Series B share)	NYSE Amex LLC
Series B Common Stock	NYSE Amex LLC*

*Not for trading, but only in connection with the registration of American depositary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of common stock as of December 31, 2016 was:

Series B Common Stock — 497,586,330 shares

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No (note: not required of registrant)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 20-F for the year ended December 31, 2016, as filed with the U.S. Securities and Exchange Commission on May 15, 2017 (the "Original 20-F"), amends Items 5A, 5B, 15D and 19 of the Original 20-F, and includes exhibit 16.1 thereto. No other information included in the Original 20-F is amended hereby. For presentation purposes only, this Amendment No. 1 restates in its entirety the Original 20-F.

CERTAIN TERMS

Grupo Simec, S.A.B. de C.V. is a corporation (*sociedad anónima bursátil de capital variable*) organized under the laws of the United Mexican States ("Mexico"). Unless the context requires otherwise, when used in this annual report, the terms "we," "our," "the company," "our company" and "us" refer to Grupo Simec, S.A.B. de C.V., together with its consolidated subsidiaries.

References in this annual report to "U.S. dollars" or "U.S.$" are to the lawful currency of the United States. References in this annual report to "pesos" or "Ps." are to the lawful currency of Mexico. References to "tons" in this annual report refer to tons; a metric ton equals 1,000 kilograms or 2,204 pounds. We publish our financial statements in pesos.

The terms "special bar quality steel" or "SBQ steel" refer to steel that is hot rolled or cold finished round square and hexagonal steel bars that generally contain higher proportions of alloys than lower quality grades of steel. SBQ steel is produced with precise chemical specifications and generally is made to order following client specifications.

This annual report contains translations of certain peso amounts to U.S. dollars at specified rates solely for your convenience. These translations do not mean that the peso amounts actually represent such dollar amounts or could be converted into U.S. dollars at the rate indicated. Unless otherwise indicated, we have translated these U.S. dollar amounts from pesos at the exchange rate of Ps. 20.6640 per U.S.$1.00, the interbank transactions rate in effect on December 31, 2016. On May 12, 2017, the interbank transactions rate for the peso was Ps. 18.7594 per U.S.$1.00.

FORWARD LOOKING STATEMENTS

This annual report contains certain statements regarding our business that may constitute "forward looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. When used in this annual report, the words "anticipates," "plans," "believes," "estimates," "intends," "expects," "projects" and simila expressions are intended to identify forward looking statements, although not all forward looking statements contain those words. These statements, including, but not limited to, our statements regarding our strategy for raw material

acquisition, products and markets, production processes and facilities, sales and distribution and exports, growth and other trends in the steel industry and various markets, operations and liquidity and capital resources, are based on management's beliefs, as well as on assumptions made by, and information currently available to, management, and involve various risks and uncertainties, some of which are beyond our control. Our actual results could differ materially from those expressed in any forward looking statement. In light of these risks and uncertainties, we cannot assure you that forward looking statements will prove to be accurate. Factors that might cause actual results to differ materially from forward looking statements include, but are not limited to, the following:

factors relating to the steel industry (including the cyclicality of the industry, finished product prices, worldwide production capacity, the high degree of competition from Mexican, U.S. and foreign producers and the price of ferrous scrap, iron ore and other raw materials);

our inability to operate at high capacity levels;

the costs of compliance with Mexican and U.S. environmental laws;

future capital expenditures and acquisitions;

future devaluations of the peso;

the imposition by Mexico of foreign exchange controls and price controls;

the influence of economic and market conditions in other countries on Mexican securities; and

the factors discussed in Item 3.D – “Risk Factors” below.

Forward looking statements speak only as of the date they were made, and we undertake no obligation to update publicly or to revise any forward looking statements after the date of this annual report because of new information, future events or other factors. In light of the risks and uncertainties described above, the forward looking events and circumstances discussed in this annual report might not occur.

PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

This annual report includes our consolidated financial statements as of December 31, 2015 and 2016 and for each of the three years ended December 31, 2014, 2015 and 2016. Beginning January 1, 2011, we adopted International Financial Reporting Standards (IFRS), and its amendments and interpretations, issued by the International Accounting Standard Board (IASB); consequently, it applied IFRS 1, *Initial Adoption of International Financial Reporting Standards*. We have adjusted the financial statements of our subsidiaries to conform to IFRS, and we have translated them to Mexican pesos. See Note 4 to our consolidated financial statements included elsewhere herein.

When preparing the financial statements for our individual subsidiaries, transactions in currencies other than our functional currency are recognized as foreign currency at the exchange rates of the date in which such operations take place. At the end of each reporting period, monetary items in foreign currencies are reconverted at the actual period end exchange rate.

The exchange rate differences are recognized in our income statement, except for:

Differences in exchange rates from loans denominated in foreign currency for assets under construction for productive future use, which are included in the cost of those assets when considered as an adjustment to interest costs on such loans, provided that such differences do not arise from loans between related parties which effect is eliminated in the

consolidation process;

Differences in exchange rates resulting from exchange rate hedging transactions; and

Differences in exchange rates resulting from accounts receivable or accounts payable from/to a foreign company for which payment is not planned nor possible (thus forming part of the net investment in such foreign transaction), which are initially recognized in other comprehensive income and reclassified from equity to profit or loss when the net investment is partially or totally sold.

The translation effect in the results of operations for the years ended December 31, 2016, 2015 and 2014 resulted from applying the following exchange rates (peso/dollar) to the active or passive monetary position in foreign currency:

Year ended	**Exchange Rate (pesos)**	**Change**
December 31, 2014	14.7348	1.6696
December 31, 2015	17.3398	2.6050
December 31, 2016	20.6640	3.3242

Transitions to IFRS – Our annual consolidated financial statements for the fiscal year ended 2011 were prepared in accordance with Mexican Financial Reporting Standards (MFRS). Certain accounting standards and valuation methods applied in the previously issued 2011 consolidated financial statements prepared in accordance

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with MFRS differ from the accounting standards and valuation methods of IFRS. Accordingly, the comparative 2011 amounts were reformulated to reflect these adjustments.

Our transition date to IFRS was January 1, 2011. In preparing its first consolidated financial statements in accordance with IFRS, we applied transitional rules to the figures previously reported in accordance with MFRS. IFRS 1 generally require the retroactive application of all IFRS and related improvements and interpretation in an entity's first IFRS financial statements. However, IFRS 1 requires certain mandatory exceptions and permits other optional exemptions from retroactive application in order to assist entities in their transition process. We have applied the following mandatory exceptions as follows:

- ***Accounting estimates*** – Accounting estimates made under MFRS in 2011 are consistent with estimates under IFRS made for the same periods and are thus, not retrospectively modified, except for the fixed asset componentization.

- ***Hedging instruments -*** Certain hedging instruments that were designated as hedges under MFRS qualify for hedge accounting under IAS 39, Financial Instruments: Recognition and Measurement. No designations of hedging relationships were made retrospectively.

- Other mandatory exceptions were not applicable to us.

Additionally, we have applied the option for first-time adoption exemptions as follows:

- We elected not to apply IFRS 3, Business Combinations (as revised in 2008) retrospectively to prior business combinations that occurred before its date of transition to IFRS.

- We elected to value the items of property, plant and equipment at their book value under MFRS at the transition date, which represents the depreciated cost adjusted for price changes of a specific index (deemed cost).

- We elected to recognize all cumulative unrecognized actuarial gains and losses at the date of transition to IFRS.

- We elected to reset the balance of cumulative translation adjustment of foreign subsidiaries at the date of transition.

- We applied the transitional provisions set out in paragraphs 27 and 28 of IAS 23, Borrowing Costs. Therefore, we designated the transition date to IFRS as the commencement date for capitalization of borrowing costs relating all qualifying assets.

The following tables present the selected consolidated financial information as of and for each of the periods indicated. The selected financial and operating information as of December 31, 2012, 2013, 2014 and 2015 and for each of the years ended December 31, 2012, 2013, 2014 and 2015 has been derived in part from our consolidated financial statements, which have been reported on by Castillo Miranda y Compañía, S.C., a member practice of BDO International Limited ("BDO"), and the selected financial and operating information as of and for the year ended December 31, 2016 set forth below has been derived in part from our consolidated financial statements, which have been reported on by Marcelo de los Santos y Cía., S. C. a practice member of Moore Stephens International Limited ("Moore Stephens"). BDO and Moore Stephens have relied on the audited consolidated financial statements of Corporación Aceros DM., S.A. de C.V. ("Aceros DM") subsidiaries and affiliates, reported on by Moore Stephens. The financial and operating information of GV do Brasil Industria e Comercio de Aço LTDA, as of December 31 2015 and for each of the years ended December 31, 2015 and 2014, have been reported by BDO RCS Independent Auditors SS and for the year ended December 31, 2016, the financial and operating information of GV do Brasil Industria e Comercio de Aço LTDA have been reported by Moore Stephens Lima Lucchesi, member of

Moore Stephens International Limited. The selected financial information should be read in conjunction with, and is qualified in its entirety by reference to, our consolidated financial statements included elsewhere herein.

	As of and for Year Ended December 31,					
	2012 [1]	**2013** [1]	**2014** [1]	**2015** [1]	**2016** [2]	**2016** [2]
	(Millions of pesos, except per share and ADS data and operational data)					(Millions of U.S. dollars)
Income Statement Data:						
IFRS:						
Net sales	29,524	24,369	26,829	24,476	27,516	1,332
Cost of sales	25,960	22,410	25,492	23,097	22,776	1,102
Impairment of property, plant and equipment	-	-	-	2,072	-	-
Gross profit (loss)	3,564	1,959	1,337	(693)	4,740	230
Administrative expenses	753	732	801	1,163	879	43
Depreciation and amortization	475	385	393	419	398	19
Other (expense) income, net	181	(59)	61	173	(36)	(2)
Interest income	23	20	25	34	107	5
Interest expense	23	28	23	40	40	2
Foreign exchange gain (loss)	(509)	(67)	474	(382)	1,775	86
Income (loss) before taxes	2,008	708	680	(2,490)	5,269	255
Income tax expense	54	(281)	162	771	926	45
Net income (loss)	1,954	989	518	(3,261)	4,343	210
Non-controlling interest income (loss)	(116)	(527)	(686)	(2,047)	1,458	70
Controlling interest income (loss)	2,070	1,516	1,204	(1,214)	2,885	140
Net income (loss) per share	4.16	3.06	2.44	(2.47)	5.93	0.29
Net income (loss) per ADS[3]	12.48	9.18	7.33	(7.40)	17.79	0.86
Weighted average shares outstanding (thousands)[3]	497,709	495,732	492,781	492,421	486,516	486,516
Weighted average ADSs outstanding (thousands)[3]	165,903	165,244	164,260	164,140	162,172	162,172
Balance Sheet Data:						
IFRS:						
Total assets	32,456	33,280	35,896	32,244	41,639	2,015
Total short-term liabilities	3,737	4,705	5,821	5,588	5,519	267
Total long-term liabilities(4)	3,052	2,300	2,295	1,535	2,910	141
Total stockholders' equity	25,667	26,275	27,780	25,121	33,210	1,607
Cash Flow Data:						
IFRS:						
Cash provided by operating activities	3,655	2,051	1,370	(382)	3,428	166
Cash provided by (used in) financing activities	(23)	(259)	(48)	(285)	(3,166)	(153)
Cash (used in) provided by investing activities	(1,507)	(2,948)	(2,060)	(655)	898	43
Other Data:						
IFRS:						

Capital expenditures	1,304	3,178	1,858	648	3,100	150
Adjusted EBITDA[5]	3,348	1,895	1,261	1,058	4,892	237
Working capital[6]	13,583	11,497	11,852	11,392	17,488	846
Depreciation and Amortization	1,012	1,053	1,118	1,261	1,429	69
Dividends declared	0	0	0	0	0	0
Operational Data:						
(capacity and production in thousands of tons):						
Annual installed capacity[7]	3,791	3,818	3,830	4,330	4,132	N/A
Mexico	1,357	1,288	1,419	1,452	1,495	N/A
United States, Canada, Brazil and elsewhere outside Mexico	905	776	778	574	590	N/A
Total tons shipped	2,262	2,064	2,197	2,026	2,085	N/A
SBQ steel	1,111	989	1,131	929	761	N/A
Structural and other steel products	1,151	1,075	1,066	1,097	1,324	N/A
Number of employees	5,086	5,117	4,861	4,420	3,973	N/A
Per ton data						
IFRS:						
Net sales per ton[8]	13,052	11,807	12,212	12,081	13,197	639
Cost of sales per ton[8]	11,477	10,858	11,603	11,400	10,924	529
Adjusted EBITDA[5] per ton[8]	1,480	918	574	522	2,346	114

(1) Consolidated income statements in accordance with IFRS for the years 2012, 2013, 2014, 2015 and 2016.

(2) Peso amounts have been translated into U.S. dollars solely for the convenience of the reader, at the exchange rate of Ps. 20.6640 per U.S.$1.00, the interbank transactions rate in effect on December 31, 2016.

(3) Our series B shares are listed on the Mexican Stock Exchange, and the ADSs are listed on the New York Stock Exchange. One American depositary share, or “ADS,” represents three series B shares.

(4) Total long-term liabilities include amounts relating to deferred taxes.

(5) Adjusted EBITDA is not a financial measure computed under U.S. GAAP or IFRS. Adjusted EBITDA is derived from our IFRS financial information and means IFRS net income excluding: (i) depreciation, amortization and impairment loss; (ii) financial income (expense), net (which is composed of net interest expense and foreign exchange gain or loss); (iii) other income (expense); and (iv) income tax expense and employee statutory profit-sharing expense.

Adjusted EBITDA does not represent, and should not be considered as, an alternative to net income, as an indicator of our operating performance, or as an alternative to cash flow as an indicator of liquidity. You should bear in mind that Adjusted EBITDA is not defined and is not a recognized financial measure under MFRS, U.S. GAAP or IFRS and that it may be calculated differently by different companies and must be read in conjunction with the explanations that accompany it. Adjusted EBITDA as presented in this table does not take into account our working capital requirements, debt service requirements and other commitments.

We believe that Adjusted EBITDA can be useful to facilitate comparisons of operating performance between periods and with other companies in our industry because it excludes the effect of: (i) depreciation, amortization and impairment loss which represents a non-cash charge to earnings; (ii) certain financing costs, which are significantly affected by external factors, including interest rates and foreign currency exchange rates, which can have little bearing on our operating performance; (iii) other income (expense) that are non-recurring operations; and (iv) income tax expense and employee statutory profit-sharing expense. However, Adjusted EBITDA has certain significant limitations, including that it does not include the following:

taxes, which are a necessary and recurring part of our operations;

depreciation, amortization and impairment loss which, because we must utilize property, equipment and other assets in order to generate revenues in our operations, is a necessary and recurring part of our costs;

comprehensive cost of financing, which reflects our cost of capital structure and assisted us in generating revenues; and

other income and expenses that are part of our net income.

Adjusted EBITDA should not be considered in isolation or as a substitute for net income, net cash flow from operating activities or net cash flow from investing and financing activities. Reconciliation of net income to Adjusted EBITDA is as follows:

Year Ended December 31,

	2012[1]	**2013[1]**	**2014[1]**	**2015[1]**	**2016[2]**	**2016[2]** (millions of U.S. dollars)
	(millions of pesos)					
IFRS:						
Net income (loss)	1,954	989	518	(3,261)	4,343	210
Impairment of property, plant and equipment	-	-	-	2,072	-	-
Depreciation and amortization	1,012	1,053	1,118	1,261	1,429	69
Other (expense) income	181	(59)	61	173	(36)	(2)
Interest income	23	20	25	34	107	5
Interest Expense	23	28	23	40	40	2
Foreign exchange gain (loss)	(509)	(67)	474	(382)	1,775	86
Income tax expense	54	(281)	162	771	926	45
Adjusted EBITDA	3,348	1,895	1,261	1,058	4,892	237

(6) Working capital is defined as excess of current assets over current liabilities.

(7) Installed capacity is determined at December 31 of the relevant year.

(8) Data in pesos and U.S. dollars, respectively, not in millions.

Exchange Rates

The following table sets forth, for the periods indicated, the high, low, average and period-end free-market exchange rate expressed in Mexican pesos per U.S. dollar. The average annual rates presented in the following table were calculated by using the average of the exchange rates on the last day of each month during the relevant period. The data provided in this table is based on noon buying rates published by the U.S. Federal Reserve Board for cable transfers in Mexican pesos. We have not restated the rates in constant currency units. All amounts are stated in pesos. We make no representation that the Mexican peso amounts referred to in this annual report could have been or could be converted into U.S. dollars at any particular rate or at all.

Year Ended December 31	High	Low	Average[(1)]	Period End
2012	14.37	12.63	13.15	12.96
2013	13.43	11.98	12.76	13.10
2014	14.79	12.85	13.30	14.75
2015	17.36	14.56	15.87	17.20
2016	20.84	17.19	18.67	20.62

Month in 2017	High	Low	Average[(1)]	Period End
January	21.89	20.75	21.39	20.84
February	20.82	19.74	20.30	20.00
March	19.93	18.67	19.28	18.83
April	19.15	18.48	18.77	18.93
May (through May 5)	19.01	18.76	18.87	19.00

(1) Average of month-end or daily rates, as applicable.

Except for the period from September through December 1982, during a liquidity crisis, the Mexican Central Bank has consistently made foreign currency available to Mexican private-sector entities (such as us) to meet their foreign currency obligations. Nevertheless, in the event of renewed shortages of foreign currency, we cannot assure you that foreign currency would continue to be available to private-sector companies or that foreign currency needed by us to service foreign currency obligations or to import goods could be purchased in the open market without substantial additional cost or at all.

Fluctuations in the exchange rate between the peso and the U.S. dollar will affect the U.S. dollar value of securities traded on the Mexican Stock Exchange, including the series B shares and, as a result, will likely affect the market price on the New York Stock Exchange of the ADSs that represent the series B shares. Such fluctuations will also

affect the U.S. dollar conversion by the depositary of any cash dividends paid in pesos on series B shares represented by ADSs.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Investing in our series B shares and the ADSs involves a high degree of risk. You should consider carefully the following risks, as well as all the other information presented in this annual report, before making an investment decision. Any of the following risks, if they were to occur, could materially and adversely affect our business, results of operations, prospects and financial condition. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also materially and adversely affect our business, results of operations,

prospects and financial condition. In either event, the market price of our series B shares and ADSs could decline significantly, and you could lose all or substantially all of your investment.

Risks Related to Our Business

Our results of operations are significantly influenced by the cyclical nature of the steel industry.

The steel industry is highly cyclical and sensitive to regional and global macroeconomic conditions. Global demand for steel as well as global production capacity levels significantly influence prices for our products, and changes in global demand or supply for steel in the future will likely impact our results of operations. The steel industry has suffered in the past, especially during downturn cycles, from substantial over-capacity. Currently, as a result of the increase in steel production capacity in recent years, there are signs of excess capacity in steel markets, which is impacting the profitability of the steel industry.

Global steel prices increased significantly during 2004, fell in 2005, increased again in the first three quarters of 2006, then weakened in the last quarter of 2006 and in 2007 remained similar to prices in 2006. In 2008, global steel prices increased during the first three quarters of 2008, but weakened significantly in the last quarter of 2008 and 2009 as a result of the global economic recession. In 2010, 2011 and 2012, global steel prices began to recover and then remained relatively stable. Global steel prices decreased in 2013, 2014 and 2015, and in 2016 global steel prices began to recover. We cannot give you any assurance as to prices of steel in the future.

We may not be able to pass along price increases for raw materials to our customers to compensate for fluctuations in price and supply.

Prices for raw materials necessary for production of our steel products have fluctuated significantly in the past and may do so in the future. Significant increases in raw material prices could adversely affect our gross profit. During periods when prices for scrap metal, iron ore, ferroalloys, coke and other raw materials have increased, our industry has historically sought to maintain profit margins by passing along increased raw material costs to customers by means of price increases. For example, prices of scrap metal in 2011 increased approximately 21%, in 2012 increased approximately 1%, in 2013 decreased approximately 6%, in 2014 increased approximately 7%, in 2015 decreased approximately 16% and in 2016 increased approximately 2%; prices of ferroalloys in 2011 increased approximately 10%, in 2012 and 2013 decreased approximately 10% and 5%, respectively, in 2014 increased approximately 16%, in 2015 decreased approximately 9% and in 2016 decreased approximately 13%. We may not be able to pass along these and other cost increases in the future and, therefore, our profitability may be materially and adversely affected. Even when we can successfully increase our prices, interim reductions in profit margins frequently occur due to a time lag

between the increase in raw material prices and the market acceptance of higher selling prices for finished steel products. We cannot assure you that our customers will agree to pay increased prices for our steel products that compensate us for increases in our raw material costs.

We purchase our raw material requirements either in the open market or from certain key suppliers. Both scrap metal and ferroalloy prices are negotiated on a monthly basis with our suppliers and are subject to market conditions. We cannot assure you that we will be able to continue to find suppliers of these raw materials in the open market, that the prices of these materials will not increase or that the quality will remain the same. In addition, if any of our key suppliers fails to deliver or we fail to renew our supply contracts, we could face limited access to some raw materials, or higher costs and delays resulting from the need to obtain our raw materials requirements from other suppliers.

The inability to use our existing inventory in the future or impairments in the valuation of our inventory could adversely affect our business.

As of December 31, 2016, we had 231,942 metric tons of coke inventory, which is one of the principal raw materials used in blast furnaces. We have not used this raw material in recent years because our Lorain, Ohio blast furnace facility has been idle since 2008. We intend to start using coke as a substitute for coal in our productive process in our other plants in Mexico and the United States. However we cannot assure you that we will be able to effectively utilize such inventory.

We have assigned a fair market value of Ps. 1,433 million (U.S.$69.3 million) to our coke inventory. However, prices for coke have fluctuated significantly in the past and could continue to do so in the future and significant fluctuations in coke prices could adversely affect the value of our existing inventory.

The energy costs involved in our production processes are subject to fluctuations that are beyond our control and could significantly increase our costs of production.

Our production processes are dependent on adequate supplies of electricity and natural gas. A substantial increase in the cost of electricity or natural gas could have a material adverse effect on our gross profit. In addition, a disruption or curtailment in supply could have a material adverse effect on our production and sales. Prices for electricity increased approximately 11% in 2011, 3% in 2012, 9% in 2013 and 7% in 2014, decreased approximately 12% in 2015 and in 2016 increased approximately 1.5%; and prices for natural gas decreased approximately 14% in 2011 and 32% in 2012, increased approximately 16% in 2013 and 25% in 2014, decreased approximately 23% in 2015 and increased approximately 8% in 2016. Moreover, energy costs constitute a significant and increasing component of our costs of operations. Our energy cost was 13.5% of our manufacturing conversion cost for 2016 compared to 13% for 2015, 14% for 2014, 13% for 2013 and 11% for 2012.

We pay special rates to the Mexican federal electricity commission (*Comisión Federal de Electricidad* or "CFE") for electricity. We also pay special rates to Pemex, Gas y Petroquímica Básica, ("PEMEX"), the national oil company of Mexico, for natural gas used at our facilities in Mexico. We cannot assure you that these special rates will continue to be available to us or that these rates may not increase significantly in the future, particularly in light of recent energy reforms in Mexico. In the United States, we have contracts in place with special rates from the electric utilities. We cannot assure you that these special rates will continue to be available to us or that these rates may not increase significantly in the future. In certain deregulated electric markets in the United States, we have third party electric generation contracts under a fixed price arrangement. These contracts mitigate our price risk for electric generation from the volatility in the electric markets. In addition, we purchase natural gas from various suppliers in the United States and Canada. These purchase prices are generally established as a function of monthly New York Mercantile Exchange settlement prices. We also contract with different natural gas transportation and storage companies to deliver the natural gas to our facilities. In addition, we enter into futures contracts to fix and reduce volatility of natural gas prices both in Mexico and the United States, as appropriate. As of December 31, 2016, we have not entered into derivative financial instruments in Mexico, the United States or Brazil. We have not always been able to pass the effect of increases in our energy costs on to our customers and we cannot assure you that we will be able to pass the effect of these increases on to our customers in the future. We also cannot assure you that we will be able to maintain futures contracts to reduce volatility in natural gas prices. Changes in the price or supply of electricity or natural gas would materially and adversely affect our business and results of operations.

We face significant competition from other steel producers, which may adversely affect our profitability and market share.

Competition in the steel industry is intense, which exerts a downward pressure on prices, and, due to high start-up costs, the economics of operating a steel mill on a continuous basis may encourage mill operators to establish and maintain high levels of output even in times of low demand, which further decreases prices and profit margins. The recent trend of consolidation in the global steel industry may further increase competitive pressures on independent producers of our size, particularly if large steel producers formed through consolidations, which have access to greater resources than us, adopt predatory pricing strategies that decrease prices and profit margins. If we are unable to remain competitive with these producers, our profitability and market share would likely be materially and adversely affected.

A number of our competitors in Mexico, the United States and Canada have undertaken modernization and expansion plans, including the installation of production facilities and manufacturing capacity for certain products that compete with our products. As these producers become more efficient, we will face increased competition from them and may experience a loss of market share. In each of Mexico, the United States and Canada we also face competition from international steel producers. Increased international competition, especially when combined with excess production capacity, would likely force us to lower our prices or to offer increased services at a higher cost to us, which could materially reduce our profit margins.

Competition from other materials could significantly reduce demand and market prices for steel products.

In many applications, steel competes with other materials that may be used as steel substitutes, such as aluminum (particularly in the automobile industry), cement, composites, glass, plastic and wood. Additional substitutes for steel products could significantly reduce demand and market prices for steel products and thereby affect our results of operations.

A sudden slowdown in consumption in or increase in exports from China could have a significant impact on international steel prices, therefore affecting our profitability.

As demand for steel has surged in China, steel production capacity in that market has also increased, and China is now the largest worldwide steel producing country, accounting for approximately half of the worldwide steel production. Due to the size of the Chinese steel market, a slowdown in steel consumption in that market could cause a sizable increase in the volume of steel offered in the international steel markets, exerting a downward pressure on sales and margins of steel companies operating in other markets and regions, including us.

Implementing our growth strategy, which may include additional acquisitions, may adversely affect our operations.

As part of our growth strategy, we may seek to expand our existing facilities, build additional plants, acquire additional steel production assets, enter into joint ventures or form strategic alliances that we expect will expand or complement our existing business. If we undertake any of these transactions, they will likely involve some or all of the following risks:

disruption of our ongoing business;

diversion of our resources and of management’s time;

decreased ability to maintain uniform standards, controls, procedures and policies;

difficulty managing the operations of a larger company;

increased likelihood of involvement in labor, commercial or regulatory disputes or litigation related to the new enterprise;

potential liability to joint venture participants or to third parties;

difficulty competing for acquisitions and other growth opportunities with companies having greater financial resources; and

difficulty integrating the acquired operations and personnel into our existing business.

We will require significant capital for acquisitions and other strategic plans, as well as for the maintenance of our facilities and compliance with environmental regulations. We may not be able to fund our capital requirements from operating cash flow and we may be required to issue additional equity or debt securities or obtain additional credit facilities, which could result in additional dilution to our shareholders. We cannot assure you that adequate equity or debt financing would be available to us on favorable terms or at all. If we are unable to fund our capital requirements, we may not be able to implement our growth strategy.

We intend to continue to pursue a growth strategy, the success of which will depend in part on our ability to acquire and integrate additional facilities. Some of these acquisitions may be outside of Mexico, the United States and Canada. Acquisitions involve a number of special risks, in addition to those described above, that could adversely affect our business, financial condition and results of operations, including the assumption of legacy liabilities and the potential loss of key employees. We cannot assure you that any acquisition we make will not materially and adversely affect us or that any such acquisition will enhance our business. We are unable to predict

the likelihood of any additional acquisitions being proposed or completed in the near future or the terms of any such acquisitions.

We and our auditors have identified material weaknesses in our internal controls over financial reporting, for each of the last six years, and if we fail to remediate these material weaknesses and achieve an effective system of internal controls, we may not be able to report our financial results accurately, and current and potential shareholders could lose confidence in our reporting, which would harm our business and the trading price of our Series B shares or the ADSs.

In connection with the preparation of our financial statements as of and for each of the years ended December 31, 2011, 2012, 2013, 2014, 2015 and 2016, we and our auditors identified material weaknesses (as defined under standards established by the Public Company Accounting Oversight Board, (United States of America)) in our internal controls over financial reporting (our management did not assess the effectiveness of our internal controls over financial reporting as of December 31, 2016). A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Fiscal Year Ended December 31, 2011. On January 12, 2012, our audit and corporate practices committee ("Audit Committee") received a formal complaint from the General Accounting and Treasury Services Manager of Republic Engineered Products, Inc. ("Republic"), stating that he had identified, during his review of the financial statements of SimRep and its subsidiaries for the year ended December 31, 2011, what he considered to be material accounting errors, and potential "management override of internal controls" at SimRep. In response, our Audit Committee instructed our internal audit department to perform a review, and subsequently engaged outside counsel to conduct an internal investigation concerning the accounting matters and potential management overrides of internal controls at SimRep. As a result of our investigation, we identified material weakness at SimRep, finding that, with respect to SimRep and its subsidiaries, management did not design and maintain effective controls relating to the year-end closing and financial reporting process, resulting in accounting errors with respect to the reconciliation of certain balance sheet accounts, and a failure to timely review and control the preparation and closing of SimRep's consolidated financial statements. In addition, SimRep also had insufficient personnel resources and technical accounting and reporting expertise to appropriately address certain accounting and financial reporting matters in accordance with generally accepted accounting principles.

In addition, our external auditors notified our management that, during their audit of our consolidated financial statements for the year ended December 31, 2011, it identified what it considered to be, under standards established by the Public Company Accounting Oversight Board, material weaknesses in internal controls over financial reporting:

Significant deficiencies were detected regarding entity-level controls and control environment which, in the aggregate, constitute a material weakness, and which include (i) ineffective controls in the patents registry; (ii) inadequate resources and inadequate distribution of duties among personnel, resulting in too many functions centralized among too few personnel; (iii) out-of-date accounting and human resources policies and information technology procedures, and a lack of proper monitoring of the foregoing; (iv) a lack of adequate implementation of our ethical code; (v) failure to integrate all control processes into an Enterprise Resource Planning (ERP) system; (vi) a lack of an accounting manual (including instructions on accounting recordkeeping) for the entire company; (vii) failure to create and implement a training plan for management personnel preparing financial records; and (viii) failure of audit personnel to report periodically to the Audit Committee in order to monitor the remediation procedures previously adopted with respect to previous accounting periods;

A lack of appropriate accounting resources, which led to inadequate supervision and controls within the accounting department and therefore prejudiced the financial statement closing process, the deferred income tax process and the conversion of foreign subsidiaries process, resulting in material accounting errors;

A lack of an appropriate consolidation system to allow management to supervise properly the preparation of consolidated financial information. Financial information of subsidiaries was presented at a level of detail that was insufficient to allow for a clear and precise understanding of operations; and

A lack of appropriate accounting resources at SimRep, which led to material weaknesses with respect to SimRep's internal controls over financial reporting, which resulted in material corrections to its consolidated financial statements. Such material weaknesses included: (i) a lack of proper controls to reconcile certain balance sheet accounts at a detailed level, including certain accounts payable debit balances that could not be substantiated, resulting in audit adjustments; (ii) financial close control failure due to lack of timely review of monthly financial statements; (iii) a necessity to perform several reclassifications to basic financial statements and adjustments to the footnotes after the auditors' review of such financial statements; and (iv) a lack of appropriate expertise at SimRep to address technical accounting and financial reporting matters.

Significant deficiencies were detected also at our subsidiary Corporación Aceros DM, S.A. de C.V. which, in the aggregate, constitute a material weakness. These significant deficiencies include (i) lack of physical inventory of fixed assets; (ii) lack of proper segregation of duties analysis and authorization of personnel access to main information systems (iii) lack of evidence of reconciliation of physical and accounting information of raw material inventory; (iv) lack of evidence of review of interim financial statements; and (v) failure to document and communicate adequately responsibilities and authority of key financial roles.

Fiscal Year Ended December 31, 2012. In our assessment of our internal controls over financial reporting for the year ended December 31, 2012, we and our external auditors identified the following material weaknesses:

Significant deficiencies were detected regarding entity-level controls and control environment which, in the aggregate, constitute a material weakness, and which include: (i) failure to keep all our policies and procedures, including IFRS accounting policies, updated; (ii) limited IFRS understanding within our Internal Audit department; (iii) inadequate controls in the review and approval process of the disclosures of our financial statements; (iv) poor maintenance of our whistleblower line for the Mexican subsidiaries; (v) ineffective controls in our patents registry; (vi) inadequate distribution and segregation of duties within our accounting department; (vii) deficient distribution to employees and officers of our code of ethics; (viii) failure to integrate all control processes into an Enterprise Resource Planning (ERP) system; (ix) lack of an accounting manual with accounting instructions for our most important transactions; (x) failure to create and implement a training plan for our management personnel preparing financial records; and (xi) incomplete monitoring of certain control deficiencies identified on previous years;

Inadequate supervision and controls within our accounting department which prejudiced the financial statement closing process, conversion of foreign subsidiaries, presentation of financial statements and assets valuation, resulting in material accounting errors;

A lack of an appropriate consolidation system to allow our management to supervise properly the preparation of consolidated financial information with the required detail;

Deficient and not standardized controls in SimRep related to the physical inventory counts and a very vulnerable procedure to determine costs due to manual calculations, and;

Significant deficiencies were also detected at our subsidiary Corporación Aceros DM S.A. de C.V. which in the aggregate, constitute a material weakness. These significant deficiencies include: (i) failure to timely approve our policies and procedures to prepare financial statements in accordance with IFRS and limited knowledge of those standards, (ii) undocumented process and deficient controls in the control access to information systems, (iii) deficient controls to review and approve

cost calculation of finished goods, (iv) lack of physical inventory of fixed assets; and (v) failure to document and communicate adequately responsibilities and authority of key financial roles.

Fiscal Year Ended December 31, 2013. In our assessment of our internal controls over financial reporting for the year ended December 31, 2013, we and our external auditors identified the following material weaknesses:

Significant deficiencies were detected regarding entity-level controls and control environment which, in the aggregate, constitute a material weakness, and which include: (i) inadequate controls in the review and approval process of the disclosure in the financial statements and our annual report on form 20-F, (ii) out of date whistleblower line for the Mexican subsidiaries, (iii) ineffective controls in our patents registry, (iv) inadequate distribution and segregation of duties within the accounting department in the Mexican subsidiaries, (v) deficient distribution to employees and officers of our code of ethics and poor promotion of strong control environment and internal controls, (vi) failure to integrate all control processes into an Enterprise Resource Planning (ERP) system, (vii) lack of an accounting manual with accounting instructions for our most important transactions, (viii) lack of specific procedures to authorize and register intercompany transactions, (ix) failure to create and implement a complete training plan for our management personnel preparing financial records, (x) limited IFRS and consolidation process understanding and reduced personnel within our Internal Audit department which limited the scope of the management assessment, also the internal audit plan was not carried out in full and did not include test about risk assessment, environmental, fraud and compliance with law, and only included a limited review of the consolidated financial statements, (xi) lack of committees to review and approve all our contracts and to make risk assessments, these activities are currently executed by selected persons only, (xii) lack of a transition plan for the establishment of the new COSO 2013; and (xiii) insufficient resources to implement and follow up on the remedial measures identified in previous years for the Mexican subsidiaries due to the prevalence of such deficiencies, and informal communication of deficiencies and remediation plans;

Inadequate supervision and controls within our accounting department which prejudiced the financial statement closing process, conversion of foreign subsidiaries, presentation of financial statements, assets valuation and deferred taxes, resulting in material accounting errors;

A lack of an appropriate consolidation system to allow our management to supervise properly the preparation of consolidated financial information with the required detail;

Deficient and not standardized controls in SimRep related to authorization, control and accounting of capitalized expenditures and related fixed assets, and;

Significant deficiencies were also detected at our subsidiary Corporación Aceros DM, S.A. de C.V. which in the aggregate, constitute a material weakness. These significant deficiencies include (i) incomplete procedures for the review process over financial closings; (ii) incomplete documental support for authorization and extension of customer credit lines, (iii) deficient controls in the control access to the information systems, (iv) deficient controls to review and approve inventory valuation, cost of production calculation and cost of sales computation, (v) lack of

physical inventory of fixed assets; and (vi) failure to document and communicate adequately responsibilities and authority of key financial roles.

Fiscal Year Ended December 31, 2014. In our assessment of our internal controls over financial reporting for the year ended December 31, 2014, we and our external auditors identified the following material weaknesses:

Insufficient resources applied to the remediation and appropriate monitoring of internal control weaknesses, most of which were identified in previous years and continue to be unresolved.

Inadequate distribution and segregation of duties within the accounting department in the Mexican Subsidiaries due to insufficient resources. Additionally, the internal audit staff was reduced and considered insufficient to fulfill their role.

Significant deficiencies were detected regarding entity-level controls and control environment which, in the aggregate, constitute a material weakness, and which include: (i) inadequate controls for the definition, review and approval process of the disclosure in the financial statements and our annual report on form 20-F, (ii) non-operating and outdated whistleblower line for the Mexican subsidiaries, (iii) ineffective controls in our patents registry, (iv) deficient distribution of our code of ethics to employees and officers and poor promotion of strong control environment and internal controls in accordance with the COSO model, (v) failure to integrate all control processes into one Enterprise Resource Planning (ERP) system, (vi) lack of an accounting manual with accounting instructions on most of accounting records, (vii) lack of specific procedures for the approval of transactions with related parties, (viii) failure to create and implement a complete training plan for management personnel preparing financial records, (ix) limited IFRS and consolidation process understanding and reduced personnel within our Internal Audit department which limited the scope of the management assessment; the internal audit plan was not carried out in full and did not include tests about risk assessment, including environmental, fraud, compliance with laws and review of the consolidated financial statements; (x) lack of committees to review, approve and make risk assessments of all our contracts, and (xii) informal communications of deficiencies and remediation plan to the areas and managers involved.

Inadequate supervision and controls within the accounting department which impacted the financial statement closing process, conversion of foreign subsidiaries and intercompany reconciliations, resulting in material accounting errors.

A lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information with the detail required.

SimRep did not maintain effective controls relating to accounting of certain capital expenditures and related fixed assets were found. Lastly, the evaluation for impairments is not reasonable given actual results of such Subsidiary.

Significant deficiencies were also detected at our subsidiary Corporación Aceros DM, S.A. de C.V. which in the aggregate, constitute a material weakness. These significant deficiencies include (i) ineffective controls and insufficient supporting documentation for closings of periods end and financial statements review and authorization; the related procedures were incomplete and do not include specific procedures to enter transactions into the general ledger, to select and apply accounting policies and have not been updated in the last 3 years, which such controls are necessary to give reasonable assurance of compliance with IFRS, (ii) no evidence of review of some account balances, such as fixed assets, sales and tax calculations by the responsible individuals; there is also no evidence of review of the financial statements by the General Manager of Corporación Aceros DM, S.A de C.V., (iii) undocumented processes and deficient controls in the access to the information systems, (iv) deficient controls to review and approve cost calculations of finish goods, period end costs and inventories and cost of sales report, (v) lack of physical inventory of fixed assets in several years; and (vi) failure to document and communicate adequately responsibilities and authority of key financial roles.

Fiscal Year Ended December 31, 2015. In our assessment of our internal controls over financial reporting for the year ended December 31, 2015, we and our external auditors identified the following material weaknesses:

The internal audit department did not develop its functions to comply with the analysis of the controls during 2015. Consequently, this limited the functions of the Audit Committee.

Insufficient resources applied to the remediation and appropriate monitoring of internal control weaknesses, most of which were identified in previous years and continue to be unresolved.

Inadequate distribution and segregation of duties within the accounting department in our Subsidiaries due to insufficient resources. Additionally, the internal audit staff was considered insufficient to fulfill their role.

Significant deficiencies were detected regarding entity-level controls and control environment which, in the aggregate, constitute a material weakness and create a reasonable likelihood that a material misstatement of our annual and interim financial statements will not be prevented or detected on a timely basis. Such deficiencies include: (i) inadequate controls for the definition, review and approval process of the disclosure in the financial statements and our annual report on form 20-F, (ii) whistleblower line for our Mexican subsidiaries was not fully operational, our website information is outdated and does not include information about our Brazilian operations, (iii) ineffective controls in our patents registry, (iv) deficient distribution of our code of ethics to employees and officers and poor promotion of strong control environment and internal controls in accordance with the COSO model, (v) failure to integrate all control processes into one Enterprise Resource Planning (ERP) system, (vi) lack of an accounting manual with accounting instructions on most of accounting records, (vii) lack of specific procedures for the approval of transactions with related parties, (viii) failure to create and implement a complete training plan for management personnel preparing financial records under IFRS, (ix) limited IFRS and consolidation process understanding and reduced personnel within our Internal Audit department which limited the scope; also the internal audit plan was not carried out, and therefore the audit department did not perform risk assessment an environmental, fraud, compliance with laws, review of the consolidated financial statements and review of our annual report on form 20-F; (x) lack of committees to review, approve and make risk assessments of all our contracts; and (xi) informal communications of deficiencies and remediation plan to the areas and managers involved.

Inadequate supervision and controls within the accounting department which impacted the financial statement closing process, conversion of foreign subsidiaries, intercompany reconciliations and a lack of controls for the issuance and authorizations of journal entries, resulting in material accounting errors.

A lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information with the detail required.

SimRep did not maintain personnel with the appropriate level of knowledge and experience of accounting and training required to comply with financial reporting requirements. This material weakness led to the certain control deficiencies, each of which are considered to be a material weakness.

Failure to provide our external auditors with evidence of the evaluation of the effectiveness of internal controls in our Brazilian subsidiary, in addition of not hiring an external auditor for this evaluation.

Significant deficiencies were also detected at our subsidiary Corporación Aceros DM, S.A. de C.V. which in the aggregate, constitute a material weakness.

Fiscal Year Ended December 31, 2016. Our external auditors have incorporated into their "Attestation Report of the Independent Registered Public Accounting Firms" (see item 15.C), the following assessment of our internal controls, which included the following material weaknesses:

Regarding the control environment and entity level controls, the following material weaknesses were identified: (i) lack of a whistleblower tool that covers the entirety of the company; (ii)

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regarding the distribution of the code of ethics, certain sectors of the employees did not recognize the code of ethics; (iii) ineffective control of the patent registration process, which lacks a policy and a procedure; (iv) lack of a policy and procedure for the valuation of assets and the company's physical inventories; (v) lack of a policy and procedure governing the extensions of credit to the clients; (vi) lack of a policy and procedure for the registration of related parties and the approval of transactions with related parties.

Lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information with the detail required.

In connection with certain financial reporting processes, lack of a robust role-segregation model for the creation, editing, deletion, display only, and modification of such processes.

Lack of communication between the internal audit team, which impacted time of test execution, leaving out of scope cycles such as income, human resources, general controls of information technology and costs and inventories.

Lack of documentation setting out the procedure in the event of a disaster (Disaster Recovery Plan) and documentation setting out the procedure in order to continue the operations of the business (Business Continuity Plan).

Any failure to implement and maintain the needed improvements in the controls over our financial reporting, or difficulties encountered in the implementation of these improvements in our controls, could result in a material misstatement in our annual or interim financial statements that would not be prevented or detected, or cause us to fail to meet our reporting obligations under applicable securities laws. Any failure to improve our internal controls to address the identified weaknesses could result in our incurring substantial liability for not having met our legal obligation and could also cause investors to lose confidence in our reported financial information, which could have a material adverse impact on the trading price of our Series B shares or the ADSs.

For further details, see Items 15.B "Controls and Procedures—Management's Annual Report on Internal Control Over Financial Reporting – Material Weaknesses," 15.C "Attestation Report of the Independent Registered Public Accounting Firms" and 15.D "Changes in Internal Control over Financial Reporting."

Tariffs, anti-dumping and countervailing duty claims imposed in the future could harm our ability to export our products outside of Mexico, and changes in Mexican tariffs on steel imports could adversely affect the profitability and market share of our Mexican steel business.

A substantial part of our operations are outside the United States, and we export products from those facilities to the United States. In the past, the U.S. government has imposed anti-dumping and countervailing duties against Mexican and other foreign steel producers, but has not imposed any such penalties against us or our products. In the first quarter of 2002, the U.S. government imposed tariffs of 15% on rebar and 30% on hot rolled bar and cold finish bar against imports of steel from all countries with the exception of Mexico, Canada, Argentina, Thailand and Turkey; in the first quarter of 2003, the tariffs were reduced to 12% on rebar and 24% on hot rolled bar and cold finish bar, and these tariffs were eliminated in late 2003, prior to their originally scheduled termination date. On October 14, 2014, the United States International Trade Commission (USITC) determined that the U.S. steel industry is materially injured by reason of imports of steel concrete reinforcing bars from Mexico, that are sold in the United States at less than fair value, and from Turkey, that are subsidized by the government of Turkey. As a result of the USITC's affirmative determinations, the U.S. Department of Commerce issued an antidumping duty order on imports of this product from Mexico and a countervailing duty order on imports of this product from Turkey. The U.S. government imposed tariffs of 66.7% against imports for rebar from Deacero, S.A.P.I de C.V. and us and tariffs of 20.58% for rebar imports from all other producers in Mexico.

Recent events, including the U.S. presidential election and Brexit in the U.K., have resulted in substantial regulatory uncertainty regarding international trade and trade policy. For example, President Trump and members of the U.S. Congress have called for substantial changes to tax policies, including the possible implementation of a

border tax. The Trump administration has also raised the possibility of other initiatives that may affect importation of goods including renegotiation of trade agreements with other countries and the possible introduction of import duties or tariffs. Many of our products are subject to existing duties, tariffs, anti-dumping duties and quotas that may limit the quantity of some types of goods that we import into the United States. Furthermore, certain of our competitors may be better positioned than us to withstand or react to border taxes, tariffs or other restrictions on global trade and as a result we may lose market share to such competitors. Due to broad uncertainty regarding the timing, content and extent of any regulatory changes in the U.S. or elsewhere, we cannot predict the impact, if any, that these changes could have to our business, financial condition and results of operations. See "—Risks Related to Mexico—Developments in other countries could adversely affect the Mexican economy, our financial performance and the price of our shares."

The operation of our facilities depends on good labor relations with our employees.

As of December 31, 2016, approximately 83% of our non-Mexican and 45% of our Mexican employees were members of unions. The compensation terms of our labor contracts are adjusted on an annual basis, and all other terms of the labor contracts are renegotiated every two years. In addition, collective bargaining agreements are typically negotiated on a facility-by-facility basis for our Mexican facilities. Any failure to reach an agreement on new labor contracts or to negotiate these labor contracts could result in strikes, boycotts or other labor disruptions. These potential labor disruptions could have a material and adverse effect on our business. Labor disruptions or significant negotiated wage increases could reduce our sales or increase our costs, which could in turn have a material adverse effect on our results of operations.

Operations at our Lackawanna, New York, facility depend on our continuing right to use certain property and assets of an adjoining facility and the termination of any such rights would interrupt our operations and have a material adverse effect on our results of operations and financial condition.

The operations of our Lackawanna facility depend upon certain arrangements and understandings relating to, among other things, our use of industrial water, compressed air, sanitary sewer and electrical power. These service and utility arrangements, initially entered into with the Mittal Steel Company N.V. and its affiliates ("Mittal Steel"), were effective through April 30, 2009, at which time Mittal Steel transferred its Lackawanna plant to Tecumseh Redevelopment, Inc. ("Tecumseh"). In December 2010, Tecumseh transferred a portion of the former Mittal Steel facility to Great Lakes Industrial Development, LLC ("GLID"). Upon the transfer to GLID, we entered into a written agreement with GLID regarding the provision of compressed air to our facility. This lease assures that compressed air will be provided to our facility during the lease term (initially two years with automatic one year renewals until terminated by either party) and grants us an option to purchase the equipment at various times and at stated prices, thereby providing us some flexibility while we consider the installation of our own compressed air system at our facility. The water pump that services our plant is located on property still owned by Mittal Steel and is maintained by Mittal Steel, which also continues to furnish industrial water to us on a month-to-month basis. The electric system which services the compressed air equipment, as well as the electric system which services the GLID property, has been re-routed through our electric meter located at a substation on the adjacent GLID property. We continue to pursue a written

agreement with GLID covering our use of the electric substation and related equipment on the GLID property, as well as the sanitary sewer lift station on the GLID property that serves our facility, and a truck entrance and security monitoring equipment located on the GLID property. All of these rights are essential to the use and operation of our Lackawanna facility. It is our understanding that GLID has sold or is in the process of selling a portion of its property to an unrelated third party. In the event of a termination of any of our rights, either due to a failure to negotiate a satisfactory outcome with Mittal Steel, GLID or any third party to which it sells all or part of its facility, or for any other reason, we could be required to cease all or substantially all of our operations at the Lackawanna facility. Because we produce certain types of products in our Lackawanna facility that we do not produce in our other facilities, an interruption of production at our Lackawanna facility would result in a substantial loss of revenue and could damage our relationships with customers.

Our sales in the United States are concentrated and could be significantly reduced if one of our major customers reduced its purchases of our products or was unable to fulfill its financial obligations to us.

Our sales in the United States are concentrated among a relatively small number of customers. Any of our major customers can stop purchasing our products or significantly reduce their purchases at any time. During 2016,

2015, 2014, 2013 and 2012, sales to our ten largest customers in the United States accounted for approximately 62.1%, 56.8%, 51.4%, 40.6% and 42.4% of our consolidated revenues in the United States, respectively, and approximately 18.1%, 21.5%, 23.6%, 21.1% and 18.7% of our total consolidated revenues, respectively. A disruption in sales to one or more of our largest customers would adversely affect our cash flow and results of operations. Starting in the fourth quarter of 2008, due to the U.S. financial crisis and the ensuing worldwide economic recession, all of our top ten customers have suffered reduced demand for their products. This reduction in demand has in turn adversely affected our results of operations.

We cannot assure you that we will be able to maintain our current level of sales to our largest customers or that we will be able to sell our products to other customers on terms that are favorable to us or at all. The loss of, or substantial decrease in the amount of purchases by, or a write-off of any significant receivables from, any of our major customers would materially and adversely affect our business, results of operations, liquidity and financial condition.

Negative trends in the operation in our United States segment.

Our significant investment in the new Lorain, Ohio, electric arc furnace, built in response to the expected growth prospects in the United States oil and gas drilling and exploration industry, was a major contributor to the operational losses incurred in 2014 and 2015. Additionally, the U.S.$15 million (Ps. 310 million) investment in an electric bottom tapping furnace in 2012 at the Canton facility intended to drive operational and productivity improvements resulted in an initial challenge to master the new technology, which drove operational losses in 2013 in our United States segment. In response to the severe economic downturn in the energy exploration sector, which caused a significant drop in demand for seamless pipe, the entire Lorain facility was temporarily idled in 2015. This action halted the significant losses and allowed the business to focus on other industries which we supply (mainly the automotive industry) where demand for our products remains strong. We cannot assure you that a new economic downturn in the future could not materially and adversely affect our business, results of operations, liquidity and financial condition.

Unanticipated problems with our manufacturing equipment and facilities could have an adverse impact on our business.

Our capacity to manufacture steel products depends on the suitable operation of our manufacturing equipment, including blast furnaces, electric arc furnaces, continuous casters, reheating furnaces and rolling mills. Breakdowns requiring significant time and/or resources to repair, as well as the occurrence of unexpected adverse events, such as fires, explosions or adverse meteorological conditions, could cause production interruptions that could adversely affect our results of operations.

We have not obtained insurance against all risks, and do not maintain insurance covering losses resulting from catastrophes or business interruptions. In the event we are not able to quickly and cost-effectively remedy problems creating any significant interruption of our manufacturing capabilities, our operations could be adversely affected. In addition, in the event any of our plants were destroyed or significantly damaged or its production capabilities otherwise significantly decreased, we would likely suffer significant losses, and capital investments necessary to repair any destroyed or damaged facilities or machinery would adversely affect our profitability, liquidity and financial condition.

If we are unable to obtain or maintain quality and environmental management certifications for our facilities, we may lose existing customers and fail to attract new customers.

Most of our automotive parts customers in Mexico and the United States require that we have ISO 9001, TS 16949 and ISO 14001 certification. All of the Mexican and U.S. facilities that sell to automotive parts customers are currently certified, as required. If the foregoing certifications are canceled, approvals are withdrawn or necessary additional standards are not obtained in a timely fashion, our ability to continue to serve our targeted market, retain our customers or attract new customers may be impaired. For example, our failure to maintain these certifications could cause customers to refuse shipments, which could materially and adversely affect our revenues and results of operations. We cannot assure you that we will be able to maintain these required certifications.

In the SBQ market, all participants must satisfy quality audits and obtain certifications in order to obtain the status of "approved supplier." The automotive industry has put these stringent conditions in place for the production of auto parts to assure a vehicle's quality and safety. We currently are an approved supplier for our automotive parts customers. Maintaining these certifications is key to preserving our market share, because they can be a barrier to entry in the SBQ market, and we cannot assure you that we will be able to do so.

Failure to comply with environmental laws and regulations may result in fines, penalties or other significant liabilities or prevent us from operating our facilities.

Our operations are subject to a broad range of environmental laws and regulations governing our impact on air, water, soil and groundwater and exposure to hazardous substances. The costs of complying with, and the imposition of liabilities pursuant to, environmental laws and regulation can be significant. Despite our efforts to comply with environmental laws and regulations, environmental incidents or events that negatively affect the operations of our facilities may occur. In addition, we cannot assure you that we will at all times operate in compliance with environmental laws and regulations. If we fail to comply with these laws and regulations, we may be assessed fines or penalties, be required to make large expenditures to comply with such laws and regulations, or be forced to shut down non-compliant operations and face lawsuits by third parties. In addition, environmental laws and regulations are becoming increasingly stringent and it is possible that future laws and regulations may require us to undertake material environmental compliance expenditures and require modifications in our operations. Furthermore, we need to maintain existing and obtain future environmental permits in order to operate our facilities. The failure to obtain necessary permits or consents or the loss of any permits could result in significant fines or penalties or prevent us from operating our facilities. We may also be subject, from time to time, to legal proceedings brought by private parties or governmental agencies with respect to environmental matters, including matters involving alleged property damage or personal injury that could result in significant liability. Certain of our facilities in the United States have been the subject of administrative action by federal, state and local environmental authorities. See Item 8. "Financial Information—Legal Proceedings."

Greenhouse gas policies and regulations, particularly any binding restriction on emissions of greenhouse gases such as carbon dioxide, could negatively impact our steelmaking operations.

Our steel making operations in the United States and in Mexico use electric arc furnaces where carbon dioxide generation is primarily linked to energy use. In the United States, the Environmental Protection Agency has issued rules imposing inventory and reporting obligations to which some of our facilities are subject, and has also issued rules that will affect preconstruction permits for our facilities where increases in greenhouse gas pollutants are contemplated. The U.S. Congress has debated various measures for regulating greenhouse gas emission (such as carbon dioxide) and may enact them in the future. Such laws and regulations may also result in higher costs for coking coal, natural gas and electricity generated by carbon-based systems (such as coal-fired electric generating facilities). Canada's federal government is also considering various approaches for reducing greenhouse gas emissions, although we do not presently believe Republic's Hamilton, Ontario facility would be significantly impacted by these efforts

since it is not a steel-producing facility. Such future laws and regulations, whether in the form of a cap-and-trade emissions permit system, a carbon tax or other regulatory regime may have a negative effect on our operations. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. As signatories to the United Nations Framework Convention on Climate Change (the "UNFCCC"), Mexico, the U.S. and Canada are subject to the Paris Agreement to fight climate change, which was approved at the 21th session of the UNFCCC conference in 2015. As a result, some of our facilities may ultimately be subject to future regional, provincial and/or federal climate change regulations to manage greenhouse emissions. More stringent greenhouse gas policies and regulations could adversely affect our business and results of operations.

If we are required to remediate contamination at our facilities we may incur significant liabilities.

Certain of our U.S. facilities are currently engaged in the investigation and/or remediation of environmental contamination. Most of these investigations relate to legacy activities by prior owners. We may in the future be subject to similar investigations or required to undertake similar remediation measures at other facilities. We recognize a liability for environmental remediation when it becomes probable that such remediation will be required and the amount can be reasonably estimated. As estimated costs to remediate change, or when new liabilities

become probable, we adjust the record liabilities accordingly. However, due to the numerous variables associated with the judgments and assumptions that are part of these estimates and changes in governmental regulations and environmental technologies over time, we cannot assure you that our environmental reserves will be adequate to cover such liabilities or that our environmental expenditures will not differ significantly from our estimates or materially increase in the future. Failure to comply with any legal obligations requiring remediation of contamination could result in liabilities, imposition of cleanup liens and fines, and we could incur large expenditures to bring our facilities into compliance. See Item 8. “Financial Information—Legal Proceedings.”

We could incur losses due to product liability claims and may be unable to maintain product liability insurance on acceptable terms, if at all.

We could experience losses from defects or alleged defects in our steel products that subject us to claims for monetary damages. For example, many of our products are used in automobiles and light trucks and it is possible that a defect in one of these vehicles would result in product liability claims against us. In accordance with normal commercial sales, some of our products include implied warranties that they are free from defects, are suitable for their intended purposes and meet certain agreed upon manufacturing specifications. We cannot assure you that future product liability claims will not be brought against us, that we will not incur liability in excess of our insurance coverage, or that we will be able to maintain product liability insurance with adequate coverage levels and on acceptable terms, if at all.

Our controlling shareholder, Industrias CH, S.A.B. DE C.V., (Industrias CH) is able to exert significant influence on our business and policies and its interests may differ from those of other shareholders.

As of April 30, 2017, Industrias CH, which the chairman of our board of directors, Rufino Vigil González, controls, owned approximately 84% of our shares. Industrias CH nominated and elected all of the current members of our board of directors, and Industrias CH is in a position to exercise substantial influence and control over our business and policies, including the timing and payment of dividends. The interests of Industrias CH may differ significantly from those of other shareholders. Furthermore, as a result of the significant equity position of Industrias CH, there is currently limited liquidity in our series B shares and the ADSs.

We have had a number of transactions with our affiliates.

Historically, we have engaged in a number and variety of transactions on market terms with our affiliates, including entities that Industrias CH owns or controls. We expect that in the future we will continue to enter into transactions with our affiliates, and some of these transactions may be significant.

We depend on our senior management and their unique knowledge of our business and of the SBQ industry, and we may not be able to replace key executives if they leave.

We depend on the performance of our executive officers and key employees. Our senior management has significant experience in the steel industry, and the loss of any member of senior management or our inability to attract and retain additional senior management could materially and adversely affect our business, results of operations, prospects and financial condition. We believe that the SBQ steel market is a niche market where specific industry experience is key to success. We depend on the knowledge of our business and the SBQ industry of our senior management team, including Luis Garcia Limon, our chief executive officer. In addition, we attribute much of the success of our growth strategy to our ability to retain most of the key senior management personnel of the companies and businesses that we have acquired. Competition for qualified personnel is significant, and we may not be able to find replacements with sufficient knowledge of, and experience in, the SBQ industry for our existing senior management or any of these individuals if their services are no longer available. Our business could be adversely affected if we cannot attract or retain senior management or other necessary personnel.

Our tax liability may increase if the tax laws and regulations in countries in which we operate change or become subject to adverse interpretations.

Taxes payable by companies in the countries in which we operate are substantial and include income tax, value-added tax, excise duties, profit taxes, payroll related taxes, property taxes and other taxes. Tax laws and regulations in some of these countries may be subject to change, varying interpretation and inconsistent enforcement. Ineffective tax collection systems and continuing budget requirements may increase the likelihood of the imposition of onerous taxes and penalties which could have a material adverse effect on our financial condition and results of operations. In addition to the usual tax burden imposed on taxpayers, these conditions create uncertainty as to the tax implications of various business decisions. This uncertainty could expose us to significant fines and penalties and to enforcement measures despite our best efforts at compliance, and could result in a greater than expected tax burden. In addition, many of the jurisdictions in which we operate, including Mexico, have adopted transfer pricing legislation. If tax authorities impose significant additional tax liabilities as a result of transfer pricing adjustments, it could have a material adverse effect on our financial condition and results of operations. It is possible that tax authorities in the countries in which we operate will introduce additional revenue raising measures. The introduction of any such provisions may affect our overall tax efficiency and may result in significant additional taxes becoming payable. Any such additional tax exposure could have a material adverse effect on our financial condition and results of operations.

Risks Related to Global Economic Conditions

Global economic conditions, such as the latest financial crisis and economic recession that occurred during 2008 and 2009, may significantly impact our business.

The financial crisis that began in the United States in 2008 led to a global recession in which overall economic activity decreased across the world generally and in North America in particular. The corresponding reduction in demand across the economy in general and in the automotive, construction and manufacturing sectors in particular has reduced demand for steel products in North America and globally. These economic conditions significantly impacted our business and results of operations. Although demand, production levels and prices in certain segments and markets have recovered and stabilized to a certain degree, the extent, timing and duration of the recovery and potential return to pre-crisis levels remains uncertain. If global macroeconomic conditions deteriorate, however, the outlook for steel producers would be adversely affected. It is difficult to predict the duration or severity of a new global economic downturn, or to what extent it will affect us. An unsustainable recovery and persistently weak economic conditions in our key markets could depress demand for our products and adversely affect our business and results of operations. We sell our products to the automotive and construction-related industries, both of which reported substantially lower customer demand during and after the latest global recession. As a result, our operating levels declined compared to pre-recession levels. While some of our end-product markets, such as the automotive industry, experienced recoveries during 2012, 2013, 2014, 2015, in 2016 we experienced a reduction in our sales. In addition to slackening demand by end consumers, we believe that some of our customers continue to experience and may experience in the future difficulty in obtaining credit or maintaining their ability to qualify for trade credit insurance, resulting in a further

reduction in purchases and an increase in our credit risk exposure. Moreover, if a new global economic downturn occurs, we may face increased risk of insolvency and other credit related issues of our customers and suppliers, as we faced with our customers and suppliers particularly in industries that were hard hit by the latest recession, such as automotive, construction and appliance. Also, there is the possibility that our suppliers may face similar risks. A decrease in available credit may increase the risk of our customers defaulting on their payment obligations to us and may cause some of our suppliers to be delayed in filling or to be unable to fill our needs. The impact of global economic conditions on these industries may have a significant effect on our results of operations.

Additionally, if global economic conditions deteriorate, we may be required to undertake asset impairments, as we have been required to undertake in the past.

Because a significant portion of our sales are to the automotive industry, a decrease in automotive manufacturing could reduce our cash flows and adversely affect our results of operations.

Direct sales of our products to automotive assemblers and manufacturers accounted for approximately 58% of our net sales of SBQ in 2016. Demand for our products is affected by, among other things, the relative strength or weakness of the North American automotive industry. A reduction in vehicles manufactured in North America, the principal market for Republic's SBQ steel products, would have an adverse effect on our results of operations. We also sell to independent forgers, components suppliers and steel service centers, all of which sell to the automotive market as well as other markets. Developments affecting the North American automotive industry may adversely affect us.

Our customers in the automotive industry continually seek to obtain price reductions from us, which may adversely affect our results of operations.

A challenge that we and other suppliers of intermediary products used in the manufacture of automobiles face is continued price reduction pressure from our customers in the automobile manufacturing business. Downward pricing pressure has been a characteristic of the automotive industry in recent years and it is migrating to all our vehicular markets. Virtually all automobile manufacturers have aggressive price reduction initiatives that they impose upon their suppliers, and such actions are expected to continue in the future. In the face of lower prices to customers, we must continue to reduce our operating costs in order to maintain profitability. We have taken and continue to take steps to reduce our operating costs to offset customer price reductions; however, price reductions are adversely affecting our profit margins and are expected to do so in the future. If we are unable to offset customer price reductions through improved operating efficiencies, new manufacturing processes, sourcing alternatives, technology enhancements and other cost reduction initiatives, or if we are unable to avoid price reductions from our customers, our results of operations could be adversely affected.

Sales may fall as a result of fluctuations in industry inventory levels.

Inventory levels of steel products held by companies that purchase our products can vary significantly from period to period. These fluctuations can temporarily affect the demand for our products, as customers draw from existing inventory during periods of low investment in construction and the other industry sectors that purchase our products and accumulate inventory during periods of high investment and, as a result, these companies may not purchase additional steel products or maintain their current purchasing volume. Accordingly, we may not be able to increase or maintain our current levels of sales volumes or prices.

Risks Related to Mexico

Adverse economic conditions in Mexico may adversely affect our financial performance.

A substantial portion of our operations are conducted in Mexico and our business is affected by the performance of the Mexican economy. The latest global credit crisis and the economic recession has had significant adverse consequences on the Mexican economy, which in 2009 contracted by 6.5%, in 2010 grew by 5.5%, in 2011 and 2012 grew by 3.9%, in 2013 grew by 1.1%, in 2014 grew by 2.3%, in 2015 grew 2.5% and in 2016 grew 2.3%, in terms of gross domestic production. Moreover, in the past, Mexico has experienced prolonged periods of economic crises, caused by internal and external factors over which we have no control. Those periods have been characterized by exchange rate instability, high inflation, high domestic interest rates, changes in oil prices, economic contraction, a reduction of international capital flows, balance of payment deficits, a reduction of liquidity in the banking sector and high unemployment rates. Decreases in the growth rate of the Mexican economy, or periods of negative growth, or increases in inflation may result in lower demand for our products. The Mexican government recently cut spending in response to a downward trend in international crude oil prices, and it may further cut spending in the future. These cuts could adversely affect the Mexican economy and, consequently, our business, financial condition, operating results and prospects. We cannot assure you that economic conditions in Mexico will not worsen, or that those conditions will not have an adverse effect on our financial performance.

Political, social and other developments in Mexico could adversely affect our business.

Political, social and other developments in Mexico may adversely affect our business. Social unrest, such as strikes, suspension of labor, demonstrations, acts of violence and terrorism in the Mexican states in which we operate could disrupt our financial performance. Additionally, the Mexican government has exercised, and continues to exercise, significant influence over the economy. Accordingly, Mexican federal governmental actions and policies concerning the economy, the regulatory framework, the social or political context, and state-owned and stated controlled entities or industries could have a significant impact on private sector companies and on market conditions, prices and returns of Mexican securities. In the past, governmental actions have involved, among other measures, increases in interest rates, changes in tax policies, price controls, currency devaluations, capital controls and limits on imports.

Currently, no single political party has a majority in either chamber of the Mexican Congress. The absence of a clear majority and the lack of alignment between the legislature and the administration could result in deadlock and prevent the timely implementation of political and economic reforms, which in turn could have an adverse effect on Mexican economic policy. We cannot assure you that the current political situation or future developments in Mexico, over which we have no control, will not have an adverse effect on our business, financial condition or results of operations. Further, we cannot assure you that any new government policies will not adversely affect our business, financial condition and results of operations.

The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy.

The Mexican federal government has exercised, and continues to exercise, significant influence over the Mexican economy. Accordingly, Mexican federal governmental actions and policies concerning the economy, state-owned enterprises and state controlled, funded or influenced financial institutions could have a significant impact on private sector entities in general and on us in particular, and on market conditions, prices and returns on securities of Mexican companies. The Mexican federal government occasionally makes significant changes in policies and regulations, and may do so again in the future. Actions to control inflation and other regulations and policies have involved, among other measures, increases in interest rates, changes in tax policies, price controls, currency devaluations, capital controls and limits on imports. Tax legislation in Mexico is subject to continuous change and we cannot assure you whether the Mexican government may maintain existing political, social, economic or other policies, or whether changes may have a material adverse effect on our financial performance.

Violence in Mexico may adversely impact the Mexican economy and have a negative effect on our financial performance.

Mexican drug related violence and other organized crime have escalated significantly since 2006, when the Mexican federal government began increasing the use of the army and police to fight drug trafficking. Drug cartels have carried out attacks largely directed at competing drug cartels and law enforcement agents, however they also target companies and their employees, including companies' industrial properties, including through extortion, theft from trucks or industrial sites, kidnapping and other forms of crime and violence. This increase in violence and criminal activity has led to increased costs for companies in the form of stolen products and added security and insurance. Corruption and links between criminal organizations and authorities also create conditions that affect our business operations, as well as extortion and other acts of intimidation, which may have the effect of limiting the level of action taken by federal and local governments in response to such criminal activity. We cannot assure you that the levels of violent crime in Mexico, over which we have no control, will not have an adverse effect on the country's economy and, as a result, on our financial performance.

Depreciation of the Mexican peso relative to the U.S. dollar could adversely affect our financial performance.

The peso historically has been subject to significant depreciation against the U.S. dollar. Depreciation of the Mexican peso relative to the U.S. dollar decreases a portion of our revenues in U.S. dollar terms, as well as increases the cost of a portion of the raw materials we require for production and any debt obligations denominated in U.S. dollars, and thereby may negatively affect our results of operations. The Mexican Central Bank may from time to time participate in the foreign exchange market to minimize volatility and support an orderly market. The

Mexican Central Bank and the Mexican government have also promoted market-based mechanisms for stabilizing foreign exchange rates and providing liquidity to the exchange market, such as using over-the-counter derivatives contracts and publicly-traded futures contracts on the Chicago Mercantile Exchange. However, the Peso is currently subject to significant fluctuations against the U.S. dollar and may be subject to such fluctuations in the future. Since the second half of 2008, the value of the Mexican peso relative to the U.S. dollar has fluctuated significantly. According to the U.S. Federal Reserve Board, during this period the exchange rate registered a low of Ps. 9.91 to U.S.$1.00 in August 5, 2008, and a high of Ps. 20.84 to U.S.$1.00 in November 14, 2016. In 2016 the exchange rate registered a low of Ps. 17.19 to U.S.$1.00 and a high of Ps. 20.84 to U.S.$1.00.

A severe depreciation of the Mexican peso may also result in disruption of the international foreign exchange markets and may limit our ability to transfer to convert Mexican pesos into U.S. dollars and other currencies. While the Mexican government does not currently restrict, and since 1982 has not restricted, the right or ability of Mexican or foreign persons or entities to convert Mexican pesos into U.S. dollars or to transfer other currencies out of Mexico, the Mexican government could institute restrictive exchange rate policies in the future.

Currency fluctuations or restrictions on transfer of funds outside Mexico may have an adverse effect on our financial performance, and could adversely affect the U.S. dollar value of the price of our Series B shares and the ADSs.

On December 17, 2015, a day after the U.S. Federal Reserve increased the target range for the federal funds rate in the United States by 25 basis points, the Mexican Central Bank increased the reference rate from 3.00% to 3.25% in an effort to counteract a sharp depreciation of the Mexican peso that could affect Mexico’s expected rate of inflation. On February 17, 2016, the Mexican Central Bank further increased the reference rate from 3.25% to 3.75%, and has been increasing the reference rate regularly since then, to 6.50% as of May 12, 2017. We cannot assure you that, as a result of future increases by U.S. Federal Reserve of the target range for the federal funds rate in the United States, the Mexican economy or the value of securities issued by Mexican companies will not be affected, including as a result of any precipitous unwinding of investments in emerging markets, depreciations and increased volatility in the value of their currency and higher interest rates.

High inflation rates in Mexico may affect demand for our products and result in cost increases.

Mexico has historically experienced high annual rates of inflation. The annual rate of inflation, as measured by changes in the Mexican national consumer price index (*Índice Nacional de Precios al Consumidor*) published by the Mexican Central Bank was 3.6% for 2012, 4.0% for 2013, 4.1% for 2014, 2.1% for 2015 and 3.4% for 2016. High inflation rates could adversely affect our business and results of operations by reducing consumer purchasing power, thereby adversely affecting demand for our products, increasing certain costs beyond levels that we could pass on to consumers, and by decreasing the benefit to us of revenues earned if the inflation rate exceeds the growth in our pricing levels.

Developments in other countries could adversely affect the Mexican economy, our financial performance and the price of our shares.

The Mexican economy and the market value of Mexican companies may be, to varying degrees, affected by economic and market conditions globally, in other emerging market countries and major trading partners, in particular the United States. Although economic conditions in other countries may differ significantly from economic conditions in Mexico, investors' reactions to adverse developments in other countries may have an adverse effect on the market value of securities of Mexican issuers or of Mexican assets. In recent years, for example, prices of both Mexican debt securities and equity securities decreased substantially as a result of developments in Russia, Asia, Europe and Brazil. Also, credit issues in the United States have in the past resulted in significant fluctuations in global financial markets, including Mexico.

In addition, in recent years economic conditions in Mexico have become increasingly correlated with economic conditions in the United States as a result of NAFTA, increased economic activity between the two countries, and the remittance of funds from Mexican immigrants working in the United States to Mexican residents. However, Donald Trump's victory in the U.S. presidential election in November 2016, as well as the Republican Party maintaining control of both the House of Representatives and Senate of the United States in the congressional

election, has generated volatility in the global capital markets and may create uncertainty regarding the future of NAFTA and trade between the U.S. and Mexico. On January 20, 2017, Donald Trump became president of the U.S. President Trump and the Trump administration have made comments suggesting that he intends to re-negotiate the free trade agreements that the U.S. is party to, including NAFTA, and to implement high import taxes, although it remains unclear what specifically the new U.S. administration and U.S. Congress will or will not do in this respect. Because the Mexican economy is heavily influenced by the U.S. economy, the re-negotiation, or even termination, of NAFTA and/or other U.S. government policies that may be adopted by the new U.S. administration (which may result in regulatory gridlock or on the contrary, it could result in a major regulatory change) could have a material adverse effect on the Mexican economy, which, in turn, could affect our business, financial condition and results of operations.

Moreover, the recent debt crisis in the European Union, the August and September 2015 Chinese stock market crashes, changes in Chinese exchange rate policy, continuing concerns regarding the slowdown of the Chinese economy, recent terrorist attacks and recent sharp declines in the price of crude oil, may also affect the global and Mexican economies. We cannot assure you that events in other emerging market countries, in the United States or elsewhere will not adversely affect our financial performance.

We could be adversely affected by violations of the Mexican Federal Anticorruption Law in Public Contracting, the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws.

The Mexican Federal Anticorruption Law (*Ley Federal de Anticorrupción en Contrataciones Públicas*), the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws generally prohibit companies and their intermediaries from making improper payments to government officials and other persons for the purpose of obtaining or retaining business. There can be no assurance that our internal control policies and procedures will protect us from reckless or criminal acts committed by our employees or agents. Violations of these laws, or allegations of such violations, could disrupt our business and could have an adverse effect on our business, financial condition and results of operations.

Our financial statements are prepared in accordance with IFRS and therefore are not comparable to financial statements of other companies prepared under U.S. GAAP or other accounting principles.

Beginning January 1, 2011, we adopted International Financial Reporting Standards (IFRS), and its amendments and interpretations, issued by the International Accounting Standard Board (IASB); consequently, we applied IFRS 1, *Initial Adoption of International Financial Reporting Standards*.

All Mexican companies listed on the Mexican Stock Exchange must prepare their financial statements in accordance with IFRS which differs in certain significant respects from U.S. GAAP. Items on the financial statements of a company prepared in accordance with IFRS may not reflect its financial position or results of operations in the way they would be reflected had such financial statements been prepared in accordance with U.S. GAAP. Accordingly, Mexican financial statements and reported earnings are likely to differ from those of companies in other countries in this and other respects.

Mexico has different corporate disclosure and accounting standards than those in the United States and other countries.

A principal objective of the securities laws of the United States, Mexico and other countries is to promote full and fair disclosure of all material corporate information, including accounting information. However, there may be different or less publicly available information about issuers of securities in Mexico than is regularly made available by public companies in countries with more highly developed capital markets, including the United States. The disclosure standards imposed by the Mexican Stock Exchange may be different than those imposed by securities exchanges in other countries or regions such as the United States.

Risks Related to Brazil

Brazilian political and economic conditions, and the Brazilian government's economic and other policies, may negatively affect demand for our products.

The Brazilian economy has been characterized by frequent and occasionally extensive intervention by the Brazilian government and unstable economic cycles. The Brazilian government has often changed monetary, taxation, credit, tariff and other policies to influence the course of Brazil's economy. The Brazilian government's actions to control inflation and implement other policies have at times involved wage and price controls, blocking access to bank accounts, imposing capital controls and limiting imports into Brazil.

Our results of operations and financial condition may be adversely affected by factors such as:

fluctuations in exchange rates;

exchange control policies;

interest rates;

inflation;

tax policies;

expansion or contraction of the Brazilian economy, as measured by rates of growth in GDP;

liquidity of domestic capital and lending markets; and

other political, diplomatic, social and economic developments in or affecting Brazil.

Brazilian markets have been experiencing heightened volatility due to the uncertainties derived from the ongoing *Lava Jato* investigation, which is being conducted by the Office of the Brazilian Federal Prosecutor, and its impact on the

Brazilian economy and political environment. Members of the Brazilian federal government and of the legislative branch, as well as senior officers of the state-owned oil company Petróleo Brasileiro S.A. – Petrobras, or Petrobras, have faced allegations of political corruption. These government officials and senior officers allegedly accepted bribes by means of kickbacks on contracts granted by Petrobras to several infrastructure, oil and gas and construction companies. As a result of the ongoing *Lava Jato* investigation, a number of senior politicians, including congressman and officers of the major state-owned companies in Brazil resigned or have been arrested.

In addition, the Brazilian Congress opened impeachment proceedings against President Dilma Rousseff on December 2, 2015 for allegedly breaking budget laws as she increased economic stimulus during her re-election campaign last year. On April 17, 2016, the Brazilian Congress voted in favor of the admissibility of the impeachment proceedings and the Brazilian Senate is expected to vote on the impeachment on May 11, 2016. On August 31, 2016, the Brazilian Senate voted in favor of the dismissal of President Dilma Rousseff. This situation has adversely affected and we expect that they will continue to adversely affect the Brazilian markets and trading prices of securities issued by Brazilian issuers. We cannot predict their effects on the Brazilian economy which could have a material adverse effect on us.

The potential outcome of these investigations and proceedings is uncertain, but they have adversely affected and we expect that they will continue to adversely affect the Brazilian markets and trading prices of securities issued by Brazilian issuers. We cannot predict whether the allegations or proceedings will lead to further political and economic instability or whether new allegations against government officials or other companies in Brazil will arise in the future. In addition, we can neither predict the outcome of any such allegations and proceedings nor their effect on the Brazilian economy.

In addition, the Brazilian steel sector is facing a severe crisis. According to the Brazilian Steel Institute, steel consumption fell by 14% in the first nine months of 2015. We believe this crisis is largely due to a sharp decrease in durable goods manufacturing, particularly motor vehicle production, which is depressing steel consumption and offsetting the positive impact of construction activity associated with the summer 2016 Olympic Games held in Rio de Janeiro. The crisis in the Brazilian steel sector could have a material and adverse effect on our Brazilian business segment.

Brazil has experienced extremely high rates of inflation in the past and has therefore implemented monetary policies that have resulted in one of the highest interest rates in the world. According to the IGP-M, a general price inflation index, the inflation rates in Brazil were, 5.1% in 2011, 7.8% in 2012, 5.5% in 2013, 3.7% in 2014, 10.5% in 2015 and 7.2% in 2016. In addition, according to the National Extended Consumer Price Index (*Índice Nacional de Preços ao Consumidor Amplo*), published by the IBGE, the Brazilian price inflation rates were 6.1% in 2011, 6.2% in 2012, 5.6% in 2013, 6.2% in 2014, 11.3% in 2015 and 6.6% in 2016. Despite the Brazilian Central Bank's repeated increases of interest rates during the period from 2013 to 2015, the Brazilian price inflation rate (IPCA) has continued to increase, reaching 10.7% in 2015 (the highest level recorded since 2003), and reaching 6.3% for the twelve-month period ending December 31, 2016.

There have been significant fluctuations in the exchange rate between the Brazilian currency and the U.S. dollar and other currencies. For example, the Brazilian real depreciated 19.7% and 53.2% against the U.S. dollar in 2001 and 2002, respectively and appreciated 18.0%, 8.0%, 12.3%, 8.5% and 17.0% against the U.S. dollar in 2003, 2004, 2005, 2006 and 2007, respectively. In 2008, the Brazilian real depreciated again approximately 31.9% against the U.S. dollar. In 2009, the Brazilian real appreciated 25.3% against the U.S. dollar, while in December 31, 2010 the Brazilian real to U.S. dollar exchange rate was R$1.6662, according to the Brazilian Central Bank. In 2011, the Brazilian real depreciated by 13.6% against the U.S. dollar, from R$1.6510 in the beginning of the period to R$1.8758 by the end of the period, and in 2012 the Brazilian real went from R$1.8683 in the beginning of the year to R$2.0435 by the end of the period, amounting to a 9.4% depreciation against the U.S. dollar. In 2013, the Brazilian real went from R$2.0415 in the beginning of the year to R$2.3426 by the end of the period. In 2014, the Brazilian real went from R$2.3975 in the beginning of the year to R$2.6562 by the end of the period, corresponding to a 10.8% depreciation against the U.S. dollar.

However, during 2015, due to the poor economic conditions in Brazil, including as a result of political instability, the Brazilian real has devalued at a rate that is much higher than in previous years. On September 24, 2015, the Brazilian real fell to the lowest level since the introduction of the currency, at R$4.1949 per U.S.$1.00. In 2015, the Brazilian real depreciated 45%, reaching R$3.9048 per U.S.$1.00 on December 31, 2015. Conversely, in 2016, the Brazilian real went from R$4.0387 per U.S.$1.00 at the beginning of the year to R$3.2591 per U.S.$1.00 on December 31, 2016, corresponding to a 19.3% appreciation against the U.S. dollar. There can be no assurance that the Brazilian real will not depreciate or appreciate further against the U.S. dollar.

Item 4. Information on the Company

A. History and Development of the Company

Overview

We are a diversified manufacturer, processor and distributor of SBQ steel and structural steel products with production and commercial operations in the United States, Mexico, Canada and Brazil. We believe that in 2012, 2013, 2014, 2015 and 2016 we were an important producer of SBQ products in both the United States and Mexico, in each case in terms of sales volume. We also believe that in 2012, 2013, 2014, 2015 and 2016 we were an important producer of structural and light structural steel products in Mexico in terms of sales volume.

Our SBQ products are used across a broad range of highly engineered end-user applications, including axles, hubs and crankshafts for automobiles and light trucks, machine tools and off-highway equipment. Our structural steel products are mainly used in the non-residential construction market and other construction applications.

We focus on the Mexican and U.S. specialty steel markets by providing high value added products and services from our strategically located plants. The quality of our products and services, together with cost benefits generated by our facility locations, has allowed us to develop long standing relationships with many of our SBQ clients, which include Mexico and U.S.-based automotive and industrial equipment manufacturers and their suppliers. In addition, our facilities located in the North West and Central parts of Mexico allow us to serve the structural steel and construction markets in those regions and South West California with an advantage in the cost of freight over competitors which do not have production facilities in such regions.

Our legal name is Grupo Simec, S.A.B. de C.V. and our commercial name for advertising and publicity purposes is Simec. We are a *sociedad anónima bursátil de capital variable*, organized under the laws of Mexico. We are domiciled in the city of Guadalajara, Jalisco, and our principal administrative office is located at Calzada Lázaro Cárdenas 601, Guadalajara, Jalisco, Mexico 44440. Our telephone number is 011-52-33-3770-6700.

Our History

Our steel operations commenced in 1969 when a group of families from Guadalajara, Jalisco, formed Compañía Siderúrgica de Guadalajara, S.A. de C.V. (“CSG”), a mini-mill steel company. In 1980, Grupo Sidek, S.A. de C.V. (“Sidek”), our former parent company, was incorporated and became the holding company of CSG. In 1990, Sidek consolidated its steel and aluminum operations into a separate subsidiary, Grupo Simec, S.A. de C.V., a Mexican corporation with limited liability, organized under the laws of Mexico.

In March 2001, Sidek consummated the sale of its entire approximate 62% controlling interest in our company to Industrias CH. In June 2001, Industrias CH increased its interest in us to 82.5% by acquiring additional shares from certain of our bank creditors that had converted approximately Ps. 1,185 million (U.S.$95.4 million) of our debt (U.S.$90.2 million of principal and U.S.$5.2 million of interest) into our common shares. Industrias CH subsequently increased its equity position in, us through various conversions of debt to equity and capital contributions, to an 84% interest.

In August 2004, we acquired the property, plant and equipment and the inventories, and assumed liabilities associated with the seniority premiums of employees, of the Mexican steel-making facilities of Industrias Ferricas del Norte S.A. (Corporacion Sidenor of Spain, or “Grupo Sidenor”) located in Apizaco, Tlaxcala and Cholula, Puebla. We refer to this acquisition as the “Atlax Acquisition.” Our total net investment in this transaction was approximately Ps. 1,589 million (U.S.$122 million) (excluding value added tax of approximately Ps. 208 million (U.S.$16 million) paid in 2004 and recouped from the Mexican government in 2005), funded with cash from operations, and a Ps. 247 million (U.S.$19 million) capital contribution from Industrias CH.

In July 2005, we and Industrias CH acquired 100% of the capital stock of Republic, a U.S. producer of SBQ steel. We acquired 50.2% of Republic's stock through our majority owned subsidiary, SimRep, and Industrias CH purchased the remaining 49.8% through SimRep. We financed our portion of the Ps. 2,795 million (U.S.$245 million) purchase price principally through a loan we received from Industrias CH that we have repaid in full.

On October 9, 2006 we sold our share ownership in Administradora de Cartera de Occidente, S.A. de C.V. ("ACOSA"). ACOSA engages in the recovery of non-performing loans acquired pursuant to a public bidding process conducted by the Instituto de Protección al Ahorro Bancario in Mexico.

On November 24, 2007 we purchased 99.95% of the shares of three subsidiaries of Grupo TMM S.A de C.V. These three subsidiaries were TMM América, S.A. de C.V., TMM Continental, S.A. de C.V. and Mutimodal Doméstica, S.A. de C.V. Following the purchase, these companies have engaged in marketing steel. In February 2008, the names of these three companies were changed to CSG Comercial, S.A. de C.V., Comercializadora de Productos de Acero de Tlaxcala, S.A. de C.V. and Siderúrgica de Baja California, S.A. de C.V.

In 2007, the board of directors of CSG decided to spin-off CSG. CSG conveyed 87.4% of its stockholders equity to Tenedora CSG, S.A. de C.V, as the spun-off company. This corporate restructuring did not have a material effect on our consolidated financial statements.

On May 30, 2008, we acquired all the capital stock of Aceros DM and certain affiliated companies ("Grupo San") for a total cost of approximately Ps. 8,730 million (U.S.$844 million at the exchange rate at that time). Grupo San is a long products steel mini-mill and the second-largest corrugated rebar producer in Mexico. Grupo San's operations are based in San Luis Potosí, Mexico. Its plants has a production capacity of 600 thousand tons of finished products annually.

On July 29, 2008, the company acquired 100% of the shares of Aroproc, S. A. de C. V., Del-Ucral, S. A. de C. V., Qwer, S. A. de C. V. and Transporte Integral Doméstico, S.A. de C.V., subsidiaries of Grupo TMM, S. A. de C. V., to convert them into the operating manager of the iron and steel plants located in Mexico. On July 30 2008, these companies were renamed to Promotora de Aceros San Luis, S.A. de C.V., Comercializadora Aceros DM, S.A. de C.V., Comercializadora Msan, S.A. de C.V. and Productos Siderúrgicos de Tlaxcala, S.A. de C.V. respectively.

On December 26, 2008, the company acquired 99.95% of the shares of Northarc Express, S.A. de C.V., a subsidiary corporation of Grupo TMM, S.A. de C.V., to convert this company into the operating manager of iron and steel plants located in Mexico. On January 6, 2009, this company changed its name to Simec International 2, S.A. de C.V.

On February 5, 2009, Simec International 2, S.A. de C.V. divested assets and liabilities to three new wholly owned Mexican subsidiaries. As a consequence of such reorganization, Simec International 3, S.A. de C.V. now operates the Tlaxcala and Puebla facilities, Simec International 4, S.A. de C.V. and Simec International 5, S.A. de C.V jointly operate the San Luis de Potosí facilities, and Simec International 2, S.A. de C.V. kept the operation of the Guadalajara and Mexicali facilities.

In 2009 we incorporated two new wholly owned subsidiaries. Simec Acero, S.A. de C.V. distributes all Grupo Simec products in Mexico and Simec USA, Corp. is responsible for all export sales of our Mexican companies.

On May 12, 2009, we incorporated Pacific Steel Projects, Inc., a wholly owned subsidiary organized under the laws of the State of California whose purpose is to develop technology improvement projects for our Mexican facilities.

On August 10, 2009, Simec International, S.A. de C.V. divested assets and liabilities to four new wholly owned Mexican subsidiaries named Siminsa A, S.A. de C.V., Siminsa B, S.A. de C.V., Siminsa C, S.A. de C.V. and Siminsa D, S.A. de C.V. After the divesture, Siminsa A was merged into Simec International 2, Siminsa B was merged into Simec International 3, Siminsa C was merged into Simec International 4 and Siminsa D was merged into Simec International 5.

On November 10, 2009, Simec International 2, Simec International 3, Simec International 4 and Simec International 5 divested assets and liabilities to Simec Steel, Inc., a new wholly owned subsidiary organized under the laws of the State of California whose purpose is to provide financing to the Mexican companies of the group and to seek new investment opportunities.

On May 31, 2010 Arrendadora Simec, S.A. de C.V. divested assets, liabilities and equity to our subsidiary Corporacion ASL, S. A. de C.V. which assumed the operation of Arrendadora Simec, S.A. de C.V.

On June 28, 2010, our subsidiary Simec International 6, S.A. de C.V., whose purpose is to produce steel, was constituted. Simec International 6, S.A. de C.V. begun operations in November of 2010.

On June 30, 2010, Simec International, S.A. de C.V., divested assets and equity to our subsidiary Simec International 7, S.A. de C.V. Among the assets transferred the shares of Aceros DM were included.

On September 3, 2010 we formed a Brazilian entity denominated GV do Brazil Indústria e Comércio de Aço Ltda. On august 5, 2011 we acquired 1,300,000 square meters of land on Pindamonhangaba, São Paulo State, Brazil, and paid Ps. 121.1 million (U.S.$8 million) for the construction of a new steel facility. In November 2015, our steel plant in Brazil started operations. This facility has a production capacity of 450,000 tons of finished goods

of rebar and wire, and 800 employees. We have already established contact with major local suppliers of raw materials. The next step is to attract the special steels market for the automotive and electro-welded wire derivatives products.

On October 21, 2010 in the Extraordinary Shareholders Meeting of Arrendadora Simec S.A. de C.V. the dissolution of the company was approved.

On November 2, 2010, we acquired 100% of the shares of Lipa Capital, LLC. The total cost of this acquisition was of Ps. 187 million (U.S.$15.2 million at the exchange rate at that time). On December 9, 2010, Lipa Capital, LLC merged to Simec International 6, S. A. de C. V.

On February 3, 2011, we, through two of our wholly owned subsidiaries (Solon Wire Processing LLC, and the newly formed Republic Memphis LLC), acquired certain plants, machinery and equipment from BCS Industries LLC and affiliates (“Bluff City Steel”), which was our customer and vendor. For these assets we paid Ps. 30.6 million (U.S.$2.5 million) in cash and forgave approximately Ps. 73.5 million (U.S.$6 million due) by Bluff City Steel to us.

On May 2, 2011 in Extraordinary Shareholders Meetings of Acero Transportes S.A. de C.V. and Acero Transportes San S.A. de C.V. (subsidiaries of Grupo San), authorized the merger two subsidiaries, whereby Acero Transportes S.A. de C.V. was merged into Acero Transportes San S.A. de C.V.

On May 20 and October 3, 2011 in Extraordinary Shareholders Meetings, Simec International 2, S.A. de C.V., Simec International 3 S.A. de C.V., Simec International 4 S.A. de C.V. and Simec International 5 S.A. de C.V., changed their address and tax authority to report to the State of California, USA, transforming them into incorporated companies in accordance with the laws and regulations of the State of California, USA.

On May 31, 2011 we sold our shares in Arrendadora del Norte de Matamoros S.A. de C.V. to Perfiles Comerciales Sigosa, S.A. de C.V. (subsidiary of ICH) for Ps. 42.5 thousand, paid in cash.

On September 1, 2011, the merger of Procesadora Industrial San S.A. de C.V. into Malla San S.A. de C.V. (subsidiaries of Grupo San) was authorized in their respective Extraordinary Shareholders Meetings.

On November 2011, Republic Steel, Inc. (a subsidiary of SimRep Corporation) entered into an agreement with an unrelated third-party “purchaser” for the factoring of specific accounts receivable in order to reduce the amount of working capital required to fund accounts receivable. The agreement was amended on October 26, 2016, so that any party can terminate the agreement after giving seven days’ notice. On the sale date, the purchaser advances funds equivalent to 80% of the value of receivables. The maximum amount of outstanding advances related to the assigned receivables is U.S.$30 million (Ps. 620 million). Proceeds on the transfer reflect the face value of the account minus a discount. The remaining amount between the receivable balance and the advance is held in reserve by the purchaser. Payment of the funds held in reserve, minus a discount fee are made by the purchaser within four days of receipt of payment on collection of funds related to each assigned receivable. The discount fee, which generally ranges from 1% if paid within 30 days (of the advance date) to 3.75% if paid within 90 days, is recorded as a charge to interest expense in the Consolidated Statements of Comprehensive Income. The purchaser shall have no recourse against the Republic Steel, Inc. if payments are not received due to insolvency of an account debtor within 120 days of the invoice date. However, while the facility calls for the sale, assignment, transfer and conveyance of all rights, title and interests in the selected accounts receivable, the purchaser may put and charge-back any receivable not paid to the purchaser within 90 days of purchase for any reason besides insolvency of the account debtor. As collateral for the repayment of advances for receivables sold, the purchaser has a priority security interest in all accounts receivable of Republic Steel, Inc. Republic Steel, Inc. sold a face amount of Ps. 427.7 million (U.S.$20.7 million) and Ps. 502.8 million (U.S.$29.0 million) of accounts receivable to the purchaser during the years ended December 31, 2016 and 2015, respectively. Discount fees incurred pursuant to this agreement were approximately Ps. 5.6 million (U.S.$0.3 million) and Ps. 7.9 million (U.S.$0.5 million) for the years ended December 31, 2016 and 2015, respectively. Of the face amount of accounts receivable sold to the purchaser, Ps. 55.8 million (U.S.$2.7 million) and Ps. 58.9 million (U.S.$3.4 million) had not been collected by the purchaser at December 31, 2016 and 2015, respectively, and therefore, such amount at December 31, 2016, is subject to possible charge-back to us.

On December 30, 2011 Simec International 7, S.A. de C.V. sold to Corporación ASL S.A. de C.V. all of its shares in Corporación Aceros DM, S.A de C.V., comprising of a total of 627,305,446 shares (99.9% of the common stock) for a value of Ps. 3,200 million, comprised of a down payment of Ps. 63 million and the remaining of Ps. 3,137 million due on April 30, 2012. This transaction generated a tax loss of Ps. 7,860 million which amount under the Mexican Income Tax Law (*Ley de Impuesto Sobre la Renta*), may be deducted against future gains related to dispositions of securities. On January 30, 2012 Simec International 7, S.A. de C.V. filed a demand challenging the current law, which limits the deduction of this net loss related to shares sales. On September 24, 2013, the second district judge denied the shelter and protection of the federal courts against the company pursuant to Article 32, Section XVII of the Mexican Income Tax Law, arguing that constitutional guaranties were not violated. Dissatisfied with the decision, the company filed an application for review of such judgment with the Mexican Supreme Court of Justice. The Supreme Court resolved that the constitutionality of Article 32, Section XVII of the Mexican Income Tax Law was not violated arguing that the Income Tax Law does not violate the guaranties of tax fairness and proportionality under Article 31, section IV of the Mexican Constitution. As a result, tax losses of the company may only be applied against future gains related to dispositions of securities.

On August 1, 2012 in their respective extraordinary shareholders meetings of Abastecedora Siderúrgica, S.A. de C.V. and Aceros DM, S.A. de C.V. (subsidiaries of Grupo San) the merger of both companies was authorized, whereby Abastecedora Siderúrgica, S.A. de C.V. was merged into Aceros DM, S.A. de C.V.

On October 8, 2012 in their respective extraordinary shareholders meetings of Simec Steel, Inc., Simec International 2, Inc., Simec International 3, Inc. and Simec International 4, Inc., the merger of three subsidiaries was authorized, whereby Simec International 2, Inc., Simec International 3, Inc., Simec International 4, Inc. were merged into Simec Steel, Inc.

On October 30, 2012, we and our subsidiary Corporacion ASL, S.A. de C.V. purchased shares of a company called Orge S.A. de C.V. (Orge) for Ps. 27 million, on that same date, Corporacion ASL, S.A. de C.V. made a capital increase of Ps. 67 million, which proceeds were used for the payment of an outstanding liability of Orge. The shares acquired correspond to one Class “I,” series “B” share, which represents 0.01% of the shares of such class, and 53,564,127 Class “II,” series “L” shares, which represent 100% of the shares of such class. These shares are without par value and shares of Class “II” are restricted and confer limited voting rights and no power to appoint the management of the company, however the Board of Directors is comprised exclusively of officers and shareholders of us, therefore, from that date on, we consolidate the financial statements of Orge. Orge was incorporated on July 19, 2012 through a split and tax losses of Ps. 498 million were transferred. Before we acquired the shares, Orge had a loss on the sale of certain securities that will carry a tax loss of Ps. 1,700 million. Orge is engaged in the production of steel and began operating in October 2012.

On December 18, 2012 in an extraordinary shareholders meeting of Simec International 6, S.A. de C.V., the split of this company was approved and two new wholly owned Mexican subsidiaries were incorporated, under the names Simec International 8, S.A. de C.V. and Siminsa E, S.A. de C.V.

In May 2013, Malla San, S.A. de C.V., operator of the plant which produces mesh and wire derivatives in San Luis Potosi, split into two new entities, Malla San 1 S.A. de C.V. and Malla San 2 S.A. de C.V., and therefore ceased to exist.

On August 8, 2013, we and our subsidiary Simec International, S.A. de C.V. purchased shares of a company called Seehafen Operadora Maritima, S.A.P.I. de C.V. (Seehafen) for Ps. 44 million. The shares acquired correspond to (i) 500 ordinary, nominative Class “I” shares, representative of the fixed portion of the capital stock of Seehafen, which represents 50% of the shares of such class and (ii) 99,000 nominative Class “II” shares, representative of the variable portion of the capital stock of Seehafen, which represents 100 % of the shares of such class. These shares are without par value and Class “II” shares confer no voting rights. The transactions described above were approved in an extraordinary shareholders meeting of Seehafen celebrated on the same date, which also approved its change of name to Simec International 9, S.A.P.I. de C.V. (Simec 9), the modification of its corporate purpose and the appointment of members to its Board of Directors, comprised exclusively of officers and shareholders of us, therefore, from that date on, we consolidate the financial statements of Simec 9. Seehafen was incorporated on August 3, 2012 through a split and tax losses of Ps. 983 million were transferred.

On November 20, 2013, the merger of Simec USA, Corporation and Simec International 5, Inc. was authorized in their respective extraordinary shareholders meetings, whereby the first entity subsisted and the second ceased to exist.

On November 30, 2013 and December 2, 2013, the merger of Compañía Siderúrgica del Pacífico, S.A. de C.V., Comercializadora Msan S.A. de C.V., Comercializadora de Productos de Acero de Tlaxcala, S.A. de C.V., Productos Siderúrgicos de Tlaxcala, S.A. de C.V., Comercializadora Simec, S.A. de C.V., Siminsa E, S.A. de C.V., and Siderúrgica de Baja California, S.A. de C.V. was authorized in their respective extraordinary shareholders meetings, whereby the first entity subsisted and the others ceased to exist.

On January 16, 2015, we entered into a cooperation agreement with the government of the State of Tlaxcala, Mexico, to build a new steel facility, which will have a production capacity of 600,000 tons of bar quality steel (SBQ). In October and December 2015, we acquired land adjacent to our existing plant in Tlaxcala, which will increase the extension to a total of 100 hectares. On October 20, 2015, we entered into an agreement with Danieli & Officine Meccaniche for the construction (excluding civil engineering) of the plant and the provision of all required equipment. The total budget for the project will be approximately U.S.$600 million (Ps. 12,398 million), which will be financed with our own resources, with a construction period of two years and an estimated pre-operating period of between six to eight months.

On January 20, 2015, we incorporated a new wholly-owned subsidiary named Aceros Especiales Simec Tlaxcala, S.A. de C.V., in which Grupo Simec, S.A.B. de C.V. holds 49,999 class “I” shares and Simec International, S.A. de C.V. holds one class “I” share.

On January 20, 2015, we incorporated a new wholly-owned subsidiary named Recursos Humanos de la Industria Siderúrgica de Tlaxcala, S.A. de C.V., in which Grupo Simec, S.A.B. de C.V. holds 49,999 class “I” shares and Simec International, S.A. de C.V. holds one class “I” share.

On March 21, 2015, we and our subsidiary Simec International, S.A. de C.V. purchased 2,500 class “I1”, ordinary, nominative and without par value shares of a company called RRLC, S.A.P.I. de C.V. (RRLC), representing the fixed portion of its capital stock, which represented 50% of the shares of such class, and 46,103 class “II”, non-voting, nominative, without par value shares of RRLC, representing the variable portion of its capital stock, which represented 100% of the shares of that class, in the aggregate amount of Ps. 18.6 million. RRLC was incorporated as a result of a spin-off of another company on December 11, 2014, with a tax loss of Ps. 311.5 million.

On October 30, 2015, our subsidiaries Simec international 7, S.A. de C.V. and Simec International, S.A. de C.V., acquired 25,000 class “I”, ordinary, nominative and without par value shares in a company called Grupo Chant, S.A.P.I.

de C.V. (Chant), representing the fixed portion of its capital stock, which represented 50% of the shares of such class, and 1,000,000 class “II”, non-voting, nominative and without par value shares of Chant, representing the variable portion of its capital stock, which represented 100% of the shares of that class, in the aggregate amount of Ps. 167 million. Chant was incorporated as a result of a spin-off of another company on June 12, 2015, with a tax loss of Ps. 2,380 million.

On January 13, 2016, we incorporated a new wholly-owned subsidiary named GSIM de Occidente, S.A. de C.V., in which Grupo Simec, S.A.B. de C.V. holds 49,999 class “I” shares and Simec International, S.A. de C.V. holds one class “I” share.

On January 13, 2016, we incorporated a new wholly-owned subsidiary named Fundiciones de Acero Estructural, S.A. de C.V., in which Grupo Simec, S.A.B. de C.V. holds 49,999 class “I” shares and Simec International, S.A. de C.V. holds one class “I” share.}

In August 2016 Republic Steel sold to a third party, at a price of U.S.$350 thousand (Ps. 7 million), the assets of the Memphis, Tennessee plant, which had been idle.

Principal Capital Expenditures

We continually seek to improve our operating efficiency and increase sales of our products through capital investments in new equipment and technology. These capital expenditures are financed primarily with funds that we segregate monthly from the results of operations generated by each facility.

We currently estimate capital expenditures for the year 2017 will be approximately Ps. 920.8 million (U.S.$44.6 million), consisting of Ps. 134.3 million (U.S.$6.5 million) of estimated capital expenditures in our Republic facilities and Ps. 786.5 million (U.S.$38.1 million) of capital expenditures in our facilities in Mexico. Nevertheless, this estimate is subject to certain uncertainties and actual capital expenditures in 2017 may differ significantly from such estimate.

In 2016, we spent Ps. 816.6 million (U.S.$37.1 million) on capital investments for Republic's facilities, including Ps. 691.6 million (U.S.$31.4 million) at the Lorain, Ohio facility, Ps. 2.8 million (U.S.$0.1 million) at the Lackawanna, New York facility, Ps. 105.3 million (U.S.$4.8 million) at the Canton, Ohio facility, Ohio facility, Ps. 15 million (U.S.0.7 million) at the Solon, Ohio facility, and Ps. 1.9 million (U.S.$0.1 million) at the Gary, Indiana, facility. We spent Ps. 2,169.3 million (U.S.$135.6 million) on capital improvements at our facilities in Mexico, including Ps. 2,006.1 million (U.S.$125.4 million) at the Apizaco facility, Ps. 1.2 million (U.S.$0.1 million) at the Mexicali facility, Ps. 26.4 million (U.S.$1.6 million) at the Guadalajara facility, and Ps. 135.6 million (U.S.$8.5 million) at the San Luis facilities. We also spent Ps. 114.3 million (U.S.$7.1 million) in our steel facility on Pindamonhangaba, Sao Paulo State, Brazil.

In 2015, we spent Ps. 0.4 million (U.S.$0.02 million) on capital investments at the Lorain, Ohio facility. We spent Ps. 574.2 million (U.S.$35.9 million) on capital improvements at our facilities in Mexico, including Ps. 509.2 million (U.S.$31.8 million) at the Apizaco facility, Ps. 43.1 million (U.S.$2.7 million) at the Mexicali facility, Ps. 7.4 million (U.S.$0.5 million) at the Guadalajara facility, and Ps. 14.5 million (U.S.$0.9 million) at the San Luis facilities. We also spent Ps. 73.1 million (U.S.$4.6 million) in the construction of a new steel facility on Pindamonhangaba, Sao Paulo State, Brazil, which in November 2015 started operations.

In 2014, we spent Ps. 924.2 million (U.S.$69.3 million) on capital investments for Republic's facilities, including Ps. 828.2 million (U.S.$62.1 million) at the Lorain, Ohio facility, Ps. 5.3 million (U.S.$0.4 million) at the Lackawanna, New York facility, Ps. 73.3 million (U.S.$5.5 million) at the Canton, Ohio facility, Ps. 4 million (U.S.0.3 million) at our corporate location in Ohio, Ps. 6.7 million (U.S.$0.5 million) at the Massillon, Ohio facility, Ps. 4 million (U.S.0.3 million) at the Solon, Ohio facility, and Ps. 2.7 million (U.S.$0.2 million) at the Gary, Indiana, facility. We spent Ps. 198.8 million (U.S.$14.9 million) on capital improvements at our facilities in Mexico, including Ps. 72.3 million (U.S.$5.4 million) at the Apizaco facility, Ps. 14.5 million (U.S.$1.1 million) at the Mexicali facility, Ps. 35.2 million (U.S.$2.6 million) at the Guadalajara facility, and Ps. 76.8 million (U.S.$5.8 million) at the San Luis facilities. We

also spent Ps. 735.3 million (U.S.$55.3 million) in the construction of a new steel facility on Pindamonhangaba, Sao Paulo State, Brazil.

B. Business Overview

In the United States, Mexico and Brazil, we own and operate twelve state-of-the-art steel making, processing and/or finishing facilities with a combined annual crude steel installed production capacity of 4.6 million tons and a combined annual installed rolling capacity of 4.1 million tons. We operate both mini-mill and integrated steel making facilities, which give us the flexibility to optimize our production and reduce production costs based on the relative prices of raw materials (e.g., scrap for mini-mills and iron ore for blast furnace).

We currently own and operate:

a mini-mill in Guadalajara, Jalisco;

a mini-mill in Mexicali, Baja California Norte;

a mini-mill in Apizaco, Tlaxcala;

a cold finishing facility in Cholula, Puebla;

two mini-mills in San Luis Potosí, San Luis Potosí, Mexico, and

a mini mill in Canton, Ohio, an integrated facility in Lorain, Ohio and value-added rolling and finishing facilities in Lorain and Massillon, Ohio; Lackawanna, New York; Solon, Ohio and Hamilton, Ontario, all of which we own through our majority-owned subsidiary, Republic, and

a mini-mill and rebar and wire rod rolling mill in Pindamonhangaba; São Paulo, Brazil.

In 2016, we had net sales of Ps. 27.5 billion, gross profit of Ps. 4.7 billion and net income of Ps. 4.3 billion. In 2016, approximately 33% of our consolidated sales were in the United States and Canada, approximately 58% were in Mexico, approximately 7% were in Brazil and approximately 2% were exports to other markets outside North America.

Business Strategy

We seek to further consolidate our position as a leading producer, processor and distributor of SBQ steel in North America and structural steel in Mexico. We also seek to expand our presence in the steel industry by identifying and pursuing growth opportunities and value enhancing initiatives. Our strategy includes:

Improving our cost structure.

We are continuing working to reduce our operating cost and non-operating expenses and plan to continue to do so by reducing overhead expenses and operating costs through sharing best practices among our operating facilities and maintaining a conservative capital structure.

Focusing on high margin and value-added products.

We prioritize the production of high margin steel products over volume and utilization levels. We plan to continue to base our production decisions on achieving relatively high margins.

Building on our strong customer relationships.

We intend to strengthen our long-standing customer relationships by maintaining strong customer service and proactively responding to changing customer needs.

Pursuing strategic growth opportunities.

We have successfully grown our business by acquiring, integrating and improving under-performing operations. In addition, we intend to continue to pursue acquisition opportunities that will allow for disciplined growth of our business and value creation for our shareholders. We also intend to pursue organic growth by reinvesting the cash generated by our operating activities to expand the capacity and increase the efficiency of our existing facilities.

Our Products

We produce a wide range of value-added SBQ steel, long steel and medium-sized structural steel products. In our Mexican facilities, we produce I-beams, channels, structural and commercial angles, hot rolled bars (round, square and hexagonals), flat bars, rebars, cold finished bars and wire rods. In our U.S. facilities, we produce hot rolled bars, cold finished bars, semi-finished tube rounds and other semi-finished trade products. The following is a description of these products and their main uses:

I-beams. I-beams, also known as standard beams, are “I” form steel structural sections with two equal parallel sides joined together by the center with a transversal section, forming 90º angles. We produce

I-beams in our Mexican facilities and they are mainly used by the industrial construction sector as structure supports.

Channels. Channels, also known as U-Beams because of their "U" form, are steel structural sections with two equal parallel sides joined together by its ends with a transversal section, forming 90º angles. We produce channels in our Mexican facilities and they are mainly used by industrial construction sector as structure supports and for stocking systems.

Angles. Angles are two equal sided sections joined by their ends with a 90º angle, in an "L" form. We produce angles in our Mexican facilities and they are used mainly by the construction and furniture industries as joist structures and framing systems.

Hot rolled bars. Hot rolled bars are round, square and hexagonal steel bars that can be made of special or commodity steel. The construction, auto part and furniture industries mainly use the round and square bars. The hexagonal bars are made of special steel and are mainly used by the hand tool industry. We produce the steel sections in our Mexican and U.S. facilities.

Flat bars. Flat bars are rectangular steel sections that can be made of special or commodity steel. We produce flat bars at our Mexican facilities. The auto part industry mainly uses special steel as springs, and the construction industry uses the commodity steel flat bars as supports.

Rebar. Rebar is reinforced, corrugated round steel bars with sections from 0.375 to 1.5 inches in diameter, and we produced rebar our Mexican facilities. Rebar is only used by the construction industry to reinforce concrete. Rebar is considered a commodity product due to its general acceptance by most consumers of industry standard specifications.

Cold-finished bars. Cold-finished bars are round and hexagonal SBQ steel bars transformed through a diameter reduction process. This process consists of (1) reducing the cross sectional area of a bar by drawing the material through a die without any pre-heating or (2) turning or "peeling" the surface of the bar. The process changes the mechanical properties of the steel, and the finished product is accurate to size, free from scale with a bright surface finish. We produce these bars in our Mexican, U.S. and Canadian facilities, and mainly the auto part industry uses them.

Semi-finished tube rounds. These are wide round bars used as raw material for the production of seamless pipe. The semi-finished tube rounds are made of SBQ steel, and we produce them in our U.S. facilities. Seamless pipe manufacturers use them to produce pipes used in the oil extraction and construction industries.

The following table sets forth, for the periods indicated, our sales volume for basic steel products.

Steel Product Sales Volume

	Years ended December 31,				
	2012	**2013**	**2014**	**2015**	**2016**
	(thousands of tons)				
I-Beams	77.7	66.2	71.7	83.2	81.7
Channels	66.9	64.1	62.7	63.3	65.8
Angles[(1)]	152.1	142.2	164.3	182.3	182.5
Hot-rolled bars (round, square and hexagonal rods)	871.7	781.6	823.2	666.9	600.4
Flat bar	97.9	92.3	94.5	183.1	129.7
Rebar	627.5	568.5	567.4	577.8	774.6
Cold finished bars	192.0	195.9	207.5	126.3	163.2
Other semi-finished trade products[(2)]	42.1	23.6	130.8	89.4	10.7
Electro-Welded wire mesh	18.9	20.9	17.7	21.7	22.3
Wire rod	21.4	27.2	12.2	3.8	24.8
Electro-Welded wire mesh panel	26.9	25.2	19.9	22.8	28.1
Other	66.6	56.7	25.1	5.3	1.1
Total steel sales	2,261.7	2,064.4	2,197.0	2,025.9	2,084.9

(1) Includes structural angles and commercial angles.

(2) Includes billets and blooms (wide section square and round bars).

Sales and Distribution

We sell and distribute our steel products throughout North America. We also export steel products from Mexico to Central and South America and Europe. In 2016, approximately 37% of our steel product sales in tons represented SBQ steel products, of which we sold 60% to the auto part industry, 19% to service centers, 1% for hand tools and the remaining 20% to other industries.

In 2016, direct sales in tons to the automotive industry decreased by 23% compared to 2015. In 2015, direct sales in tons to the automotive industry increased by 18% compared to 2014. In 2014, direct sales in tons to the automotive industry increased by 44% compared to 2013. In 2013, direct sales in tons to the automotive industry decreased by 16% compared to 2012. In 2012, direct sales in tons to the automotive industry decreased 2% compared to 2011. The collapse of the energy market had the largest impact on our business as the energy market accounted for 22% of our sales of SBQ steel products in 2008 and less than 1% in 2009 as sales dropped by U.S.$350 million (Ps. 7,232 million) to US Steel alone. In 2010, we did not record any sales to this sector and in 2011, 2012, 2013, 2014, 2015 and 2016 sales in tons to the energy sector accounted 0.4%, 0.9%, 0.5%, 10%, 0.01% and 0.1%, respectively, of our sales of SBQ steel products.

The following table sets forth, for the periods indicated, our Mexico, U.S., Canada and Brazil product sales as a percentage of our total product sales in tons.

Steel Product Sales By Region

	Mexico					**United States, Canada, Brazil and Other Countries**				
	Years ended December 31,									
	2012	**2013**	**2014**	**2015**	**2016**	**2012**	**2013**	**2014**	**2015**	**2016**
I-Beams	96%	97%	99%	98%	97%	4%	3%	1%	2%	3%
Channels	50%	51%	44%	54%	62%	50%	49%	56%	46%	38%
Angles	75%	78%	75%	82%	84%	25%	22%	25%	18%	16%
Hot-rolled bars (round, square and hexagonal rods)	29%	30%	33%	36%	42%	71%	70%	67%	64%	58%
Flat bar	78%	91%	99%	92%	95%	22%	9%	1%	8%	5%
Rebar	100%	100%	100%	99%	75%	—	—	—	1%	25%
Cold drawn finished bars	46%	49%	54%	66%	73%	54%	51%	46%	34%	27%
Other semi-finished trade products	—	—	—	—	—	100%	100%	100%	100%	100%
Electro-Welded wire mesh	100%	100%	100%	100%	100%	—	—	—	—	—
Wire rod	100%	100%	100%	100%	96%	—	—	—	—	4%

Electro-Welded wire mesh panel	100%	100%	100%	100%	100%	—	—	—	—	—
Other	37%	39%	3%	12%	76%	63%	61%	97%	88%	24%
Total (weighted average)	60%	62%	60%	67%	68%	40%	38%	40%	33%	32%

During 2016, approximately 19% of our sales by volume came from the U.S. segment, with almost 100% of such sales representing SBQ product and 10% of our sales by volume came from the Brazil segment. The Mexican segment represents approximately 71% of our sales by volume, with SBQ products representing approximately 24% of such sales and the remainder representing commercial steel products.

Approximately 75% of our sales in the United States and Canadian markets come from contractual long-term agreements that establish minimum quantities and prices, which are adjustable based on fluctuations of prices of key production materials. The remainder of our sales in the United States and Canadian markets are spot sales either directly to end customers through our sales force or through independent distributors. We sell to customers in the United States and Canadian markets through a staff of professional sales representatives and sales technicians located in the major manufacturing centers of the Midwest, Great Lakes and Southeast regions of the United States.

We sell to the Mexican market through a group of approximately 100 independent distributors, who also carry other steel companies' product lines, and through our wholly-owned distribution center in Guadalajara. Our sales force and distribution center are an important source of information concerning customer needs and market developments. By working through our distributors, we believe that we have established and can maintain market leadership with small-and mid-market end-users throughout Mexico. We believe that our domestic customers are highly service-conscious.

We distribute our exports outside North America primarily through independent distributors who also carry other product lines. In addition, we have three full-time employees in Mexico dedicated exclusively to exports.

During 2016 and 2015, we received orders for our products in our Mexican facilities on average approximately two weeks before producing those products. We generally fill orders for our U.S. and Canadian SBQ steel products within one to 12 weeks of the order depending on the product, customer needs and other production requirements. Customer orders are generally cancelable without penalty prior to finishing size rolling and depending on customers' changing production schedules. Accordingly, we do not believe that backlog is a significant factor in our business. A substantial portion of our production is ordered by our customers prior to production. We cannot assure you that significant levels of preproduction sales orders will continue.

In our Republic plants, we have long term relationships with most of our major customers, in some cases for 10 to 20 years or longer. Our major direct and indirect customers include: leading automotive and industrial equipment manufacturers General Motors Corporation, Ford Motor Company, Chrysler LLC, Honda of America MFG, Inc. and Nissan North America, Inc.; first tier suppliers to automotive and industrial equipment manufacturers such as American Axle & Manufacturing Holdings, Inc., Meritor, Inc., Neexteer, NSK and Hephaesus Holding Inc.; service centers which include AM Castle & Co., Earle M. Jorgensen Co., and Eaton Steel Bar Company.

Our U.S. and Canadian facilities are strategically located to serve the majority of consumers of SBQ products in the United States. Our U.S. and Canadian facilities ship products between their mills and finished products to customers by rail and truck. Customer needs and location, determine the type of transportation used for deliveries. The proximity of our rolling mills and cold finishing plants to our U.S. customers allows us to provide competitive rail and truck freight rates and flexible deliveries in order to satisfy just-in-time and other customer manufacturing requirements. We believe that the ability to meet the product delivery requirements of our customers in a timely and flexible fashion is a key to attracting and retaining customers as more SBQ product consumers reduce their in-plant raw material inventory. We optimize freight costs by using our significantly greater scale of operations to maintain favorable transportation arrangements, continuing to combine orders in shipments whenever possible and “backhauling” scrap and other raw materials.

Our plant in Brazil began production in June 2015 with 30,000 tons produced and 4,000 tons shipped in 2015, all of which correspond to rebar. Our main objective is to sell our products through independent distributors, targeting the construction market by providing quality service, a key factor in attracting and retaining customers. Our major customers include: Jotacefer Distribuidora, Risatec Distribuidor, Marson Com Distr de Aco, Fa Aco para Construccao y Fav Comercio de Ferro.

Brazil has recently experienced an economic recession and is not projected to return to growth in annual terms until the second half of 2016. Notwithstanding, our sales policy in Brazil has been well accepted by our customers and, even in the midst of a global crisis, our sales have begun to increase steadily, opening us a place in the steel Market in Brazil.

Our major customers in 2016 include: Risatec Distribuidor, Marson Com, Fav Comercio de Ferr, Udiaco Comercio e In, Acos Sao Carlos Come, J G Ind. Metalurgica, Comercial Litoranea, Globoferros Comercio and Paranaferros Parana.

Competition

Competition in the steel industry is significant. Competition in the steel industry exerts a downward pressure on prices, and, due to high start-up costs, the economics of operating a steel mill on a continuous basis may encourage mill operators to establish and maintain high levels of output even in times of low demand, which further decreases prices and profit margins. The recent trend of consolidation in the global steel industry may further increase competitive pressures on independent producers of our size, particularly if large steel producers formed through consolidations, which have access to greater resources than us, adopt predatory pricing strategies that decrease prices and profit margins. If we are unable to remain competitive with these producers, our profitability and market share would likely be materially and adversely affected.

A number of our competitors in the United States, Canada and Mexico have undertaken modernization and expansion plans, including the installation of production facilities and manufacturing capacity for certain products that compete with our products. As these producers become more efficient, we will face increased competition from them and may experience a loss of market share. In each of Mexico, the United States and Canada we also face competition from international steel producers. Increased international competition, especially when combined with excess production capacity, would likely force us to lower our prices or to offer increased services at a higher cost to us, which could materially reduce our profit margins.

Mexico

We compete in the Mexican domestic market and in its export markets for non-flat steel products primarily on the basis of price and product quality. In addition, we compete in the domestic market based upon our responsiveness to customer delivery requirements. The flexibility of our production facilities allows us to respond quickly to the demand for our products. We also believe that the geographic locations of our various facilities throughout Mexico and variety of products help us to maintain our competitive market position in Mexico and in the southwestern United States. We believe that our Mexicali mini-mill, one of the closest mini-mills to the southern California market, is competitive in terms of production and transportation costs in northwestern Mexico and southern California.

We believe that our competitors' closest plants to the southern California market are: Nucor, Corporation, located in Plymouth, Utah; Commercial Metals Company, located in Meza, Arizona; Thyssenkrupp Steel North America, Inc., located in Santa Fe Springs, California; Deacero, S.A. de C.V. ("Deacero"), located in Saltillo, Coahuila, México and Gerdau Corsa, S.A.P.I. de C.V. ("Gerdau Corsa"), located in Tijuana, Baja California, Mexico. We believe that we have an advantage over certain competitors due to the labor cost in our Mexican operations.

In 2016, we sold approximately 208,660 tons of I-beams, channels and angles at least three inches in width which represented approximately 10% of our total finished product sales for the year. In 2015, we sold approximately 214,014 tons of I-beams, channels and angles at least three inches in width which represented approximately 11% of our total finished product sales for the year. We believe that the domestic competitors in the Mexican market for structural steel are Gerdau Corsa, Deacero, and Siderúrgica del Golfo, S.A. de C.V. (a wholly-owned subsidiary of Industrias CH). We estimate that our share of Mexican production of structural steel was 24.1% in 2016 and 31.6% in 2015, according with information provided by the *Cámara Nacional de la Industria y del Acero* (CANACERO).

In 2016, we sold approximately 894,062 tons of hot rolled and cold finished steel bars and 976,850 tons in 2015. Our other major product lines are rebar and light structural steel (angles less than three inches in width and flat bar), for which our share of domestic production was 14% and 27%, respectively, in 2016 and 14% and 28%, respectively, in 2015. Rebar and light structural steel together accounted for approximately 895,988 tons, or 43%, of our total production of finished steel products in Mexico, the United States and Brazil in 2016. Rebar and light structural steel together accounted for approximately 692,548 tons, or 34%, of our total production of finished steel products in Mexico and the United States in 2015. We compete in the Mexican market with a number of producers of these products, including Deacero, Talleres y Aceros, S.A., Grupo Acerero, S.A. de C.V., Nucor Corporation, ArcelorMittal Lazaro Cardenas, S.A. de C.V., Ternium Mexico, S.A. de C.V. and Gerdau Corsa.

We believe that we have been able to maintain our domestic market share and profitable pricing levels in Mexico in part because the central Mexico sites of the Guadalajara, Apizaco, Cholula and San Luis facilities afford us cost advantages relative to certain U.S. producers when shipping to customers in central and southern Mexico, and our flexible production facility has given us the ability to ship specialty products in relatively small quantities with short lead times. The Mexicali mini-mill has helped to increase sales in northwestern Mexico and the southwestern United States because its proximity to these areas reduces our freight costs.

United States and Canada

In the United States and Canada, we compete primarily with both domestic SBQ steel producers and importers. Our U.S. domestic competition for hot-rolled engineered bar products is both large U.S. domestic steelmakers and specialized mini-mills. Non-U.S. competition may impact segments of the SBQ market, particularly where certifications are not required, and during periods when the U.S. dollar is strong compared with foreign currencies.

The principal areas of competition in our markets are product quality and range, delivery reliability, service and price. Special chemistry and precise processing requirements characterize SBQ steel products. Maintaining high standards of product quality, while keeping production costs low, is essential to our ability to compete in our markets. The ability of a manufacturer to respond quickly to customer orders currently is, and is expected to remain, important as customers continue to reduce their in-plant raw material inventory.

We believe our principal competitors in the United States market, depending on the product, include Nucor, Corporation, Niagara LaSalle, Corporation, ArcelorMittal USA, LLC, Charter Steel, Inc., Steel Dynamics, Inc., The TimkenSteel Corporation and Gerdau Ameristeel US, Inc.

Brazil

Our main competitors in the Brazilian market: Aperam, ArcelorMittal Brazil, CSN, Gerdau, Sinobras, Thyssenkrupp CSA; Usiminas, VSB tubes, V & M do Brasil, Villares Metals and Votorantim.

The brazilian steel industry is comprised of 14 private companies, controlled by 11 business groups and operating 30 mills in 10 brazilian states, making Brazil the 8th largest producer in the world.

The privatization of steel companies, finalized in 1993, brought a significant flow of capital into the sector, with diverse shareholder composition. Thus, many steel companies came to be part of industrial and/or financial

groups, with their interests in steelmaking unfolding into related activities, aiming to improved economies of scale and competitiveness.

The production park is able to deliver all types of steel products, as long as their production is economically viable.

Plants in Sao Paulo:

Gerdau Aços Especiais (Usina Pindamonhangaba)
Gerdau Aços Especiais (Usina Mogi das Cruzes)
ArcelorMittal Aços Longos (Piracicaba)
Usiminas (Cubatão)
Gerdau Aços Longos (Usina São Paulo)
Gerdau Aços Longos (Usina Araçariguama)
Villares Metals
Simec Aços Barra (usina Pindamonhangaba)

In 2017 there was a merger between Votorantim Aço and Arcelor Mittal.

Certifications

ISO is a worldwide federation of national standards bodies which have united to develop internationally accepted standards so that customers and manufacturers have a system in place to provide a product of known quality and standards. The standards set by ISO cover every facet of quality from management responsibility to service and delivery. We believe that adhering to the stringent ISO procedures not only creates efficiency in manufacturing operations, but also positions us to meet the strict standards that our customers require. We are engaged in a total quality program designed to improve customer service, overall personnel qualifications and team work. The facilities at Apizaco and Cholula have received ISO 9001:2008 certification from International Quality Certifications covering the period from March 12, 2016 to September 14, 2018. We are in the process of obtaining the ISO/TS 16949 certification.

Five of the Republic Steel plants are certified to ISO/TS 16949; Canton, Lorain, Lackawanna, Massillon and Hamilton. The plant in Solon are certified to ISO 9001. The ISO/TS 16949:2009 standard, developed by the International Automotive Task Force, is the result of the harmonization of the supplier quality requirements of vehicle manufacturers worldwide and provides for a single quality management system of continuous improvement, defect prevention and reduction of variation and waste in the supply chain. It places greater emphasis on management’s commitment to quality and customer focus. ISO 9001 is a set of international quality control standards for

management and practices.

Our Republic facilities are currently ISO 14001 certified except for the Solon plant. Through these certification, Republic's Environmental, Health & Safety Management System is structured upon training, communication, employee participation, document control, objective and target setting, and management's periodic reviews to implement our commitments to environmental protection and providing a safe and clean workplace. Most of the automotive customers of our Republic facilities require ISO 14001 certification. The current ISO 14001 certification is effective until September 2018.

Raw Materials

Prices for raw materials necessary for production of our steel products have fluctuated significantly in the past and significant increases in raw material prices could adversely affect our profit margins. During periods when prices for scrap metal, iron ore, ferroalloys, coke and other raw materials have increased, our industry has historically sought to maintain profit margins by passing along increased raw materials costs to customers by means of price increases. For example, prices of scrap metal increased approximately 21% in 2011 and 1% in 2012, decreased approximately 6% in 2013, increased approximately 7% in 2014, decreased approximately 16% in 2015; and increased approximately 2% in 2016 and prices of ferroalloys increased approximately 10% in 2011, decreased approximately 10% in 2012 and 5% in 2013, increased approximately 16% in 2014, decreased approximately 9% in 2015 and decreased approximately 13% in 2016. We may not be able to pass along these and other cost increases in

the future and, therefore, our profitability may be materially and adversely affected. Even when we can successfully increase our prices, interim reductions in profit margins frequently occur due to a time lag between the increase in raw material prices and the market acceptance of higher selling prices for finished steel products. We cannot assure you that our customers will agree to pay increased prices for our steel products that compensate us for increases in our raw material costs.

We purchase our raw material requirements either in the open market or from certain key suppliers. We cannot assure you that we will be able to continue to find suppliers of these raw materials in the open market, that the prices of these materials will not increase or that the quality will remain the same. In addition, if any of our key suppliers fails to deliver or we fail to renew our supply contracts, we could face limited access to some raw materials, or higher costs and delays resulting from the need to obtain our raw materials requirements from other suppliers.

In 2016, our cost of sales in Mexico, as a percentage of sales in Mexico, was 84%, compared to our U.S. operations where our cost of sales, as a percentage of sales in the United States, was 78%, as a percentage of sales in Brazil, was 95% and our consolidated cost of sales, as a percentage of consolidated sales, was 83%. The higher cost of sales of Republic facilities is mainly a result of higher labor costs prevailing in our U.S. operations, and the higher costs of the raw materials that our U.S. operations use in the production of SBQ steel.

Scrap metal, electricity, iron ore, ferroalloys, electrodes and refractory products are the principal materials that we use to manufacture our steel products.

Scrap metal. Scrap metal is among the most important components for our steel production and accounted for approximately 56% of our consolidated manufacturing conversion cost in 2016 (65% of the manufacturing conversion cost in our Mexico operations and 37% of the manufacturing conversion cost in our U.S. operations), compared to 52% of our consolidated manufacturing conversion cost in 2015 (63% of the manufacturing conversion cost in our Mexico operations and 36% of the manufacturing conversion cost in our U.S. operations). Scrap metal is principally generated from automobile, industrial, naval and railroad industries. The market for scrap metal is influenced by availability, freight costs, speculation by scrap brokers and other conditions largely beyond our control. Fluctuations in scrap costs directly influence the cost of sales of finished goods.

We purchase raw scrap from dealers in Mexico and the San Diego area, and we process the raw scrap into refined scrap metal at our Guadalajara, San Luis, Mexicali and Apizaco facilities. We meet our refined scrap metal requirements through: (i) our wholly-owned scrap processing facilities, which in the aggregate provided us with approximately 9.3% and 13.3% of our refined scrap tonnage in 2016 and 2015, respectively, and (ii) purchases from third party scrap processors in Mexico and the southwestern United States, which, in the aggregate, provided us with approximately 83.0% and 7.7%, respectively, in 2016 and approximately 78.5% and 8.2%, respectively, in 2015 of our refined scrap metal requirements. We are a large scrap collector in the Mexicali, Tijuana and Hermosillo regions,

and, by primarily dealing directly with small Mexican scrap collectors, we believe we have been able to purchase scrap at prices lower than those in the international and Mexican markets. We purchase scrap on the open market through a number of brokers or directly from scrap dealers for our U.S. and Canadian facilities. We do not depend on any single scrap supplier to meet our scrap requirements.

Iron Ore Pellets and Coke. Our U.S. and Canadian facilities purchase iron ore pellets and coke. These are the principal raw materials used in our blast furnaces. We made no purchases of these raw materials in 2012, 2013, 2014, 2015 and 2016, since our Lorain, Ohio blast facility was idle during that period. Our Mexican facilities and our Canton facilities do not use iron ore pellets or coke.

Ferroalloys, Electrodes and Refractory Products. In our Mexican operations, ferroalloys, electrodes and refractory products collectively accounted for approximately 13% of our manufacturing conversion cost in 2016, compared to 13% in 2015, and they accounted for 16% of our manufacturing conversion cost in 2016, compared to 17% in 2015 in our U.S. and Canadian facilities.

Ferroalloys are essential for the production of steel and are added to the steel during manufacturing process to reduce undesirable elements and to enhance its hardness, durability and resistance to friction and abrasion. For our Mexican operations, we buy most of our manganese ferroalloys from Compañía Minera Autlán, S.A., Elmet,

S.A. de C.V., Ferroatlántica de México, S.A. de C.V., Marco Metales de Mexico, S. de R.L. de C.V., Possehl México, S.A. de C.V. and Distribuidora de Aleaciones y Metales, S.A. de C.V. Our U.S. and Canadian facilities purchase most of their ferroalloys from Affival, Duferco Steel, Globe Met., Gottlieb, Kennecott, Rusian Ferro, Traxys, Vale Americas, Minerais U.S. LLC and Glencore LTD.

We obtain electrodes used to melt raw materials from Graftech Comercial de Mexico, S.A. de C.V., Heg Limited and Graphite Cova GmbH. Our U.S. and Canadian facilities purchase most of their electrodes from SGL Carbon, Showa Denko Carbon, SK Carbon and E. J. Bognar Inc.

Refractory products include firebricks, which line and insulate furnaces, ladles and other transfer vessels. We purchase our refractory products for our Mexican operations from Vesuvius de México, S.A. de C.V., Magnesita Refractories México, S.A. de C.V., Magna Refractarios México, S.A. de C.V., Refratechnik Steel GmbH and Puyang Refractories Group Co., LTD. Our U.S. and Canadian facilities purchase most of their refractory products from Inc - RHI, Vesuvius USA, Corp., Nock & Son Co.-Minteq, Magna Refractories Inc., Refractory Materials Intl., Altus Refractories, LLC, Thermatex Sales Corp., Harbison-Walker Refractories Company and Magnesita Refractories Co.

Electricity. In 2016 and 2015 electricity accounted for approximately 10% and 9% respectively, of our consolidated manufacturing conversion cost. Electricity accounted for 9% in 2016 of our manufacturing conversion cost and 9% in 2015 in our Mexico facilities and is supplied by the CFE. It accounted for 12% in 2016 and 10% in 2015 of the manufacturing conversion cost in our U.S. and Canadian operations and is supplied by American Electric Power Company, Nipsco Industries, Inc., New York Power and Ohio Edison. We, like most high volume users of electricity in Mexico, pay special rates to CFE for electricity. Energy prices in Mexico have historically been very volatile and subject to dramatic price increases in short periods of time. In the late 1990s, the CFE began to charge for electricity usage based on the time of use during the day and the season (summer or winter). As a result, we have modified our production schedule in order to reduce electricity costs by limiting production during periods when peak rates are in effect. We cannot assure that any future cost increases will not have a material adverse effect on our business.

Natural Gas. Natural gas (including “combustoleo” which is an oil derivative that is less refined than gasoline and diesel fuel oil that can be used instead of gasoline in our Mexicali plant) consisted of approximately 3% of our consolidated manufacturing conversion cost (2% of the manufacturing conversion cost of our Mexican operations and 3% of the manufacturing conversion cost of our U.S. operations) in 2016 and 2015. We use natural gas cash-flow exchange contracts or swaps where we receive a floating price and pay a fixed price to hedge our risk of from fluctuations in natural gas prices. Fluctuations in natural gas prices from volume consumed are recognized as part of our operating costs. As applicable, we recognized the fair value of instruments either as liabilities or assets. Such fair value and thus, the value of these assets or liabilities were restated at each month’s-end. As indicated in Note 4(q) to our consolidated financial statements as of and for the year ended December 31, 2016, derivative financial instruments are recognized in the statement of financial position at fair value, which is initially represented by the amount of consideration agreed on. Such fair value is restated at the end of each month based on the new estimate. We periodically evaluate the changes in the cash flows of derivative instruments to analyze if the swaps are highly effective for mitigating the

exposure to natural gas price fluctuations. In 2012 and 2011, the fair value of derivatives that did not qualify for hedge accounting was adjusted through statement of income. At December 31, 2016 and 2015 we did not have natural gas cash-flow exchange contracts or swaps. For the derivatives that qualified for hedge accounting, their fair value was adjusted through the stockholders' equity under the caption fair value of derivative financial instruments until such time as the related item in the derivative hedges is recognized as income.

We do not enter into contracts for speculation purposes. We account for these derivative instruments in accordance with IFRS 7 "Financial Instruments: Disclosures."

Regulation

U.S. and Canadian Operations

Our U. S. and Canadian operations are subject to U.S. and Canadian federal, state and local environmental laws and administrative regulations concerning, among other things the management of, hazardous materials and the discharge of pollutants to the atmosphere and to surface waters. Our U.S. operations have been the subject of administrative action by federal, state (or provincial) and local environmental authorities. The resolution of any of these claims may result in significant liabilities. See Item 3.D. “Risk Factors—Risk Factors Related to our Business—In the event of environmental violations at our facilities we may incur significant liabilities” and Item 8. “Financial Information—Legal Proceedings.”

Environmental Matters

We are subject to a broad range of environmental laws and regulations, including those governing the following:

discharges to the air, water and soil;

the handling and disposal of solid and hazardous wastes;

the release of petroleum products, hazardous substances, hazardous wastes, or toxic substances to the environment; and

the investigation and remediation of contaminated soil, sediment and groundwater.

We monitor our compliance with these laws and regulations through our environmental management system, and believe that we currently are in substantial compliance with them, although we cannot assure you that we will at all times operate in compliance with all such laws and regulations. If we fail to comply with these laws and regulations, we may be assessed fines or penalties or be subject to injunctive relief which could have a material adverse effect on us.

Future changes in the applicable environmental laws and regulations, or changes in the regulating agencies' approach to enforcement or interpretation of their regulations, could cause us to make additional capital expenditures beyond what we currently anticipate.

Our Lorain, Ohio plant (which is not currently in operation) and our Canton, Ohio facility are subject to the Maximum Achievable Control Technology ("MACT") standard for Electric Arc Furnaces as an "area source." Revisions of this standard are under development and, when promulgated, may impose additional restrictions on our Lorain and Canton operations including those relating to mercury emissions and control.

Our steelmaking operations in the United States and in Mexico use electric arc furnaces where carbon dioxide generation is primarily linked to energy use. In the United States, the federal environmental agency has issued rules imposing inventory and reporting obligations to which some of our facilities are subject, and has also issued rules that will affect preconstruction permits for our facilities where increases in greenhouse gas pollutants are contemplated. The U.S. Congress has debated various measures for regulating greenhouse gas emission (such as carbon dioxide) and may enact them in the future. Such laws and regulations may also result in higher costs for coking coal, natural gas and electricity generated by carbon-based systems (such as coal-fired electric generating facilities). Canada's federal government is also considering various approaches for reducing greenhouse gas emissions, although we do not presently believe Republic's Hamilton, Ontario facility would be significantly impacted by this efforts since it is not a steel-producing facility. Such future laws and regulations, whether in the form of cap-and-trade emissions permit system, a carbon tax or other regulatory regime may have a negative effect on our operations. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. As signatories to the UNFCCC, Mexico, the U.S. and Canada are subject to the Paris Agreement to fight

climate change, which was taken by the parties at the 21th session of the UNFCCC conference of the Parties in 2015. As a result, some of our significant facilities may ultimately be subject to future regional, provincial and/or federal climate change regulations to manage greenhouse emissions. More stringent greenhouse policies and regulations could adversely affect our business and results of operations.

Various federal, state (or provincial) and local laws, regulations and ordinances govern the removal, encapsulation or disturbance of asbestos-containing materials ("ACMs"). These laws, regulations and ordinances may impose liability for the release of ACMs and may permit third parties to seek recovery from owners or operators of facilities at which ACMs were or are located for personal injury associated with exposure to ACMs. We are aware of the presence of ACMs at our facilities but we currently believe that such materials are being managed in accordance with applicable law.

In the United States, the federal environmental agency is developing a new rule that is expected, among other things, to impose a timeline for the phasing out of polychlorinated biphenyl ("PCB") -containing fluid in equipment that we currently use at many of our U.S. facilities. A preliminary notice regarding this future regulation was published in 2016 for comments, and a formal proposed rule is expected within the next two years. If the rule is enacted as proposed, it will require our facilities to reduce the levels of PCBs in our equipment to less than 50 ppm within 5 years following its adoption, which will in turn require us to incur cost for the removal and disposal of PCB containing oils, sampling and possible replacement of equipment in the event PCB levels cannot be reduced to acceptable levels.

Also in the United States, more stringent standards for particulate matter were promulgated in 2012. As these new more stringent standards were implemented through the different state programs, we experienced higher costs associated with any preconstruction permitting of new or modified sources at our U.S. facilities in 2014 and subsequent years. These costs were related to extensive dispersion modeling and/or pre-construction monitoring not previously required.

Mexican Operations

We are subject to Mexican federal, state and municipal laws, administrative regulations and Mexican Official Rules (*Normas Oficiales Mexicanas)* relating to a variety of environmental matters, anti-trust matters, trade regulations, and tax and employee matters.

Among other matters, Mexican tax returns are open for review generally for a period of five years, and, according to Mexican tax law, the purchaser of a business may become jointly and severally liable for unpaid tax liabilities of the business prior to its acquisition, which may have an impact on the liabilities and contingencies derived from any such

acquisitions. Although we believe that we are in compliance with all material Mexican federal, state and municipal laws, administrative regulations and Mexican Official Rules, we cannot assure you that the interpretation of the Mexican authorities of the laws and regulations affecting our business or the enforcement thereof will not change in a manner that could increase our costs of doing business or could have a material adverse effect on our business, results of operations, financial condition or prospects.

Environmental Matters

We are subject to various Mexican federal, state and municipal laws, administrative regulations and Mexican Official Rules (*Normas Oficiales Mexicanas)* relating to the protection of human health, the environment and natural resources.

The major federal environmental laws applicable to our operations, among others, are: (i) the General Law of Ecological Balance and Environmental Protection (*Ley General del Equilibrio Ecológico y la Protección al Ambiente* or "LGEEPA") and its regulations, which are administered and overseen by the Ministry of the Environment and Natural Resources (*Secretaría de Medio Ambiente y Recursos Naturales* or "SEMARNAT") and enforced by the Ministry's enforcement branch, the Federal Attorney's Office for the Protection of the Environment (*Procuraduría Federal de Protección al Ambiente* or "PROFEPA"); (ii) the General Law for the Prevention and Integral Management of Waste (*Ley General para la Prevención y Gestión Integral de los Residuos* or the "Law on

Wastes"), which is also administered by SEMARNAT and enforced by PROFEPA; (iii) the National Waters Law (*Ley de Aguas Nacionales*) and its regulations, which are administered and enforced by the National Waters Commission (*Comisión Nacional de Agua*), also a branch of SEMARNAT; and (iv) the Federal Law on Environmental Responsibility (*Ley Federal de Responsabilidad Ambiental*), which is also administered by SEMARNAT and enforced by PROFEPA.

In addition to the foregoing, Mexican Official Rules, which are technical standards issued by applicable regulatory authorities pursuant to the General Normalization Law (*Ley General de Metrología y Normalización*) and to other laws that include the environmental laws described above, establish standards relating to air emissions, waste water discharges, the generation, handling and disposal of hazardous wastes and noise control, among others. Mexican Official Rules regarding soil contamination and waste management were enacted in order to protect these potential contingencies. Although not enforceable, the internal administrative criteria on soil contamination established by PROFEPA are widely used as guidance in cases where soil remediation, restoration or clean-up is required.

LGEEPA sets forth the legal framework applicable to the generation and handling of hazardous wastes and materials, the release of contaminants into the air, soil and water, as well as the environmental impact assessment of the construction, development and operation of different projects, sites, facilities and industrial plants similar to the ones owned and/or operated by us and our subsidiaries. In addition to LGEEPA, the Law on Wastes regulates the generation, handling, transportation, storage and final disposal of hazardous waste.

LGEEPA also mandates that companies that contaminate soil be responsible for the clean-up. Furthermore, the Law on Wastes provides that owners and lessors of real property with soil contamination are jointly and severally liable for the remediation of such contaminated sites, irrespective of any recourse or other actions such owners and lessors may have against the contaminating party, and aside from the criminal or administrative liability to which the contaminating party may be subject. The Law on Wastes also restricts the transfer of contaminated sites.

PROFEPA can bring administrative, civil and criminal proceedings against companies that violate environmental laws, regulations and Mexican Official Rules, and has the power to impose a variety of sanctions. These sanctions may include, among others, monetary fines, revocation of authorizations, concessions, licenses, permits or registries, administrative arrests, seizure of contaminating equipment, and in certain cases, temporary or permanent closure of facilities.

Additionally, as part of its inspection authority, PROFEPA is entitled to periodically visit the facilities of companies whose activities are regulated by Mexican environmental legislation, and verify compliance. Similar rights are granted to state environmental authorities pursuant to applicable state environmental laws.

Companies in Mexico are required to obtain proper authorizations, concessions, licenses, permits and registries from competent environmental authorities for the performance of activities that may have an impact on the environment or may constitute a source of contamination. Such companies in Mexico are also required to comply with a variety of reporting obligations that include, among others, providing PROFEPA and SEMARNAT with periodic reports regarding compliance with various environmental laws. Among other permits, the operations and related activities of the steel industry are subject to the prior obtainment of an environmental impact authorization granted by SEMARNAT.

We believe that we have obtained all the necessary authorizations, concessions, general operating licenses, permits and registries from the applicable environmental authorities to duly operate our facilities, plants and sites, and sell our products and that we are in material compliance with applicable environmental legislation. We, through our subsidiaries, have made significant capital investments to assure our production and operation facilities comply with requirements of federal, state and municipal law and administrative regulation, and to remain in compliance with our current authorizations, concessions, licenses, permits and registries.

We cannot assure you that in the future, we and our subsidiaries will not be subject to stricter Mexican federal, state or municipal environmental laws and administrative regulations, or more stringent interpretation or enforcement of existing laws and administrative regulations. Mexican environmental laws and administrative

regulations have become increasingly stringent over the last decade, and this trend is likely to continue, influenced recently by the North American Agreement on Environmental Cooperation entered into by Mexico, the United States and Canada in connection with the North American Free Trade Agreement or NAFTA. Further, we cannot assure you that we will not be required to devote significant expenditures to environmental matters, including remediation-related matters. In this regard, any obligation to remedy environmental damages caused by us or any contaminated sites owned or leased by us could require significant unplanned capital expenditures and be materially adverse to our financial condition and results of operations.

Water

In Mexico, the National Waters Law regulates water resources. In addition, the Mexican Official Rules govern the quality of water. A concession granted by the National Waters Commission is required for the use and exploitation of national waters. Some of our facilities in Mexico have a renewable concession to use and exploit underground waters from wells in order to meet the water requirements of our production processes. We pay the National Waters Commission duties per cubic meter of water extracted under our concessions. We believe we are in substantial compliance with all the requirements imposed by each of the concessions we have obtained.

Pursuant to the National Waters Law, companies that discharge waste into national water bodies must comply with certain requirements, including maximum permissible contaminant levels. Periodic reports on water quality must be provided by dischargers to applicable authorities. Liability may result from the contamination of underground waters or recipient water bodies. We believe that we are in substantial compliance with all water and waste water legislation applicable to us.

Antitrust Matters

We are also subject to the Mexican Antitrust Law (*Ley Federal de Competencia Económica*), which regulates monopolies and monopolistic practices in Mexico and requires Mexican government approval of certain mergers, acquisitions and joint ventures. We believe that we are currently in material compliance with the Mexican Antitrust Law. However, due to our growth strategy of acquiring new businesses and assets and because we are a large manufacturer with a significant share of the markets in Mexico with respect to certain of our products, we may be subject to greater regulatory scrutiny in the future.

Measurements Law

Mexico's Ministry of Economy (*Secretaría de Economía*), through the General Rules Department (*Dirección General de Normas* or "DGN"), promulgates regulations regarding many products that we manufacture. Specifically, pursuant to the Measurements Law (*Ley Federal sobre Metrología y Normalización*), the DGN issues specifications on the quality and safety standards for our product lines. We believe that all of our products are in material compliance with all applicable DGN regulations.

Trade Regulation Matters

We have experienced significant competition from imports into Mexico in the past as a result of excess worldwide steel production capacity, particularly in periods of economic slowdown, and as a consequence of the Peso's appreciation, making imports cheaper and more competitive in peso terms. In 2003, imports declined as international market conditions improved and the peso weakened. Recently, the Mexican government, at the request of CANACERO, has taken several measures to prevent unfair trade practices such as dumping the steel import market. The overall climate for imports in Mexico is influenced by the free trade agreements that Mexico has entered into with other countries, as well as the level of tariffs and anti-dumping duties (some of which are described below).

We have benefited from the free trade agreements that Mexico has entered into. Specifically, we have directly benefited from our ability to export finished steel products directly to export markets and compete with similar products manufactured in those markets. We have also indirectly benefited from increased demand from our domestic customers who similarly manufacture their products to foreign markets under free trade agreements.

Nevertheless, we cannot assure you that the trade agreements affecting our business or the enforcement thereof will not change in a manner that could have a material adverse effect on our business, results of operations, financial condition or prospects.

North American Free Trade Agreement. NAFTA became effective on January 1, 1994. NAFTA provided for the progressive elimination over a period of ten years of the 10% duties formerly in effect on most steel products imported into Mexico from the United States and Canada, including those that compete with our main product lines. There is currently no duty. President Trump and the Trump administration have made comments suggesting that he intends to re-negotiate the free trade agreements that the U.S. is party to, including NAFTA, and to implement high import taxes, although it remains unclear what specifically the new U.S. administration and U.S. Congress will or will not do in this respect. See "Item 3.D. Risk Factors—Risks Related to Mexico—Developments in other countries could adversely affect the Mexican economy, our financial performance and the price of our shares."

Mexican-European Community Free Trade Agreement. The Mexican-European Free Trade Agreement, or "MEFTA," became effective on July 1, 2000. MEFTA provides for the progressive elimination of Mexican duties for steel producers that are members of the European Union over a period of 6.5 years for finished steel products, including those that compete with our products.

Mexico-Japan Economic Association (the "Association"). On January 1, 2004, Japan and the other members of the G-7, agreed to reduce the steel tariffs to zero percent, so Mexico has benefited from this rate since such date. However, Mexico is sensitive to the steel exports coming from Japan, so the Association was negotiated in the following terms: (i) the specialized steel that is not produced in Mexico, and that is used to produce vehicles, spare parts, electronics, machinery and heavy equipment, was released from any tariffs, as from the effective date of the Association, (ii) the Japanese steel that Mexico imports will be maintained without changes (13% and 18%) during the first five years as of the effective date, (iii) the steel products coming from Japan will start paying less taxes gradually as from January 1, 2010 until reaching a zero percent rate in 2015, (iv) the products to be imported from the under the programs established by the Association, will pay the tariffs pursuant to the fixed tariffs established in such Sector Programs, so the electronic and vehicles industries will be exempted as of the effective date of the Association.

Other Trade Agreements. In the last several years, Mexico has signed other free trade agreements with Israel (2000), Iceland, Norway, Liechtenstein and Switzerland (2001), and with the following Latin American countries: Chile (1992 and amended in 1999); Venezuela and Colombia (1995); Costa Rica (1995); Bolivia (1995); Nicaragua (1998); Honduras, El Salvador and Guatemala (2001); and Uruguay (2003). We do not anticipate any significant increase in competition in the Mexican steel market as a result of these trade agreements due to their minimal steel production or, in the case of Venezuela and Chile, minimal share of the Mexican market.

Transpacific Partnership Trade Agreement (TPP). On February 4, 2016, Mexico, along with Australia, Brunei Darussalam, Canada, Chile, United States, Japan, Malaysia, New Zealand, Peru, Singapore and Vietnam, signed the TPP, in the City of Auckland, New Zealand. This treaty will grant Mexican products access to six markets (Australia, Brunei, Malaysia, New Zealand, Singapore and Vietnam) with approximately 155 million of potential consumers, which were not covered by any other trade agreement. The TPP will become effective two years after its signature, provided all 12 participating countries ratify the agreement, or when at least six countries representing at least 85% of the gross domestic product of the TPP ratify the agreement.

The TPP eliminates or reduces tariff and non-tariff barriers across substantially all trade in goods and services and covers the full spectrum of trade, including goods and services trade and investment, so as to create new opportunities and benefits for the businesses, workers, and consumers of the countries members.

The TPP facilitates the development of production and supply chains, and seamless trade, enhancing efficiency and supporting our goal of creating and supporting jobs, raising living standards, enhancing conservation efforts, and facilitating cross-border integration, as well as opening domestic markets.

The TPP promotes innovation, productivity, and competitiveness by addressing new issues, including the development of the digital economy, and the role of state-owned enterprises in the global economy.

The TPP includes new elements that seek to ensure that economies at all levels of development and businesses of all sizes can benefit from trade. It includes commitments to help small- and medium-sized businesses

understand the Agreement, take advantage of its opportunities, and bring their unique challenges to the attention of the TPP governments. It also includes specific commitments on development and trade capacity building, to ensure that all Parties are able to meet the commitments in the Agreement and take full advantage of its benefits.

The TPP is intended as a platform for regional economic integration and designed to include additional economies across the Asia-Pacific region.

The President of the United States, Donald Trump, signed an executive order on January 2017 withdrawing the United States from the TPP.

Dumping and Countervailing Duties. We are or have been a party to, or have been affected by, numerous steel dumping and countervailing duty claims. Many of these claims have been brought by Mexican steel producers against international steel companies, while others have been brought against Mexican steel companies. In certain instances, such cases have resulted in duties being imposed on certain imported steel products and, in a few instances, duties have been imposed on Mexican steel exports. In the aggregate, these duties have not had a material impact on our results of operations.

On September 11, 2013, the United States International Trade Commission (USITC) started an official anti-dumping investigation against rebar exports from Mexico and Turkey promoted by Nucor, Gerdau, Commercial Metals, and Cascade Steel Buyer.

On September 25, 2013, the USITC determined that there was sufficient evidence of “injury” therefore, on October 2, 2013, the Department of Commerce (DOC) started the antidumping investigation.

On November 21, 2013, DeAcero was named a “Mandatory Respondent” of the questionnaires and on February 12, 2014, we were named the second “Mandatory Respondent” thereby replacing Grupo Acerero, S.A. de C.V. which is not participating in the process.

On April 21, 2014, preliminary “dumping” quotas were published: 66.7 % to Grupo Acerero, S.A. de C.V., 10.66 % to us and 20.59% to other Mexican exporters (including DeAcero).

On October 14, 2014, the United States International Trade Commission (USITC) determined that a U.S. industry is materially injured by reason of imports of steel concrete reinforcing bar from Mexico that are sold in the United States at less than fair value and from Turkey that are subsidized by the government of Turkey. As a result of the USITC’s affirmative determinations, the U.S. Department of Commerce will issue an antidumping duty order on imports of this product from Mexico and a countervailing duty order on imports of this product from Turkey. The U.S. government imposed tariffs of 66.7% against imports for rebar from Deacero and us and tariffs of 20.58% for rebar from all other

imports from producers in Mexico. On November 16, 2015, we filed a request for review with the U.S. Department of Commerce against the imposed tariffs. On December 6, 2016, the US Department of Commerce issued a preliminary resolution in which it determined that the tariff is 0%. We expect the final resolution to this administrative proceeding will be rendered in May, 2017.

On August 14, 2013, the Ministry of Industry and Tourism of Colombia (MIT) started an official safeguard investigation against imports of commercial angles and plates originating from countries that are members of the World Trade Organization (WTO) at the request of DIACO-GERDAU and SIDOC, seeking the imposition of a countervailing duty of 35%.

We were the only Mexican producer that responded to the questionnaire in October 10, 2013.

On April 2, 2014, the MIT announcement at a press conference that they would not impose safeguard measures to rebar straight and roll nor to profiles of steel angles, square bars / slabs / plates. Only wire was subject to safeguard measures with an antidumping duty of 21.29%.

Brazil operations

We produce according to the technical specifications of the Brazilian standard ABNT NBR 7480:2007 for steel bars and wires designed for the reinforcement for concrete structures. Our products are also registered with the

Brazilian National Institute of Metrology, Quality and Technology (INMETRO), in accordance with Resolution CONMETRO No. 05, dated May 6, 2008, and comply with conformity assessment regulations, including Ordinance No. 73, dated March 17, 2010, and with compulsory product certification regulations.

We have received environmental permits from the Sao Paulo State, for which hydrological studies and feasibility of groundwater have been conducted, such permits include a license granted by the Ministry of Environment of Sao Paulo and an operations license granted by the Ministry of Environment CETESBE Sao Paulo State Comnahia.

C. Organizational Structure

The chart below sets forth a summary of our corporate structure.

(1) Includes the following subsidiaries: Compañía Siderúrgica del Pacífico, S.A. de C.V. (99.99%); Coordinadora de Servicios Siderúrgicos de Calidad, S.A. de C.V. (100%); Industrias del Acero y del Alambre, S.A. de C.V. (99.99%); Procesadora Mexicali, S.A. de C.V. (99.99%); Servicios Simec, S.A. de C.V. (100%); Sistemas de Transporte de Baja California, S.A. de C.V. (100%); Operadora de Metales, S.A. de C.V. (100%); Operadora de Servicios Siderúrgicos de Tlaxcala, S.A. de C.V. (100%); Administradora de Servicios Siderúrgicos de Tlaxcala, S.A. de C.V. (100%); Operadora de Servicios de la Industria Siderúrgica ICH, S.A. de C.V. (100%); Arrendadora Simec S.A. de C.V. (100%); CSG Comercial, S.A. de C.V. (99.95%); Compañía Siderúrgica de Guadalajara S.A. de C.V. (99.99%); Simec Acero, S.A. de C.V. (100%); Undershaft Investment N. V., (100%); Simec USA Corp. (100%); Pacific Steel Projects Inc. (100%); Simec Steel Inc. (100%); Simec International, S. A. de C. V.(100%); Corporativos G&DL, S.A. de C.V. (100%); Simec International 7, S. A. de C. V., (99.99%), Simec International 9, S.A.P.I. de C.V., (100.00%); Corporación ASL, S.A. de C.V. (99.99%); Siderúrgica del Occidente y Pacífico, S.A. de C.V. (100%) (incorporated in 2014); GS steel B.V. (100%) (incorporated in 2014); Aceros Especiales Simec Tlaxcala, S.A. de C.V. (100%) (incorporated in 2015) and Recursos Humanos de la Industria Siderúrgica de Tlaxcala, S.A. de C.V. (100%) (incorporated in 2015).

(2) Our principal Mexican facilities consist of steel-making facilities in Guadalajara, Jalisco; Mexicali, Baja California; Apizaco, Tlaxcala; and cold finishing facilities in Cholula, Puebla; and San Luis Potosí., these facilities were operated by Simec International 6, S.A. de C.V. until October 31, 2012 (began operations in November 2010). Since November 1, 2012 these facilities are operated by Orge, S.A. de C.V. (incorporated in October, 2012). These facilities are operated by RRLC, S.A.P.I. de C.V. (95.10%) (incorporated in 2015) and Grupo Chant, S.A.P.I. de C.V. (97.61%) (incorporated in 2015), since April, 2015 and October 2015, respectively. These facilities are operated by GSIM de Occidente, S.A. de C.V. (incorporated in 2016) y Aceros Especiales Simec Tlaxcala, S.A. de C.V. (incorporated in 2015), since March 2016 and July 2016, respectively.

(3) The remaining 49.8% of SimRep is owned by our controlling shareholder, Industrias CH.

(4) SimRep, Co. owns 100% of Republic Steel, Inc. Our principal U.S. and Canadian facilities consist of a steel-making facility in Canton, Ohio; a steel- making and hot-rolling facility in Lorain, Ohio; a hot-rolling facility in Lackawanna, New York; and cold finishing facilities in Massillon, Ohio; Solon, Ohio; and Hamilton, Ontario, Canada, all of which are owned directly by Republic.

(5) Grupo San facilities are conformed by Corporacion Aceros DM, S.A. de C.V. (100%) and Subsidiaries, Aceros DM, S.A. de C.V. (99.99%) Acero Transportes SAN, S.A. de C.V. (99.99%), Steel Promotor, Inc. (100%), Coadm Steel Inc. (100%), Aceros San Luis, S.A. de C.V. (99.99%), Malla San 1, S.A. de C.V. (99.98%) and Malla San 2, S.A. de C.V. (99.98%).

The following table identifies each of our significant operating subsidiaries, including its country of incorporation and our percentage ownership thereof at December 31, 2016:

Name of Subsidiary	**Country of Incorporation**	**Ownership Interest (%)**
Simec International, S.A. de C.V.	Mexico	100.00%
Undershaft Investments, N.V.	Curaçao	100.00%
Pacific Steel, Inc.	United States	100.00%
SimRep Corporation and subsidiaries (Republic)	United States	50.22%
Compañía Siderúrgica del Pacífico, S.A. de C.V.	Mexico	99.99%
Coordinadora de Servicios Siderúrgicos de Calidad, S.A. de C.V.	Mexico	100.00%
Industrias del Acero y del Alambre, S.A. de C.V.	Mexico	99.99%
Procesadora Mexicali, S.A. de C.V.	Mexico	99.99%
Servicios Simec, S.A. de C.V.	Mexico	100.00%
Sistemas de Transporte de Baja California, S.A. de C.V.	Mexico	100.00%
Operadora de Metales, S.A. de C.V.	Mexico	100.00%
Operadora de Servicios Siderúrgicos de Tlaxcala, S.A. de C.V.	Mexico	100.00%
Administradora de Servicios Siderúrgicos de Tlaxcala, S.A. de C.V.	Mexico	100.00%
Operadora de Servicios de la Industria Siderúrgica ICH, S.A. de C.V.	Mexico	100.00%
Arrendadora Simec S.A. de C.V.	Mexico	100.00%

Compañía Siderúrgica de Guadalajara S.A. de C.V.	Mexico	99.99%
CSG Comercial, S.A. de C.V	Mexico	99.95%
Corporación Aceros DM, S.A. de C.V. and subsidiaries	Mexico	100.00%
Corporación ASL, S.A. de C.V.	Mexico	99.99%
Simec International 6, S. A. de C. V.	Mexico	100.00%
Simec International 7, S. A. de C. V.	Mexico	99.99%
Simec International 9, S.A.P.I. de C. V.	Mexico	100.00%
Simec Acero, S. A. de C. V.	Mexico	100.00%
Simec USA, Corp.	United States	100.00%
Pacific Steel Projects, Inc.	United States	100.00%
Simec Steel, Inc.	United States	100.00%
Corporativos G&DL, S.A. de C.V.	Mexico	100.00%
GV do Brasil Industria e Comercio de Aço LTDA.	Brazil	100.00%
Orge, S.A. de C.V.	Mexico	99.99%
Siderúrgica del Occidente y Pacífico, S.A. de C.V.	Mexico	100.00%
Gs Steel BV	Netherlands	100.00%
RRLC S.A.P.I. de C.V.	Mexico	95.10%
Grupo Chant S.A.P.I. de C.V.	Mexico	97.61%
Aceros Especiales Simec Tlaxcala, S.A. de C.V.	Mexico	100.00%
Recursos Humanos de la Industría Siderúrgica de Tlaxcala, S.A. de C.V.	Mexico	100.00%
GSIM de Occidente, S.A. de C.V.	Mexico	100.00%
Fundiciones de Acero Estructural, S.A. de C.V.	Mexico	100.00%

The U.S. dollar is the functional currency of our U.S. subsidiaries, except Simec 8 International, Inc., Steel Promotor, Inc. and Coadm Steel, Inc., which are not listed above and whose functional currency is the peso. These entities were merged into Simec USA Corp at the beginning of 2015 and, therefore, are no longer in operations. Prior to the merger, these entities recorded uncollected accrued interest for the year ended December 31, 2014 and their main assets and liabilities were accounts receivable and payable to related parties denominated in pesos. These three subsidiaries were previously Mexican entities and in 2014 changed their tax residence to the United States. Prior to the merger but after changing their tax residence to the United States, these entities had minimal operations and, therefore, we considered that their functional currency was the Mexican peso. In 2013, these subsidiaries operated in Mexico and were treated as Mexican subsidiaries.

D. Property, Plants and Equipment

Our Operations and Production Facilities

We conduct our operations at 14 facilities throughout North America. At December 31, 2016, our crude steel production capacity was 4.6 million tons, of which 1.2 million tons were based on an integrated blast furnace technology, and 3.4 million were based on electric arc furnace, or mini-mill, technology. Our Mexican facilities have 2 million tons of crude steel production capacity, operating five mini-mill facilities. Our U.S. operations have 2.1 million tons of crude steel production capacity and our Brazil operations have 0.5 million tons of crude steel production capacity. In addition, we have 4.1 million tons of rolling and finishing capacity, of which 1.8 million are located in Mexico, 1.8 million are located in the United States and Canada and 0.5 million are located in Brazil.

We operate seven mini-mills, five in Mexico, one in the United States and one in Brazil. The Mexican mini-mills are located in Guadalajara, Jalisco; Apizaco, Tlaxcala; Mexicali, Baja California; as well as two in San Luis Potosi, San Luis Potosí. Our mini-mill in the United States is located in Canton, Ohio. Our mini-mill in Brazil is located in Pindamonhangaba; São Paulo. We also own an integrated blast furnace and an electric arc furnace in Lorain, Ohio and a rolling mill in Lackawanna New York. Processing mills are located in Massillon Ohio, Hamilton Ontario and Solon Ohio.

Because we operate both mini-mill and integrated blast furnace production facilities, we can allocate production between each type of facility based on efficiency and cost. In addition, as long as our facilities are not operating at full capacity, we can allocate production based on the relative cost of basic inputs (iron ore, coke, scrap metal and electricity) to the facility where production costs would be the lowest. Our production facilities are designed to permit the rapid changeover from one product to another. This flexibility permits us to efficiently produce small volume orders to meet customer needs and to produce varying quantities of standard product. Production runs, or campaigns, occur on four to eight weeks cycles, minimizing customer waiting time for both standard and specialized products.

We use scrap metal and iron ore to produce our finished steel products. We produce molten steel using an electric arc furnace, alloying elements and carbon are added, and which then is transported to continuous casters for solidification. The continuous casters produce long, square strands of steel that are cut into billet and transferred to the rolling mills for further processing or, in some cases, sold to other steel producers. In the rolling mills, the billet is reheated in a walking beam furnace with preheating burners, passed through a rolling mill for size reduction and conformed into final sections and sizes. The shapes are then cut into a variety of lengths. Our facility in Canton, Ohio is capable of producing billets and blooms.

Our mini-mill plants use an electric arc furnace to melt ferrous scrap and other metallic components, which are then cast into long, square bars called billets in a continuous casting process, all of which occurs in a melt shop. The billet is then transferred to a rolling mill, reheated and rolled into finished product. In contrast, an integrated

steel mill heats iron pellets and other primary materials in a blast furnace to first produce pig iron, that must be refined in a basic oxygen furnace to liquid steel, and then cast to billet and finished product. Mini-mill plants typically produce certain steel products more efficiently because of the lower energy requirements resulting from their smaller size and because of their use of ferrous scrap. Mini-mills are designed to provide shorter production runs with relatively fast product changeover times. Integrated steel mills are more efficient in producing longer runs and are able to produce certain steel products that a mini-mill cannot.

The production levels and capacity utilization rates for our melt shops and rolling mills for the periods indicated are presented below.

Production Volume and Capacity Utilization

	Years ended December 31,				
	2012	2013	2014	2015	2016
	(tons in thousands)				
Melt shops					
Steel billet production	2,562.4	2,289.5	2,483.7	2,318.0	2,219.6
Annual installed capacity[(1)]	4,797.2	4,500.0	4,207.9	4,552.9	4,552.9
Effective capacity utilization	53.4%	50.9%	59.0%	50.9%	48.8%
Rolling mills					
Total production	2,462.4	2,300.2	2,286.3	2,206.4	2,211.4
Annual installed capacity[(1)]	3,790.5	3,817.6	3,829.6	4,279.6	4,131.8
Effective capacity utilization	65.0%	60.3%	59.7%	51.6%	53.5%

(1) Annual installed capacity is determined based on the assumption that billet of various specified diameters, width and length is produced at the melt shops or that a specified mix of rolled products are produced in the rolling mills on a continuous basis throughout the year except for periods during which operations are discontinued for routine maintenance, repairs and improvements. Amounts presented represent annual installed capacity as of December 31 for each year.

Mexican Operations and Facilities

The following table presents production by product at each of our Mexican facilities as a percentage of total production at that facility for 2016.

Mexican Production per Facility by Product Location

Product	**Guadalajara**	**Mexicali**	**Apizaco/ Cholula**	**San Luis**	**Total**
	Production (%)				
I Beams	21.0%	0%	0%	0%	5.5%
Channels	11.0%	12.7%	0%	0%	4.4%
Angles	33.5%	26.1%	0%	0%	12.2%
Hot rolled bars (round, square And hexagonal rods)	22.5%	3.2%	43.4%	2.4%	17.3%
Rebar	0%	52.2%	0.6%	84.2%	39.0%
Flat bars	7.8%	4.5%	25.6%	0%	8.7%
Cold finished bars	4.0%	0%	30.4%	0%	7.9%
Electro-Welded wire mesh	0%	0%	0%	4.0%	1.5%
Wire rod	0%	0%	0%	4.3%	1.6%
Electro-Welded wire mesh panel	0%	0%	0%	5.1%	1.9%
Other	0.2%	1.3%	0%	0%	0%
Total	100.0%	100.0%	100.0%	100.0%	100.0%

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Guadalajara. Our Guadalajara mini-mill facility is located in central western Mexico in Guadalajara, Jalisco which is Mexico's second largest city. Our Guadalajara facilities and equipment include one improved electric arc furnace utilizing water-cooled sidewalls and roof, one four-strand continuous caster, five reheating furnaces and three rolling mills. The Guadalajara mini-mill has an annual installed capacity of 370,000 tons of billet and an annual installed capacity of finished product of 480,000 tons. In 2016, the Guadalajara mini-mill produced 356,314 tons of steel billet and 380,003 tons of finished product, operating at 96% capacity for billet production and 79% capacity for finished product production. The Guadalajara rolling facilities process billet production from our Mexicali and Apizaco mills. Our Guadalajara facility is 336 miles from Mexico City. Our Guadalajara facility mainly produces structurals, SBQ steel, light structurals and rebars.

Guadalajara Mini-Mill

	Years ended December 31,				
	2012	**2013**	**2014**	**2015**	**2016**
Steel sales (thousands of tons)	353	323	335	369	375
Average finished product price per ton	Ps. 11,357	Ps. 9,929	Ps. 10,410	Ps. 9,726	Ps. 10,779
Average scrap cost per ton	5,372	4,775	4,934	4,539	4,691
Average manufacturing conversion cost per ton of finished product[(1)]	3,070	2,879	2,613	2,399	2,452
Average manufacturing conversion cost per ton of billet[(1)]	1,749	1,685	1,586	1,489	1,588

(1) Manufacturing conversion cost is defined as all production costs excluding the cost of scrap and related yield loss.

Mexicali. In 1993, we began operations at our mini-mill located in Mexicali, Baja California. The mini-mill is strategically located approximately 22 miles south of the California border and approximately 220 miles from Los Angeles.

Our Mexicali facilities and equipment include one electric arc furnace utilizing water-cooled sidewalls and roof, one four-strand continuous caster, one walking beam reheating furnace, one SACK rolling mill, a Linde oxygen plant and a water treatment plant. This facility has an annual installed capacity of 430,000 tons of steel billet and an annual installed capacity of finished product of 250,000 tons. Excess billet produced at the Mexicali facility is used primarily by the Guadalajara facility. This allows us to increase the utilization of the Guadalajara facility's finishing capacity, which exceeds its production capacity. In 2016, the Mexicali mini-mill produced approximately 268,122 tons of billet, of which the Guadalajara mini-mill used 53,329 tons. In 2016, the Mexicali mini-mill produced 188,652 tons of finished products. In 2016 we operated the Mexicali mini-mill at 62% capacity for billet production and at 75% capacity for finished product production. Our facility is strategically located and has access to key markets in Mexico and the United States, stable sources of scrap, electricity, a highly skilled workforce and other raw materials. The Mexicali mini-mill also is situated near major highways and a railroad linking the Mexicali and Guadalajara

mini-mills, allowing for coordinated production at the two facilities. Our Mexicali facility mainly produces structurals, light structurals and rebar. In 2016, 52% of the products produced at the Mexicali mini-mill were rebar, 26% were angles, 3% were hot rolled bars (round, square and hexagonal rods) and the remaining 19% were channels and flat bar.

Mexicali Mini-Mill

	Years ended December 31,				
	2012	**2013**	**2014**	**2015**	**2016**
Steel sales (thousands of tons)	186	195	206	220	216
Average finished product price per ton	Ps. 10,527	Ps. 9,097	Ps. 9,170	Ps. 9,405	Ps. 9,935
Average scrap cost per ton	5,283	4,580	4,348	3,981	3,942
Average manufacturing conversion cost per ton of finished product[(1)]	2,765	2,643	2,659	2,414	2,277
Average manufacturing conversion cost per ton of billet[(1)]	1,895	1,819	1,752	1,608	1,541

(1) Manufacturing conversion cost is defined as all production costs excluding the cost of scrap and related yield loss.

Apizaco mini-mill and Cholula facility. We have operated the Apizaco mini-mill and Cholula facility since August 1, 2004. The mini-mill is located in central Mexico in Apizaco, Tlaxcala. Our Apizaco facilities and equipment include one EBT Danieli electric arc furnace utilizing water-cooled sidewalls and roof, two ladle stations (one Danieli and the other Daido), one Daido degasification station, one Danieli four-strand continuous caster, two walking beam reheating furnaces and two rolling mills (one Danieli and the other Pomini). This facility has an annual installed capacity of 510,000 tons of steel billet and an annual installed capacity of finished product of 492,000 tons. In 2016, the Apizaco mini-mill produced 420,902 tons of steel billet. In 2016, the Apizaco mini-mill produced 380,971 tons of finished products. In 2016, we operated the Apizaco mini-mill at 83% capacity for billet production and at 77% capacity for finished product production. Our Apizaco facility is 1,112 miles from Mexicali and less than 124 miles from Mexico City. Our Apizaco facility mainly produces SBQ steel, light structurals and rebar. Our Cholula facility is approximately 25 miles from our Apizaco facility, which allows the integrated operations of the Apizaco mini-mill and Cholula facility. Our Cholula facilities and equipment include cold drawing and turning machines for peeling bars. This facility has an annual installed capacity of finished product of 120,000 tons. In 2016, the Cholula facility produced 111,809 tons of finished products, at 93% capacity. Our Cholula facility mainly produces cold finished SBQ steel.

In 2016, 43% of the products we produced at the Apizaco and Cholula facilities were hot rolled bars (round, square and hexagonals), 26% were flat merchant bar, 30% were cold finished products and 1% were rebar.

Apizaco Mini-Mill and Cholula Facility

Years ended December 31,	**2012**	**2013**	**2014**	**2015**	**2016**
Steel sales (thousands of tons)	376	329	361	339	350
Average finished product price per ton	Ps. 12,479	Ps. 11,845	Ps. 12,047	Ps. 12,366	Ps. 12,763
Average scrap cost per ton	5,037	4,498	4,800	4,111	4,376
Average manufacturing conversion cost per ton of finished product[(1)]	3,135	3,239	3,400	3,455	3,321
Average manufacturing conversion cost per ton of billet[(1)]	2,033	2,084	2,154	2,195	2,168

(1) Manufacturing conversion cost is defined as all production costs excluding the cost of scrap and related yield loss.

San Luis Operations and Facilities. We have operated our San Luis facilities since we acquired them on May 30, 2008. The facilities are located in central Mexico in San Luis Potosi, in the state of San Luis Potosi. Our San Luis facilities and equipment include four electric arc furnaces, three continuous casters, three reheating furnaces, two rebar rolling mills and one wire rod rolling mill. As of December 31, 2016, these facilities had an annual installed capacity of 660,000 tons of billet and 610,000 tons of finished product. In 2016, the San Luis facilities produced 540,019 tons

of steel billet. In 2016, the San Luis facilities produced 554,495 tons of finished product, operating at 82% capacity for billet production and 91% capacity for finished product production. Our San Luis facilities mainly produces rebar, light structurals and wire rod. In 2016, 84% of the products produced at the San Luis facilities were rebar, 13% were electro-welded wire mesh, wire rod and electro-welded wire mesh panel, and the remaining 3% were other light structurals.

The following table sets forth, for the periods indicated selected operating data for our San Luis facilities.

Years ended December 31,	**2012**	**2013**	**2014**	**2015**	**2016**
Steel sales (thousands of tons)	560	528	517	524	554
Average finished product price per ton	Ps. 10,438	Ps. 9,309	Ps. 9,269	Ps. 9,786	Ps. 10,301
Average scrap cost per ton	5,434	4,818	4,936	4,462	4,628
Average manufacturing conversion cost per ton of finished product(1)	2,390	2,594	2,268	2,060	2,032
Average manufacturing conversion cost per ton of billet(1)	1,604	1,750	1,764	1,584	1,571

(1) Manufacturing conversion cost is defined as all production costs excluding the cost of scrap and related yield loss.

U.S. and Canada Operations and Facilities

We have operated our Republic facilities (in Ohio, New York, Indiana and Canada) since we acquired them from Republic on July 22, 2005. As of December 31, 2016, these facilities had an annual installed capacity of 2,083,000 tons of billet and 1,850,000 tons of finished product. In 2016, Republic facilities produced 430,925 tons of steel billet. For the same period, Republic facilities produced 343,508 tons of hot-rolled bars. Republic facilities produced 62,442 tons of cold finish bars. In 2016, Republic facilities produced 100,155 tons of wire products.

The following table sets forth, for the periods indicated selected operating data for our Republic facilities.

	Years ended December 31,				
	2012	**2013**	**2014**	**2015**	**2016**
Steel sales (thousands of tons)	787	689	778	570	397
Average finished product price per ton	Ps. 16,345	Ps. 15,450	Ps. 15,823	Ps. 16,611	Ps. 23,526
Average scrap cost per ton	5,416	4,650	5,354	3,899	3,939
Average manufacturing conversion cost per ton of finished product(1)	5,787	6,048	6,417	7,042	6,621
Average manufacturing conversion cost per ton of billet(1)	4,096	3,935	4,665	4,481	4,661

(1) Manufacturing conversion cost is defined as all production costs excluding the cost of scrap and related yield loss.

Lorain, Ohio. The Lorain facility operates an integrated steel mill, it has a blast furnace, two 220-ton basic oxygen furnaces, a 150-ton electric arc furnace, two ladle metallurgy facilities, a vacuum degasser, a five-strand continuous bloom caster, a six-strand billet caster, a billet rolling mill and two bar rolling mills.

Our Lorain facility had, at December 31, 2016, an annual installed capacity of 952,000 tons of steel billet and 816,000 tons of finished product. This facility did not produce tons of steel billets in 2016. During 2016, the Lorain facility operated at 1% of capacity for 9-10” rolling mill and 5% of capacity for 20” mill finishing and shipping production, and it produced 27,216 tons of finished products.

Canton, Ohio. Our Canton facility mainly produces SBQ steel and includes two 200-ton top charge electric arc furnaces, a 5-strand bloom/billet caster, two ladle metallurgical furnaces, two vacuum degassers and two slag rakes. This facility also includes a combination Caster rolling facility that continuously casts blooms in a 4-strand caster, heats the blooms to rolling temperature in a walking beam furnace, then rolls billets through an 8-stand rolling mill in an inline operation. We installed and commissioned the electric arc furnace, the bloom/billet caster, ladle metallurgical furnace and vacuum degasser in 2005. Other Canton equipment includes a Mecana billet inspection line, four stationary billet grinders, a saw line and a quality verification line (or “QVL line”).

Canton produces blooms and billets for the three rolling mills in Republic facilities and for trade customers. We use the QVL inspection line to inspect finished bar produced in Lackawanna and Lorain. As of December 2015, the Canton facility had annual installed capacity of 1,131,000 tons of steel billet. In 2016, this facility produced

430,925 tons of blooms, billets and other semi-finished trade product and was operated at 38% capacity of steel billet.

Lackawanna, New York. Our Lackawanna facility mainly produces SBQ steel and includes a three-zone walking beam billet reheat furnace, a recently upgraded 16 conventional stand mill with a 5 stand sizing mill and two saw lines capable of producing rounds, squares, and hexagons in both cut length and coils. This facility produces hot rolled bar sizes that range from 0.750" to 3.250" with coil weights up to 6,000 lb. Our Lackawanna facility's finishing equipment includes a QVL inspection line and three saw lines. We sell a portion of the hot rolled bars produced at our Lackawanna facility to trade customers, and we also ship a portion of the finished bars to our cold finishing operations for further processing. As of December 31, 2016, the Lackawanna facility had annual installed capacity of 653,000 tons of hot rolled bars. In 2016, this facility produced 316,292 tons of hot rolled bars and was operated at 48% capacity of finished product.

Massillon, Ohio. Our Massillon facility mainly produces SBQ steel and contains a cold finishing facility which includes the machinery and equipment to clean, draw, turn, chamfer, anneal, grind, straighten and saw bars. Our Massillon facility had, at December 31, 2016, an annual installed capacity of 125,000 tons of finished product. During 2016, the Massillon facility was operated at 24% capacity of finished product and produced 30,111 tons of cold finished bars.

Gary, Indiana. The idled Cold Finish plant in Gary, Indiana was relocated to a fellow subsidiary company in Tlaxcala, Mexico. This was a turnkey project to design the relocation, de-commission and ship the equipment, install and then re-commission the plant for an all-in cost of Ps. 1,478 million (U.S.$79.2 million). This facility was not in production in 2016.

Solon, Ohio. Our Solon facility, acquired in February, 2011, mainly produce Cold Heading Quality (CHQ) wire products and have wire drawing and finishing facilities that include the machinery and equipment to clean and coat, draw, and anneal wire. As of December 31, 2016, the Solon facility had installed capacities of 196,000, for wire products. During 2016, the Solon facility produced and shipped 100,155 tons of wire products and was operated at 51% capacity of finished product.

Memphis, Tennessee. No wire products were produced at the Memphis facility during 2016 and the assets were sold to a third party in August 2016.

Hamilton, Ontario, Canada. Our Hamilton facility mainly produces SBQ steel and has a cold finishing facility which includes the machinery and equipment to clean, draw, turn, chamfer, anneal, grind, straighten and saw bars. As of December 31, 2016, the Hamilton facility had annual installed capacity of 59,000 tons of cold finished bars. In 2016,

this facility produced 32,331 tons of cold finished bars and was operated at 55% capacity of finished product.

Pindamonhangaba, Sao Paulo, Brazil.

Our plant is located 140 kms from the city of Sao Paulo, in a town called Pindamonhangaba, State of Sao Paulo and is 218 miles from Rio de Janeiro. Our Brazil facility and equipment include an electric German arc furnace and an Italian rebar and wire rod rolling mill. This plant began operations in July 2015 and currently produces rod. As of December 31, 2016, this plant had installed capacity to produce 500,000 tons of “billet” and 450,000 tons of finished product per year capacity. In 2016 our mini-steel plant in Brazil produced 203,360 tons of “billet” and 201,166 tons of finished product, operating at 41% of its capacity for “billet” and 45% capacity for finished product.

The following table sets forth, for the period indicated selected operating data for our Brazil facility.

	Years ended December 31,	
	2015	**2016**
Steel sales (thousands of tons)	4	193
Average finished product price per ton	Ps. 7,500	Ps. 9,399
Average scrap cost per ton	2,322	3,679
Average manufacturing conversion cost per ton of finished product[(1)]	2,481	2,551
Average manufacturing conversion cost per ton of billet[(1)]	1,103	1,703

(1) Manufacturing conversion cost is defined as all production costs excluding the cost of scrap and related yield loss.

The following table shows the products that we produce, the equipment that we use and the volume that we produce in each of our separate production facilities:

Production per Facility by Product, Equipment and Volume

Location	Product (%)	Equipment	2016 Annual Production Volume (tons)	Finished Product Annual Installed Capacity (tons)
Guadalajara	Structurals (44%); Light structurals (21%); Bars (35%)	electric arc furnace with continuous caster rolling mill and bar processing lines	380,003	480,000
Mexicali	Structurals (20%); Rebar (52%); Light structurals (20%), Hot rolled bars (8%)	electric arc furnace with continuous caster and bar rolling mills	188,652	250,000
Apizaco and Cholula	SBQ (99%), rebar (1%)	electric arc furnace with vacuum tank degasser, continuous caster, bar rolling mills, cold drawn and bar turning equipment	380,971	492,000
Aceros DM, San Luis Potosí	Rebar (84%), Wire rod (4%), Electro-Welded wire mesh (4%), Electro-Welded wire mesh panel (5%), Bars (3%)	three electric arc furnaces, two continuous casters, two reheating furnaces, rebar rolling mill and wire rod rolling mills	386,313	410,000
Aceros San Luis, San Luis Potosí	Rebar (100%)	electric arc furnace, continuous caster, reheating furnace and rebar rolling mill	168,182	200,000
Lorain[(1)]	SBQ (100%)	electric arc furnace, blast furnace, vacuum tank degasser, continuous caster, bar and wire rod rolling mills	27,216	816,000

Location	Product (%)	Equipment	2016 Annual Production Volume (tons)	Finished Product Annual Installed Capacity (tons)
Canton[2]	SBQ (100%)	electric arc furnace, vacuum tank degasser, continuous caster	430,925	1,131,000
Lackawanna	SBQ (100%)	reheat furnace, bar and wire rod rolling mills	316,292	653,000
Massillon	SBQ (100%)	cold drawn bar turning and heat treating equipment	30,111	125,000
Solon (acquired in February, 2011)	Cold Heading Quality (CHQ) wire products (100%)	machinery and equipment to clean and coat, draw, and anneal wire	100,155	196,000
Hamilton	SBQ (100%)	cold drawn bar turning and heat treating equipment	32,331	59,000
Brazil	Rebar (100%)	electric arc furnace, rebar and wire rod rolling mill	201,166	450,000

(1) Production capacity is for rolling only.

(2) Production capacity is for billets only.

Item 4A. Unresolved Staff Comments

There are no unresolved written comments received from the staff of the U.S. Securities and Exchange Commission (the “Commission”) regarding our periodic reports under the U.S. Securities Exchange Act of 1934, as amended.

Item 5. Operating and Financial Review and Prospects

The following discussion is derived from our audited consolidated financial statements, which are presented elsewhere in this annual report. This discussion does not include all of the information included in our financial statements. You should read our financial statements to gain a better understanding of our business and our historical results of operations.

Adoption of International Financial Reporting Standards (IFRS)

The Mexican National Banking and Securities Commission (CNBV) has established the requirement that listed companies must disclose their financial information to the public, through the Mexican Stock Exchange (BMV), and therefore, beginning in 2012, we prepare our financial information in accordance with IFRS, issued by the IASB. IFRS differs in certain significant respects from U.S. GAAP. Accordingly, Mexican financial statements and reported earnings are likely to differ from those of companies in other countries in this and other respects.

Our Financial Statements for the year ending December 31, 2012 are the first annual financial statements presented in accordance with IFRS. The translation date was January 1, 2011 and therefore, the year ended December 31, 2011 is the comparative period covered by the standard of adoption IFRS 1, “Initial Adoption of International Financial

Reporting Standards." According to IFRS 1 we will apply the relevant mandatory exceptions and certain optional exemption to retroactive application of IFRS. We applied the following mandatory exceptions with respect to the retroactive application of IFRS:

- ***Accounting estimates*** – Accounting estimates made under MFRS in 2011 are consistent with estimates under IFRS made for the same periods and are thus, not retrospectively modified, except for the fixed asset componentization.

- ***Hedging instruments -*** Certain hedging instruments that were designated as hedges under MFRS qualify for hedge accounting under IAS 39, Financial Instruments: Recognition and Measurement. No designations of hedging relationships were made retrospectively.

- Other mandatory exceptions were not applicable to us.

Additionally, we have applied the option for first-time adoption exemptions as follows:

- We elected not to apply IFRS 3, Business Combinations (as revised in 2008) retrospectively to prior business combinations that occurred before its date of transition to IFRS.

- We elected to present the items of property, plant and equipment at their net book value under MFRS at the transition date, which represents the depreciated cost adjusted for price changes of a specific index (deemed cost).

- We elected to recognize all cumulative unrecognized actuarial gains and losses at the date of transition to IFRS.

- We elected to reset to zero the balance of cumulative translation adjustment of foreign subsidiaries at the date of transition.

- We applied the transitional provisions set out in paragraphs 27 and 28 of IAS 23, Borrowing Costs. Therefore, we designated the transition date to IFRS as the commencement date for capitalization of borrowing costs relating all qualifying assets.

A. Operating Results

Overview

We are producers of SBQ and structural steel products. Accordingly, our net sales and profitability are highly dependent on market conditions in the steel industry which is greatly influenced by general economic conditions in North America and globally. The sharp reduction in economic activity and consumer demand in general, and in the automotive, construction and manufacturing industries in particular, in North America starting in the fourth quarter of 2008 has had a significant negative impact on the demand and price levels for all steel products, including SBQ and structural steel products. These economic conditions have had an impact on all parts of our operations since the fourth quarter of 2008. Our sales dropped in 2009 by 37% in the automotive sector and by 21% in the energy sector relative to 2008. Demand, production levels and prices in certain segments and markets have recovered and stabilized to a certain degree, although the extent, timing and duration of the recovery and potential return to pre-crisis levels remains uncertain. Our sales increased in 2010, compared to 2009, by 48% in the automotive sector, 16% in the independent distributor sector and 80% in the mining sector. The total increase in net revenue from sales of SBQ products in 2010, compared to 2009, was of 34%. Our net revenue from sales decreased in 2011, compared to 2010, by 7% in the automotive sector, increased 1% in the independent distributor sector and increased 22% in the mining sector. The total increase in net revenue from sales of SBQ products in 2011, compared to 2010, was 16%. Our net revenue from sales decreased in 2012, compared to 2011, increased by 1% in the automotive sector, increased 20% in the independent distributor sector, decreased 55% in the hand tools sector, decreased 53% in the mining sector and decreased 20% in other industries. The total decrease in net revenue from sales of SBQ products in 2012, compared to 2011, was 4%. Our net revenue from sales decreased in 2013, compared

to 2012, decreased by 23% in the automotive sector, decreased 15% in the independent distributor sector, decreased 33% in the hand tools sector, increased 3% in the mining sector and decreased 13% in other industries. The total decrease in net revenue from sales of SBQ products in 2013, compared to 2012, was 18%. Our net revenue from sales increased in 2014, compared to 2013, increased by 42% in the automotive sector, decreased 13% in the independent distributor sector, decreased 34% in the hand tools sector, decreased 61% in the mining sector and increased 29% in other industries. The total increase in net revenue from sales of SBQ products in 2014, compared to 2013, was 18%. Our net revenue from sales decreased in 2015, compared to 2014, increased by 20% in the automotive sector, decreased 43% in the independent distributor sector, increased 204% in the hand tools sector, decreased 52% in the mining sector and decreased 48% in other industries. The total decrease in net revenue from sales of SBQ products in 2015, compared to 2014, was 16%. Our net revenue from sales decreased in 2016, compared to 2015, decreased by 18% in the automotive sector, increased 9% in the independent distributor sector, decreased 72% in the hand tools sector, decreased 42% in the mining sector and decreased 10% in other industries. The total decrease in net revenue from sales of SBQ products in 2016, compared to 2015, was 13%.

As a result of the significant competition in the steel industry and the commodity-like nature of some of our products, we have limited pricing power over many of our products. The North American and global steel markets influence finished steel product prices. Nevertheless, many of our products are SBQ products for which competition is limited, and, therefore, these products tend to generate somewhat higher margins compared with our more commoditized steel products. We attempt to adjust the mix of our product output toward higher margin products to the extent that we are able to do so, and we also adjust our overall product levels based on the product demand.

We focus on controlling our cost of sales as well as our selling, general and administrative expenses. Our cost of sales largely consist of the costs of acquiring the raw materials necessary to manufacture steel, primarily scrap metal and iron ore. Market supply and demand generally determine scrap and iron ore prices, and, as a result, we have limited ability to influence their cost or the costs of other raw materials, including energy costs; however, in 2012, 2013, 2014, 2015 and 2016 we did not purchase iron ore pellets or coke since our Lorain, Ohio blast furnace facility, which is our only facility that utilizes these materials, was idle during these periods. There is a correlation between the prices of scrap and iron ore and finished product prices, although the degree and timing of this correlation varies from time to time, so we may not always be able to fully pass along scrap, iron ore and other raw material price increases to our customers. Therefore, our ability to decrease our cost of sales as a percentage of net sales is largely dependent on increasing our productivity. Our ability to control selling, general and administrative expenses, which do not correlate to net sales as closely as cost of sales do, is a key element of our profitability. Although our revenues and costs fluctuate from quarter to quarter, we do not experience large fluctuations due to seasonality.

Production costs at our U.S. facilities are higher than those in our facilities in Mexico principally due to the higher cost of labor and the higher cost of ferroalloys used to manufacture SBQ steel, which is the only steel product that we produce in the United States.

The negative operating trends in our USA segment are primarily driven by under-utilized production capacity that severely impacts cost. The automotive sector is stable and continues to provide good demand for our products.

Our U.S. subsidiaries have entered into sale agreements with customers and, in order to comply with the terms thereof, any existing orders pursuant to those agreements need to be fulfilled even if the price of raw material increases with time. As the existing sale agreements expire, we will evaluate new agreements which would result in a production of profitable products.

Typically, about 75% of our business uses a fixed base price that is negotiated annually, plus monthly scrap and alloy surcharges. The remaining 25% is transaction business, where we can adjust the base pricing as required. Scrap metal and commodity prices stabilized somewhat midway through 2016, thereby providing the marketplace with price stability and aiding our efforts to focus on managing our costs down to secure levels of profitability without compromising in any way on quality. Financial resources will continue to be made available as our U.S. segment tackles the cost curve and restores the business to profitability.

Sales Volume, Price and Cost Data, 2012 - 2016

	Year ended December 31,				
	2012	2013	2014	2015	2016
Shipments (thousands of tons)	2,262	2,064	2,197	2,026	2,085
Guadalajara and Mexicali	539	518	540	589	591
Apizaco and Cholula	376	329	362	339	350
San Luis facilities	560	528	517	524	554
Republic facilities	787	689	778	570	397
Brazil	—	—	—	4	193
Net sales (Ps. millions)	29,524	24,369	26,829	24,476	27,516
Guadalajara and Mexicali	5,967	4,981	5,366	5,658	6,188
Apizaco and Cholula	4,692	3,897	4,361	4,192	4,467
San Luis facilities	5,845	4,915	4,792	5,128	5,707
Republic facilities	13,020	10,576	12,310	9,468	9,340
Brazil	—	—	—	30	1,814
Cost of sales (Ps. millions)	25,960	22,410	25,492	23,097	22,776
Guadalajara and Mexicali	5,116	4,087	4,740	3,955	5,364
Apizaco and Cholula	3,344	2,729	3,115	2,764	3,635
San Luis facilities	4,568	4,240	4,221	4,529	4,726
Republic facilities	12,932	11,354	13,416	11,829	7,332
Brazil	—	—	—	20	1,719
Average price per ton (Ps.)	13,052	11,807	12,212	12,081	13,197
Guadalajara and Mexicali	11,071	9,616	9,937	9,606	10,470
Apizaco and Cholula	12,479	11,845	12,047	12,366	12,763
San Luis facilities	10,438	9,309	9,269	9,786	10,301
Republic facilities	16,544	15,350	15,823	16,611	23,526
Brazil	—	—	—	7,500	9,399
Average cost per ton (Ps.)	11,477	10,858	11,603	11,400	10,924
Guadalajara and Mexicali	9,492	7,890	8,778	6,715	9,076
Apizaco and Cholula	8,894	8,295	8,605	8,153	10,386
San Luis facilities	8,157	8,030	8,164	8,643	8,531
Republic facilities	16,432	16,479	17,244	20,753	18,469
Brazil	—	—	—	5,000	8,907

Our results are affected by general global trends in the steel industry and by the economic conditions in the countries in which we operate and in other steel producing countries. Our results are also affected by the specific performance of the automotive, non-residential construction, industrial equipment, tooling equipment and other related industries.

Our profitability is also impacted by events that affect the price and availability of raw materials and energy inputs needed for our operations. The factors and trends discussed below also affect our results and profitability.

Our primary source of revenue is the sale of SBQ steel and structural steel products.

In August 2004, we completed the Atlax Acquisition (Tlaxcala and Cholula facilities). In July 2005, we and our controlling shareholder, Industrias CH, completed the acquisition of Republic. We believe that these acquisitions allowed us to become the leading producer of SBQ steel in North America and the leading producer of structural and light structural steel in Mexico, in each case in terms of sales volume. We expect the sale of SBQ steel, structural steel and other steel products to continue to be our primary source of revenue. The markets for our products are

highly competitive and highly dependent on developments in global markets for those products. The main competitive factors are price, product quality and customer relationships and service.

Our results are affected by economic activity, steel consumption and end-market demand for steel products.

Our results of operations depend largely on macroeconomic conditions in North America. Historically, there has been a strong correlation between the annual rate of steel consumption and the annual change in gross domestic products ("GDP") in the Mexican, U.S. and Canadian markets.

We sell our steel products to the automotive, construction, manufacturing and other related industries. These industries are generally cyclical, and their demand for steel is impacted by the stage of their industry market cycles and the country's economic performance. Mexico's GDP increased 2.3% in 2016 and increased 2.6% in 2015. The U.S. GDP increased 1.6% in 2016 and 2.6% in 2015. Deterioration in economic conditions in the countries in which we operate is likely to adversely affect our results of operation.

Our results are affected by international steel prices and trends in the global steel industry.

Steel prices are generally set by reference to world steel prices, which are determined by global supply and demand trends. As a result of general excess capacity in the industry, the world steel industry was previously subject to substantial downward pricing pressure, which negatively impacted the results of steel companies in the second half of 2000 and all of 2001. International steel prices generally improved beginning in 2003, driven by a strong increase in global demand fostered by economic growth in Asia and an economic recovery in the United States, combined with increased rationalization of production capacity in the United States and elsewhere. Average steel prices continued to improve from 2003 to 2008 due to strong end-market demand fundamentals for a number of key steel-consuming industries, continued strong steel demand in China, India and other developing economies, relatively high raw material and energy costs and reductions in U.S. production from some of the industry's largest producers.

This period of high prices for steel encouraged reactivation of investment in production capacity, and consequently an increase in the supply of steel products that contributed to a decline in steel prices. As the 2008 financial crisis worsened in late 2008 and early 2009, global demand for steel fell while new steel production capacity was coming into the market, and as a result steel prices fell worldwide. In 2009 the average steel price decreased approximately 22% compared to 2008. Due to an increase in the demand, in 2010, the average steel price increased approximately 16% compared to 2009. The average steel price increased approximately 17% in 2011 compared to 2010. The average steel price increased approximately 2% in 2012 compared to 2011. The average steel price decreased approximately 10% in 2013 compared to 2012. The average steel price increased approximately 3% in 2014 compared to 2013. The

average steel price decreased approximately 23% in 2015 compared to 2014, mainly due to the deceleration in China. The average steel price increased approximately 2% in 2016 compared to 2015.

In recent years, there has been a trend toward consolidation of the steel industry. For example, in 2006, Arcelor completed the acquisition of Dofasco in Canada, and Mittal Steel announced the acquisition of Arcelor, forming the largest steel company in the world. Aceralia, Arbed and Usinor merged in February 2002 to create Arcelor, and LNM Holdings and Ispat International merged in October 2004 to create Mittal Steel, which subsequently acquired International Steel Group. In addition, a number of other steel acquisition transactions have been announced, including the acquisition of Oregon Steel by Evraz and the acquisition of Corus by Tata Steel. Consolidation has enabled steel companies to lower their production costs and allowed for more stringent supply-side discipline, including through selective capacity closures or idling, as the ones observed recently in the United States by Mittal Steel, U.S. Steel and others. Consolidation may result in increased competition and could adversely affect our results.

Our results are affected by competition from imports.

Our ability to sell our products is influenced, to varying degrees, by global trade for steel products, particularly trends in imports of steel products into the Mexican and U.S. markets. During 2005, the Mexican

government, at the request of CANACERO, implemented several measures to prevent unfair trade practices such as dumping in the steel import market. These measures include initiating anti-dumping and countervailing duty proceedings, temporarily increasing import tariffs for countries with which Mexico does not have free trade agreements. As a result, the competitive price pressure from dumping declined, contributing to a general upward trend in domestic Mexican steel prices. In 2006 and 2007, imports to Mexico increased as market conditions improved, and in 2008, imports to Mexico continued to increase, notwithstanding the worsening of international market conditions. In 2009, however, imports to Mexico decreased as domestic and global market conditions worsened. In 2010, 2011 and 2012, imports to Mexico increased as market conditions improved. In 2013, imports to Mexico decreased as domestic and global market conditions worsened. In 2014, imports to Mexico increased slightly. In 2015, imports to Mexico increased 10% compared to 2014 according to preliminary information of CANACERO. In 2016, imports to Mexico increased 1.6% compared to 2015 according to preliminary information of CANACERO.

Steel imports to the United States accounted for an estimated 26% of the domestic U.S. steel market in 2016 and an estimated 33% in 2015. Foreign producers typically have lower labor costs, and in some cases are owned, controlled or subsidized by their governments, allowing production and pricing decisions to be influenced by political and economic policy considerations as well as prevailing market conditions. Increases in future levels of imported steel in the United States could reduce future market prices and demand levels for steel in the United States. To this extent, the U.S. Department of Commerce and the U.S. International Trade Commission are currently conducting five year "sunset" reviews of existing trade relief in several different steel products. Imports represent less of a threat to SBQ producers like us in the United States than to commodity steel producers because of the high quality requirements and standard required by buyers of SBQ steel products.

Our results are affected by the cost of raw materials and energy.

We purchase substantial quantities of raw materials, including scrap metal, iron ore, coke and ferroalloys for use in the production of our steel products. The availability and price of these inputs vary according to general market and economic conditions and thus are influenced by industry cycles. As a result of the 2008 financial crisis that continues to affect the international markets, the prices of these inputs have remained highly volatile. For example, prices of scrap metal increased approximately 34% in 2010, increased approximately 21% in 2011, increased approximately 1% in 2012, decreased approximately 6% in 2013, increased approximately 7% in 2014, decreased approximately 16% in 2015 and increased approximately 2% in 2016; and prices of ferroalloys increased approximately 22% in 2010 and 10% in 2011, decreased approximately 10% and 5% in 2012 and 2013, respectively, increased approximately 16% in 2014 and decreased approximately 9% and 13% in 2015 and 2016, respectively. As with other raw materials, iron ore and coke prices fluctuate significantly. However, in 2012, 2013, 2014, 2015 and 2016 we did not purchase coke or pellets since our Lorain, Ohio blast furnace facility was idle during this period.

In addition to raw materials, electricity and natural gas are both relevant components of our cost structure. We purchase electricity and natural gas at prevailing market prices in Mexico and the United States. These prices are impacted by general demand and supply for energy in the United States and Mexico as economic activity fueled

energy demand and the supply and price of oil was impacted by geopolitical events. While natural gas and electricity prices in the United States and Mexico decreased in response to the financial crisis, they have remained highly volatile. Prices for electricity increased approximately 8% in 2010, 11% in 2011, 3% in 2012, 9% in 2013, 7% in 2014, decreased approximately 12% in 2015 and increased approximately 1.5% in 2016; and prices for natural gas decreased approximately 18% in 2010, 14% in 2011, 32% in 2012, increased approximately 16% in 2013 and 7% in 2014, decreased approximately 23% in 2015 and increased approximately 8% in 2016.

If inflation rates in Mexico rise significantly, our costs may increase and the demand for our services may decrease.

Mexico has historically experienced high annual rates of inflation. The annual rate of inflation, as measured by changes in the Mexican national consumer price index (*Índice Nacional de Precios al Consumidor*) published by the Mexican Central Bank (Banco de Mexico) was 3.6% for 2012, 4.0% for 2013, 4.1% for 2014, 2.1% for 2015 and 3.4% for 2016. High inflation rates could adversely affect our business and results of operations by increasing certain costs, such as the labor costs of our Mexican facilities, beyond levels that we could pass on to our customers and reducing consumer purchasing power, thereby adversely affecting demand for our products.

Depreciation of the Mexican peso relative to the U.S. dollar, as well as the reinstatement of exchange controls and restrictions, could adversely affect our financial performance.

Depreciation of the Mexican peso relative to the U.S. dollar may negatively affect our results of operations. Since the second half of 2008, the value of the Mexican peso relative to the U.S. dollar has fluctuated significantly. According to the Mexican Central Bank (*Banco de Mexico*), during this period the exchange rate registered a low of Ps. 9.92 per U.S.$1.00 at August 6, 2008, and a high of Ps. 20.84 per U.S.$1.00 at November 14, 2016. Depreciation of the Mexican peso relative to the U.S. dollar in 2016 was 19.2%. The exchange rate at December 31, 2016 was 20.6640 compared to 17.3398 at December 31, 2015. At May 12, 2017 the exchange rate was Ps. 18.7594 per U.S.$1.00.

A severe depreciation of the Mexican peso may also result in disruption of the international foreign exchange markets and may limit our ability to convert Mexican pesos into U.S. dollars and other currencies. While the Mexican government does not currently restrict, and has not recently restricted the right or ability of Mexican or foreign persons or entities to convert Mexican pesos into U.S. dollars or to transfer other currencies out of Mexico, it has done so in the past and could reinstate exchange controls and restrictions in the future. Currency fluctuations or restrictions on the transfer of foreign currency outside of Mexico may have an adverse effect on our financial performance.

Segment Information

We are required to disclose segment information in accordance with IFRS 8 “Operating Segments”: Information which establishes standards for reporting information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial reports issued to shareholders. Operating segments are components of a company about which separate financial information is available that is regularly evaluated by the chief operating decision maker(s) in deciding how to allocate resources and assess performance. The statement also establishes standards for related disclosures about a company’s products and services, geographical areas and major customers.

We conduct business in three principal business segments which are organized on a geographical basis:

our Mexican segment represents the results of our operations in Mexico, including our plants in Mexicali, Guadalajara, Tlaxcala and San Luis Potosí;

our U.S. segment represents the results of our operations of Republic, including its eight plants, seven of which are located in the United States and one in Canada; and

our Brazil segment represents the results of our operations in one plant located in Pindamonhangaba, São Paulo State, Brazil, which started operations in June 2015.

The following information shows other results by segment.

	For the year ended December 31, 2014				
	Mexico	United States	Brazil	Operations between Segments	Total
	(in thousands of pesos)				
Net sales	14,518,299	12,310,462	—	—	26,828,761
Cost of sales	12,075,965	13,416,333		—	25,492,298
Gross profit	2,442,334	(1,105,871)	—	—	1,336,463
Administrative expenses	818,213	335,127	40,378	—	1,193,718
Other income, net	(29,622)	(30,932)	—	—	(60,554)
Interest income	24,773	366	—	—	25,139
Interest expense	7,164	25,028	15,296	(24,874)	22,614
Exchange gain (loss), net	490,729	—	(202,502)	185,865	474,092
Income (loss) before income tax	2,162,081	(1,434,728)	(258,176)	210,739	679,916
Income tax	222,491	(60,494)	—	—	161,997
Net income (loss)	1,939,590	(1,374,234)	(258,176)	210,739	517,919

Other Data	Mexico	United States	Brazil	Operations between Segments	Total
Depreciation and amortization	757,873	358,872	1,161	—	1,117,906
Total assets	27,340,625	11,078,721	3,331,720	(5,854,577)	35,896,489
Total liabilities	3,476,065	9,585,026	909,330	(5,854,577)	8,115,844
Additions of property, plant and equipment, net	198,811	924,241	735,306	—	1,858,358

	For the year ended December 31, 2015				
	Mexico	United States	Brazil	Operations between Segments	Total
	(in thousands of pesos)				
Net sales	14,978,728	9,467,604	29,489	—	24,475,821
Cost of sales	11,247,661	11,828,885	20,421	—	23,096,967
Impairment of property, plant and equipment	—	2,071,901	—	—	2,071,901
Gross profit (loss)	3,731,067	(4,433,182)	9,068	—	(693,047)
Administrative expenses	1,100,622	457,435	24,432	—	1,582,489
Other (income) expense, net	(5,656)	(184,039)	16,268	—	(173,427)
Interest income	33,872	155	—	—	34,027
Interest expense	9,987	47,032	24,805	(41,629)	40,195
Exchange gain (loss), net	840,156	—	(496,906)	(725,312)	(382,062)
Income (loss) before income tax	3,500,142	(4,753,455)	(553,343)	(683,683)	(2,490,339)
Income tax	1,412,695	(642,123)	—	—	770,572
Net income (loss)	2,087,447	(4,111,332)	(553,343)	(683,683)	(3,260,911)
Other Data	Mexico	United States	Brazil	Operations between Segments	Total
Depreciation and amortization	747,436	512,393	1,264	—	1,261,093
Total assets	28,530,321	7,891,964	3,226,150	(7,404,019)	32,244,416
Total liabilities	1,889,025	10,808,505	1,829,524	(7,404,019)	7,123,035
Additions of property, plant and equipment, net	574,211	396	73,136	—	647,743

	For the year ended December 31, 2016				
	Mexico	United States	Brazil	Operations between Segments	Total
	(in thousands of pesos)				
Net sales	16,361,808	9,339,527	1,814,230	—	27,515,565
Cost of sales	13,724,880	7,332,094	1,718,619	—	22,775,593
Gross profit (loss)	2,636,928	2,007,433	95,611		4,739,972
Administrative expenses	901,849	298,967	76,671		1,277,487
Other (income) expense, net	40,134	(1,481,573)	—	1,477,637	36,198
Interest income	108,004	147	—	—	108,151
Interest expense	15,053	45,120	50,980	(70,983)	40,170
Exchange gain (loss), net	2,343,393	42,727	765,684	(1,376,820)	1,774,984
Income (loss) before income tax	4,131,289	3,187,793	733,644	(2,783,474)	5,269,252
Income tax	667,667	256,089	2,285	—	926,041
Net income (loss)	3,463,622	2,931,704	731,359	(2,783,474)	4,343,211

Other Data	Mexico	United States	Brazil	Operations between Segments	Total
Depreciation and amortization	620,354	551,650	257,377	—	1,429,381
Total assets	33,124,471	9,684,303	5,293,891	(6,463,293)	41,639,372

Total liabilities	4,151,297	9,893,536	2,325,325	(7,940,930)	8,429,228
Additions of property, plant and equipment, net	2,169,375	816,586	114,298	—	3,100,259

Our net sales by product during 2014, 2015 and 2016 were as follows:

SALES BY PRODUCT

(in thousands of pesos)

	2014	2015	2016
Light structurals	1,348,564	1,270,459	1,467,727
Structurals	1,720,764	1,957,388	2,321,771
Bars	1,435,075	1,272,580	1,122,116
Rebar	4,907,453	5,235,167	7,449,278
Flat bar	746,161	906,243	1,090,841
Hot rolled bars	10,310,093	8,568,417	7,729,167
Cold drawn bars	3,646,684	2,750,380	3,207,924
Other	2,713,967	2,515,187	3,126,741
Total	26,828,761	24,475,821	27,515,565

Our net sales by country or region during 2014, 2015 and 2016 are as follows:

SALES BY COUNTRY OR REGION

(in thousands of pesos)

	2014	2015	2016
Mexico	14,165,166	14,543,446	16,077,884
USA	11,941,251	9,417,392	9,198,561
Brazil	—	—	1,828,279
Canada	493,911	371,610	350,673
Latin America	216,293	134,031	34,932
Other (Europe and Asia)	12,140	9,342	25,236
Total	26,828,761	24,475,821	27,515,565

Consolidated Statements of Comprehensive Income

Comparison of Years Ended December 31, 2015 and 2016

Net Sales

Net sales increased 12%, to Ps. 27,516 million in 2016 compared to Ps. 24,476 million in 2015. This increase resulted primarily from a 9% increase in the average price per ton of steel products and an increase of 59 thousand tons in shipments of finished steel products. Total sales outside of Mexico increased 15%, to Ps. 11,438 million in 2016 compared to Ps. 9,932 million in 2015. Total sales in Mexico increased 11%, from Ps. 14,543 million in 2015 to Ps. 16,078 million in 2016.

Shipments of finished steel products increased 3%, to 2.085 million tons in 2016, compared to 2.026 million tons in 2015. Total sales volume outside of Mexico of finished steel products increased 0.6% to 0.636 million tons in 2016, compared to 0.632 million tons in 2015, while total Mexican sales decreased 0.2%, from 1.452 million tons in 2015, compared to 1.449 million tons in 2016. The average price of steel products increased 9% in 2016 compared to 2015.

Cost of Sales

Our cost of sales decreased 1%, from Ps. 23,097 million in 2015 to Ps. 22,776 million in 2016, which decrease is mainly attributable to a 4% decrease in the average price per ton of steel products sold and to the fact that in 2016 Ps. 466 million was charged against the cost of sales as a result of the increase in the value of the coke inventory, compared to Ps. 552 million in 2015. Cost of sales as a percentage of net sales was 83% in 2016 and 94% in 2015. We experienced higher cost of sales at our Republic facilities, mainly a result of (i) higher labor costs corresponding to our U.S. operations, and (ii) the higher cost of raw materials, which our U.S. operations use in the production of SBQ steel. Hourly wages at our Mexican operations were approximately U.S.$1.4 (Ps. 29) per hour in 2016 and U.S.$1.7 (Ps. 35) per hour in 2015, compared to U.S.$61.3 (Ps. 1,267) and U.S.$52.5 (Ps. 1,085) per hour for 2016 and 2015, respectively, at our U.S. operations. Although raw material costs are similar in the United States and Mexico, our U.S. operations produce only the more costly SBQ steel, which requires more expensive raw materials such as chromium, nickel, molybdenum and other alloys. Our Mexican operations require these alloys to a lesser extent, because they produce commodity steel as well as SBQ steel.

Gross Profit (Loss)

Our gross profit was Ps. 4,740 million in 2016 compared to a Ps. 693 million gross loss in 2015. This gross profit is attributable mainly to an increase of 59 thousand tons of finished steel products shipped, a 9% increase in the average price of steel products sold, and a 4% decrease in the average price per ton of steel products sold. As a percentage of net sales, our gross profit was 17% in 2016 and our gross loss was 3% in 2015.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) decreased 19%, to Ps. 1,277 million in 2016, compared to Ps. 1,582 million in 2015. The decrease of Ps. 305 million in 2016 compared to 2015 is attributable principally to the fact that in 2015 we made the following payments, which we did not make in 2016: (i) Ps. 178 million in royalties to Industrias CH for use of their brands, (ii) Ps. 78 million related to fees for legal services and (iii) expenses of Ps. 76 million corresponding to severance payments in Republic, which were made in 2015. In 2016 and 2015, our general and administrative expenses included Ps. 258 million and Ps. 256 million, respectively, of

amortization of the tangible and intangible assets registered principally in connection with the acquisition of Grupo San.

Operating expenses as a percentage of net sales were 5% in 2016 and 6% in 2015. Depreciation and amortization expense were Ps. 398 million in 2016 compared to Ps. 419 million in 2015.

Other (Expense) Income, Net

We recorded other expense, net, of Ps. 36 million in 2016, reflecting (i) income of Ps. 10 million related to the sale of scrap, (ii) expense of Ps. 35 million in the dismantling of machinery and (iii) an expense related to other financial operations of Ps. 11 million.

We recorded other income, net, of Ps. 173 million in 2015, reflecting (i) income of Ps. 4 million related to the sale of scrap, (ii) income of Ps. 174 million related to proceeds from a settlement with a client and (iii) an expense related to other financial operations of Ps. 5 million.

Interest Income

We recorded an interest income of Ps. 108 million in 2016 compared to Ps. 34 million in 2015. This increase is attributable mainly to better interest rates negotiated with our lenders.

Interest Expense

We recorded an interest expense of Ps. 40 million in 2016 compared to Ps. 40 million in 2015.

Foreign Exchange Gain (Loss)

We recorded a foreign exchange gain of Ps. 1,775 million in 2016 compared to an exchange loss of Ps. 382 million in 2015; this foreign exchange gain reflected the 19.2% depreciation of the peso against the dollar and the 17% appreciation of the Brazilian real against the dollar in 2016, compared to the 47% depreciation of the Brazilian real against the dollar and the 17.7% depreciation of the peso against the dollar in 2015.

Income Tax

In 2016 we recorded an income tax provision of Ps. 926 million, which included an income tax provision of Ps. 57 million and an income tax provision for deferred income taxes of Ps. 869 million. In 2015 we recorded an income tax provision of Ps. 771 million, which included an income tax provision of Ps. 1,598 million and an income tax benefit for deferred income taxes of Ps. 827 million. The income tax of 2015 includes Ps. 1,333 million that was paid by Simec International 6 S.A. de C.V. and Simec International 8 S.A. de C.V. arising from a review by the tax authority initiated in July 2015 to the fiscal year ended December 31, 2010, due to a difference of opinion on the deduction of losses on disposal of treasury bonds of the United States.

Our effective income tax rates for 2016 and 2015 were 17.6% and 22.5%, respectively. According to the Income Tax Law in Mexico, the tax rate for the year 2016 and years thereafter is 30%. We have implemented the practice of recognizing the benefit derived from the amortization of tax losses for the period in which such losses are actually amortized. In 2016 and 2015, we amortized tax losses which generated a benefit on income tax of approximately Ps. 1,166 million and Ps. 39 million, respectively. These effects caused our effective tax rates during 2016 and 2015 to be lower than the statutory tax rate.

Net Income (Loss)

We recorded net income of Ps. 4,343 million in 2016, compared to net loss of Ps. 3,261 million in 2015. This income is attributable mainly to (i) an increase of 59 thousand shipments of finished steel products, (ii) an increase of 9% in the average price of steel products sold, (iii) the 4% decrease in the average price per ton of steel products sold and (iv) a foreign exchange gain of Ps. 1,775 million in 2016 compared to Ps. 382 million of foreign exchange loss in 2015.

Mexican Segment

Statements of Comprehensive Income

Comparison of Years Ended December 31, 2015 and 2016

Net Sales

Net sales increased 9%, to Ps. 16,362 million in 2016 compared to Ps. 14,978 million in 2015. This increase resulted principally from a 6% increase in the average price per ton of steel products and an increase of 43 thousand tons of shipments of finished steel products.

Shipments of finished steel products increased 3%, to 1.495 million tons in 2016, compared to 1.452 million tons in 2015.

The average price of steel products increased 6% in 2016 compared to 2015.

Cost of Sales

Our cost of sales increased 22%, from Ps. 11,248 million in 2015 to Ps. 13,725 million in 2016, which increase is mainly attributable to a 18% increase in the cost of sales of our products sold and the increase of 43

thousand tons of shipments of finished steel products. As a percentage of net sales, our cost of sales was 84% in 2016, compared to 75% in 2015.

Gross Profit

Our gross profit decreased 29%, to Ps. 2,637 million in 2016 compared to Ps. 3,731 million in 2015. This decrease is attributable mainly to an increase of 18% in the average price of steel products sold. As a percentage of net sales, our gross profit was 16% in 2016, compared to 25% in 2015.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) decreased 18%, to Ps. 902 million in 2016, compared to Ps. 1,101 million in 2015. Such decrease is attributable principally to the fact that in 2015 we had an administrative expense of Ps. 178 million in royalties paid to Industrias CH for use of their brands, which we did not have in 2016. In 2016 and 2015, our general and administrative expenses included Ps. 245 million and Ps. 245 million, respectively, of amortization of the tangible and intangible assets registered principally in connection with the acquisition of Grupo San.

Administrative expenses as a percentage of net sales were 6% in 2016 and 7% in 2015. Depreciation and amortization expense were Ps. 338 million in 2016 compared to Ps. 366 million in 2015.

Other Expense (Income), Net

We recorded other expense, net, of Ps. 40 million in 2016, reflecting (i) an income of Ps. 10 million related to the sale of scrap, (ii) other expense of Ps. 35 million related to dismantling machinery and (iii) other expense, net, related to other financial operations of Ps. 15 million.

We recorded other income, net, of Ps. 6 million in 2015, reflecting (i) an income of Ps. 4 million related to the sale of scrap and (ii) other income related to other financial operations of Ps. 2 million.

Interest Income

We recorded an interest income of Ps. 108 million in 2016 compared to Ps. 34 million in 2015. This increase is attributable mainly to better interest rates negotiated with our lenders.

Interest Expense

We recorded an interest expense of Ps. 15 million in 2016 compared to Ps. 10 million in 2015. This increase was principally due to negotiations with our lenders in connection with commissions payable to them.

Foreign Exchange Gain (Loss)

We recorded a foreign exchange gain of Ps. 2,343 million in 2016 compared to an exchange gain of Ps. 840 million in 2015; this foreign exchange reflected the 19.2% depreciation of the peso against the dollar in 2016.

Income Tax

In 2016, we recorded an income tax provision of Ps. 668 million, which included an income tax provision of Ps. 7 million and an income tax provision for deferred income taxes of Ps. 661 million. In 2015 we recorded an income tax provision of Ps. 1,413 million, which included an income tax provision of Ps. 1,598 million and an income tax benefit for deferred income taxes of Ps. 185 million. The income tax of 2015 includes Ps. 1,333 million that was paid by Simec International 6 S.A. de C.V. and Simec International 8 S.A. de C.V. arising from a review by the tax authority initiated in July 2015 to the fiscal year ended December 31, 2010, due to a difference of opinion on the deduction of losses on disposal of treasury bonds of the United States.

According to the Income Tax Law in Mexico, the tax rate for the year 2016 and years thereafter is 30%.

Net Income

We recorded net income of Ps. 3,463 million in 2016, compared to net income of Ps. 2,087 million in 2015. This increase is attributable mainly to (i) an increase of 43 thousand shipments of finished steel products, (ii) an increase of 6% in the average price of steel products sold, and (iii) a foreign exchange gain of Ps. 2,343 million in 2016 compared to Ps. 840 million of foreign exchange gain in 2015.

USA Segment

Statements of Comprehensive Income

Comparison of Years Ended December 31, 2015 and 2016

Net Sales

Net sales decreased 1%, to Ps. 9,339 million in 2016 compared to Ps. 9,468 million in 2015. This decrease resulted principally from a decrease of 173 thousand tons of shipments of finished steel products.

Shipments of finished steel products decreased 30%, to 397 thousand tons in 2016, compared to 570 thousand tons in 2015.

The average price of steel products in pesos increased 41% in 2016 compared to 2015. Also, surcharges of scrap have affected the sales price due to a consistently low level of scrap cost.

Cost of Sales

Our cost of sales decreased 38%, from Ps. 11,829 million in 2015 to Ps. 7,332 million in 2016, which decrease is mainly attributable to a 30% decrease in shipments of finished steel products, a decrease of 11% in the prices of raw materials used for the production of finished products and to the fact that in 2016 Ps. 466 million was charged against the cost of sales as a result of the increase in the value of the coke inventory, compared to Ps. 552 million in 2015. Cost of sales as a percentage of net sales was 79% in 2016, compared to 125% in 2015.

Gross Profit (Loss)

Our gross profit was Ps. 2,007 million in 2016 compared to a Ps. 4,433 million gross loss in 2015. As a percentage of net sales, our gross profit was 21% in 2016, compared to a 47% gross loss in 2015. The selling steel prices throughout the year also impacted our margin since prices for steel products charged to our customers were gradually lower than our costs of steel purchases as a result of the time lag between the production and sales cycles.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) decreased 35%, to Ps. 299 million in 2016, compared to Ps. 457 million in 2015.

Administrative expenses as a percentage of net sales were 4% in 2016 and 5% in 2015. Depreciation and amortization expense were Ps. 58 million in 2016 compared to Ps. 67 million in 2015.

Other Income, Net

We recorded other income, net, of Ps. 1,482 million in 2016, reflecting (i) income of Ps. 1,478 million related to the transfer of the total assets of the Gary, Indiana plant in the United States to the current Tlaxcala plant in Mexico, through a turnkey transaction, by which Republic Steel developed the project until the start of the operations in Tlaxcala, Mexico, and (ii) other income, net of Ps. 4 million related to other financial operations.

We recorded other income, net, of Ps. 184 million in 2015, reflecting (i) income of Ps. 174 million related to proceeds from a settlement with a client and (ii) other income, net of Ps. 10 million related to other financial operations.

Interest Income

We recorded an interest income of Ps. 0.1 million in 2016 compared to Ps. 0.2 million in 2015.

Interest Expense

We recorded an interest expense of Ps. 45 million in 2016 compared to Ps. 47 million in 2015.

Income Tax

In 2016 we recorded an income tax provision of Ps. 256 million for deferred income taxes. In 2015 we recorded an income tax benefit of Ps. 642 million for deferred income taxes.

Net Income (Loss)

We recorded net income of Ps. 2,932 million in 2016, compared to a net loss of Ps. 4,111 million in 2015. Our net income is attributable mainly to (i) the increase of 41% in the average price of steel products sold, (ii) a decrease of 11% in the prices of raw materials used for the production of finished products and (iii) other income, net, of Ps. 1,482 million.

Brazil Segment

Statements of Comprehensive Income

Comparison of Years Ended December 31, 2015 and 2016

Our segment in Brazil started operations in late 2015. The information presented for 2016 is not comparable with 2015 because the information presented for 2016 corresponds to a full year of operations, while the information presented for 2015 corresponds only to a few months of operations.

Net Sales

Net sales increased to Ps. 1,814 million in 2016 compared to Ps. 29 million in 2015. This increase resulted principally from an increase of 189 thousand tons of shipments of finished steel products.

Shipments of finished steel products increased to 193 thousand tons in 2016, compared to 4 thousand tons in 2015.

Cost of Sales

Our cost of sales increased to Ps. 1,719 million compared to Ps. 20 million in 2015. Cost of sales as a percentage of net sales was 95% in 2016, compared to 69% in 2015.

Gross Profit

Our gross profit was Ps. 95 million in 2016 compared to Ps. 9 million of gross profit in 2015. As a percentage of net sales, our gross profit was 5% in 2016, compared to 31% of gross loss in 2015.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) were Ps. 77 million in 2016 compared to Ps. 24 million in 2015. Operating expenses as a percentage of net sales were 4% in 2016 compared to 83% in 2015. Depreciation and amortization expense were Ps. 3 million in 2016 compared to Ps. 1 million in 2015.

Other Expense, Net

We did not record other expense, net, in 2016. We recorded other expense, net, of Ps. 16 million in 2015, reflecting other expenses related to other financial operations.

Interest Expense

We recorded an interest expense of Ps. 51 million in 2016 compared to Ps. 25 million in 2015.

Foreign Exchange Gain (Loss)

We recorded a foreign exchange gain of Ps. 766 million in 2016 compared to an exchange loss of Ps. 497 million in 2015; this foreign exchange reflected the 17% appreciation of the Brazilian real against the dollar in 2016 compared to 2015.

Income Tax

In 2016 we recorded an income tax provision of Ps. 2 million, while in 2015 we did not record any income tax.

Net Income (Loss)

We recorded a net income of Ps. 731 million in 2016 compared to Ps. 553 million of net loss in 2015.

Consolidated Statements of Comprehensive Income

Comparison of Years Ended December 31, 2014 and 2015

Net Sales

Net sales decreased 9%, to Ps. 24,476 million in 2015 compared to Ps. 26,829 million in 2014. This decrease resulted principally from a 1% decrease in the average price per ton of steel products and a decrease of 171 thousand shipments of finished steel products. Total sales outside of Mexico decreased 22%, to Ps. 9,932 million in 2015 compared with Ps. 12,664 million in the same period of 2014. Total sales in Mexico increased 3%, from Ps. 14,165 million in 2014 to Ps. 14,543 million in 2015.

Shipments of finished steel products decreased 8%, to 2.026 million tons in 2015, compared to 2.197 million tons in 2014. Total sales volume outside of Mexico of finished steel products decreased 24% to 0.632 million tons in 2015, compared to 0.837 million tons in 2014, while total Mexican sales increased 2%, from 1.360 million tons in 2014, compared to 1.394 million tons in 2015.

The average price of steel products decreased 1% in 2015 compared to 2014.

Cost of Sales

Our cost of sales decreased 9%, from Ps. 25,492 million in 2014 to Ps. 23,097 million in 2015, which decrease is mainly attributable to (i) a 1% decrease in the average price per ton of steel products sold, and (ii) an decrease of 171 thousand tons of finished steel products shipped. Cost of sales as a percentage of net sales was 95% in 2015 and 2014. We experienced higher cost of sales at our Republic facilities, mainly a result of (i) higher labor costs corresponding to our U.S. operations, and (ii) the higher cost of raw materials, which our U.S. operations use in the production of SBQ steel. Hourly wages at our Mexican operations were approximately U.S.$1.7 (Ps. 35) per hour in 2015 and U.S.$2.0 (Ps. 41) per hour in 2014, compared to U.S.$52.5 (Ps. 1,085) and U.S.$50 (Ps. 1,033) per hour for 2015 and 2014, respectively, at our U.S. operations. Although raw material costs are similar in the United States and Mexico, our U.S. operations produce only the more costly SBQ steel, which requires more expensive raw materials such as chromium, nickel, molybdenum and other alloys. Our Mexican operations require these alloys to a lesser extent, because they produce commodity steel as well as SBQ steel.

Impairment of Property, Plant and Equipment

We made an analysis of the fair value of the Lorain facility with the assistance of an independent valuation firm and determined the net book value exceeded the fair value by approximately Ps. 2,072 million (U.S.$130.7 million) and as such, recognized an asset impairment of this amount during the year ended December 31, 2015.

Gross (Loss) Profit

Our gross loss was Ps. 693 million in 2015 compared to Ps. 1,337 million of gross profit in 2014. This gross loss is attributable mainly to the impairment of property, plant and equipment and a decrease of 171 thousand tons of finished steel products shipped. As a percentage of net sales, our gross loss was 3% in 2015 and our gross profit was 5% in 2014.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) increased 32%, to Ps. 1,582 million in 2015, compared to Ps. 1,194 million in 2014. The increase of Ps. 388 million in 2015 compared to 2014, is attributable principally to (i) Ps. 178 million in royalties paid to Industrias CH for use of their brands, (ii) Ps. 78 million related to fees paid for legal services and (iii) expenses of Ps. 76 million corresponding to severance payments in Republic. In 2015 and 2014, our general and administrative expenses included Ps. 256 million and Ps. 254 million, respectively, of amortization of the tangible and intangible assets registered principally in connection with the acquisition of Grupo San.

Operating expenses as a percentage of net sales were 6% in 2015 and 4% in 2014. Depreciation and amortization expense were Ps. 419 million in 2015 compared to Ps. 393 million in 2014.

Other Income (Expense), Net

We recorded other income, net of Ps. 173 million in 2015, reflecting (i) income of Ps. 4 million related to the sale of scrap, (ii) income of Ps. 174 million related to proceeds from a settlement with a client and (iii) an expense related to other financial operations of Ps. 5 million.

We recorded other income, net of Ps. 61 million in 2014, reflecting (i) expenses of Ps. 1 million corresponding to land remediation work at Pacific Steel (ii) an expense of Ps. 2 million related to the write-off of certain account balances (iii) an income of Ps. 29 million related to the sale of scrap and (iv) an income related to other financial operations of Ps. 35 million.

Interest Income

We recorded an interest income of Ps. 34 million in 2015 compared to Ps. 25 million in 2014. This increase is attributable mainly to better interest rates negotiated with our lenders.

Interest Expense

We recorded an interest expense of Ps. 40 million in 2015 compared to Ps. 23 million in 2014. This increase was principally due to negotiations with our lenders in connection with commissions payable to them.

Foreign Exchange Gain (Loss)

We recorded a foreign exchange loss of Ps. 382 million in 2015 compared to an exchange gain of Ps. 474 million in 2014; this foreign exchange loss reflected the 47% depreciation of the Brazilian real against the dollar and the 17.7% depreciation of the peso against the dollar in 2015 compared to the 13% depreciation of the peso against the dollar in 2014.

Income Tax

In 2015 we recorded an income tax provision of Ps. 771 million, which included an income tax provision of Ps. 1,598 million and an income tax benefit for deferred income taxes of Ps. 827 million. The income tax of 2015 includes Ps. 1,333 million that was paid by Simec International 6 S.A. de C.V. and Simec International 8 S.A. de C.V. arising from a review by the tax authority initiated in July 2015 to the fiscal year ended December 31, 2010, by difference of opinion on the deduction of losses on disposal of treasury bonds of the United States. In 2014 we recorded an income tax provision of Ps. 162 million, which included an income tax provision of Ps. 278 million and an income tax benefit for deferred income taxes of Ps. 116 million.

Our effective income tax rates for 2015 and 2014 were 22.5% and 23.8%, respectively. According to the Income Tax Law in Mexico, the tax rate for the year 2015 and years thereafter is 30%. We have implemented the practice of recognizing the benefit derived from the amortization of tax losses for the period in which such losses are actually amortized. In 2015 and 2014, we amortized tax losses which generated a benefit on income tax of approximately Ps. 39 million and Ps. 145 million, respectively. These effects caused our effective tax rates during 2015 and 2014 to be lower than the statutory tax rate.

Net (Loss) Income

We recorded net loss of Ps. 3,261 million in 2015, compared to net income of Ps. 518 million in 2014. This loss attributable mainly to (i) a decrease of 171 thousand shipments of finished steel products, (ii) an expense of Ps. 2,072 million related to impairment charges in Republic, (iii) a foreign exchange loss of Ps. 419 million in 2015 compared to Ps. 474 million of foreign exchange gain in 2014 and (iv) the Ps. 1,333 million that was paid by Simec International 6, S.A. de C.V. and Simec International 8, S.A. de C.V. derived by a review initiated in July 2015 to the fiscal year 2010 by the tax authority, by difference of opinion on the deduction of losses on disposal of treasury bonds of the United States.

Mexican Segment

Statements of Comprehensive Income

Comparison of Years Ended December 31, 2014 and 2015

Net Sales

Net sales increased 3%, to Ps. 14,978 million in 2015 compared to Ps. 14,518 million in 2014. This increase resulted principally from a 1% increase in the average price per ton of steel products and an increase of 33 thousand tons of shipments of finished steel products.

Shipments of finished steel products increased 3%, to 1.452 million tons in 2015, compared to 1.419 million tons in 2014.

The average price of steel products increased 1% in 2015 compared to 2014.

Cost of Sales

Our cost of sales decreased 7%, from Ps. 12,076 million in 2014 to Ps. 11,248 million in 2015, which decrease is mainly attributable to a 9% decrease in the prices of raw materials used for the production of finished products. As a percentage of net sales, our cost of sales was 75% in 2015, compared to 83% in 2014.

Gross Profit

Our gross profit increased 53%, to Ps. 3,731 million in 2015 compared to Ps. 2,442 million in 2014. This increase is attributable mainly to a 9% decrease in the prices of raw materials used for the production of finished products and an increase of 33 thousand tons of shipments of finished steel products. As a percentage of net sales, our gross profit was 25% in 2015, compared to 17% in 2014.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) increased 35%, to Ps. 1,101 million in 2015, compared to Ps. 818 million in 2014. Such increase is attributable principally to (i) an administrative expense of Ps. 178 million in royalties paid to Industrias CH for use of their brands, (ii) Ps. 78 million related to fees paid for legal services and (iii) other administrative expenses in our plants in Mexico. In 2015 and 2014, our general and administrative expenses included Ps. 245 million and Ps. 245 million, respectively, of amortization of the tangible and intangible assets registered principally in connection with the acquisition of Grupo San.

Administrative expenses as a percentage of net sales were 7% in 2015 and 6% in 2014. Depreciation and amortization expense were Ps. 366 million in 2015 compared to Ps. 331 million in 2014.

Other Income (Expense), Net

We recorded other income, net of Ps. 6 million in 2015, reflecting (i) an income of Ps. 4 million related to the sale of scrap and (ii) other income related to other financial operations of Ps. 2 million.

We recorded other income, net of Ps. 30 million in 2014, reflecting (i) an expenses of Ps. 1 million corresponding to land remediation work at Pacific Steel (ii) an expense of Ps. 2 million related to the depuration of some account balances (iii) an income of Ps. 4 million related to adjustments in inflation for taxes returned to us and (iv) other income related to other financial operations of Ps. 29 million.

Interest Income

We recorded an interest income of Ps. 34 million in 2015 compared to Ps. 25 million in 2014. This increase is attributable mainly to better interest rates negotiated with our lenders.

Interest Expense

We recorded an interest expense of Ps. 10 million in 2015 compared to Ps. 7 million in 2014. This increase was principally due to negotiations with our lenders in connection with commissions payable to them.

Foreign Exchange Gain (Loss)

We recorded a foreign exchange gain of Ps. 840 million in 2015 compared to an exchange gain of Ps. 491 million in 2014; this foreign exchange reflected the 17.7% depreciation of the peso against the dollar in 2015 and the 47% depreciation of the Brazilian real against the dollar in 2015.

Income Tax

In 2015 we recorded an income tax provision of Ps. 1,413 million, which included an income tax provision of Ps. 1,598 million and an income tax benefit for deferred income taxes of Ps. 185 million. The income tax of 2015 includes Ps. 1,333 million that was paid by Simec International 6 S.A. de C.V. and Simec International 8 S.A. de C.V. arising from a review by the tax authority initiated in July 2015 to the fiscal year ended December 31, 2010, by difference of opinion on the deduction of losses on disposal of treasury bonds of the United States. In 2014 we recorded an income tax provision of Ps. 222 million, which included an income tax provision of Ps. 278 million and an income tax benefit for deferred income taxes of Ps. 56 million.

According to the Income Tax Law in Mexico, the tax rate for the year 2015 and years thereafter is 30%.

Net Income

We recorded net income of Ps. 2,087 million in 2015, compared to net income of Ps. 1,940 million in 2014. Net income for 2015 remains virtually equal to the net income generated in 2014, due to the increase in tons sold that offset the additional expense of income tax.

USA Segment

Statements of Comprehensive Income

Comparison of Years Ended December 31, 2014 and 2015

Net Sales

Net sales decreased 23%, to Ps. 9,468 million in 2015 compared to Ps. 12,310 million in 2014. This decrease resulted principally from a decrease of 208 thousand tons of shipments of finished steel products.

Shipments of finished steel products decreased 27%, to 570 thousand tons in 2015, compared to 778 thousand tons in 2014.

The average price of steel products in pesos increased 5% in 2015 (in dollars decreased 14%) compared to 2014, mainly as a result of lower prices in the steel market. Also, surcharges of scrap have affected the sales price due to a consistently low level of scrap cost.

Cost of Sales

Our cost of sales decreased 12%, from Ps. 13,416 million in 2014 to Ps. 11,829 million in 2015, which decrease is mainly attributable to a 27% decrease in shipments of finished steel products and the decrease of 25% in the prices of raw materials used for the production of finished products. In 2015 we made a charge to the cost of sales for an inventory valuation allowance of Ps. 681 million. Cost of sales as a percentage of net sales was 125% in 2015, compared to 109% in 2014.

Impairment of Property, Plant and Equipment

We made an analysis of the fair value of the Lorain facility with the assistance of an independent valuation firm and determined the net book value exceeded the fair value by approximately Ps. 2,072 million (U.S.$130.7 million) and as such, recognized an asset impairment of this amount during the year ended December 31, 2015.

Gross (Loss) Profit

Our gross loss was Ps. 4,433 million in 2015 compared to Ps. 1,106 million of gross loss in 2014. This gross loss is attributable mainly to the impairment of property, plant and equipment of Ps. 2,072 million (U.S.$130.7 million), a decrease of 208 thousand tons of shipments of finished steel products and the charge to the cost of sales for an inventory valuation allowance of Ps. 681 million. As a percentage of net sales, our gross loss was 47% in 2015, compared to 9% of gross loss in 2014. The selling steel prices throughout the year also impacted our margin since prices for steel products charged to our customers were gradually lower than our costs of steel purchases as a result of the time lag between the production and sales cycles.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) increased 36%, to Ps. 457 million in 2015, compared to Ps. 335 million in 2014. The administrative expenses in dollars increased by U.S.$3.6 million (Ps. 74 million), due to the expenses of U.S.$3.8 million corresponding to severance payments (Ps. 76 million), the other difference in pesos of Ps. 46 million corresponds to 17.7% depreciation of the peso against the dollar, the amount in pesos is recorded as an increase.

Administrative expenses as a percentage of net sales were 5% in 2015 and 3% in 2014. Depreciation and amortization expense were Ps. 67 million in 2015 compared to Ps. 62 million in 2014.

Other Income, Net

We recorded other income, net of Ps. 184 million in 2015, reflecting (i) income of Ps. 174 million related to proceeds from a settlement with a client and (ii) other income, net of Ps. 10 million related to other financial operations.

We recorded other income, net of Ps. 31 million in 2014, reflecting an income of (i) Ps. 29 million related to the sale of scrap and (ii) Ps. 2 million related to other financial operations.

Interest Income

We recorded an interest income of Ps. 0.2 million in 2015 compared to Ps. 0.4 million in 2014.

Interest Expense

We recorded an interest expense of Ps. 47 million in 2015 compared to Ps. 25 million in 2014.

Income Tax

In 2015 we recorded an income tax benefit of Ps. 642 million for deferred income taxes. In 2014 we recorded an income tax benefit of Ps. 60 million for deferred income taxes.

Net Loss

We recorded net loss of Ps. 4,111 million in 2015, compared to net loss of Ps. 1,374 million in 2014. This increase in our net loss is attributable mainly to (i) an expense of Ps. 2,072 million related to asset impairment charges, (ii) a decrease of 208 thousand tons of shipments of finished steel products and (iii) the charge to the cost of sales for an inventory valuation allowance of Ps. 681 million.

Brazil Segment

Statements of Comprehensive Income

Comparison of Years Ended December 31, 2014 and 2015

Our segment in Brazil started operations in late 2015; the information presented is not comparable with 2014 because in that year we did not have production and sale of our products.

Net Sales

Our net sales were Ps. 29 million in 2015. Our shipments of finished steel products in 2015 were 4 thousand tons.

Cost of Sales

Our cost of sales was Ps. 20 million in 2015. As a percentage of net sales, our cost of sales was 69% in 2015.

Gross Profit

Our gross profit was Ps. 9 million in 2015. As a percentage of net sales, our gross loss was 31% in 2015. The selling steel prices throughout the year also impacted our margin since prices for steel products charged to our customers were gradually lower than our costs of steel purchases as a result of the time lag between the production and sales cycles.

Administrative Expenses

Our administrative expenses (including depreciation and amortization) were Ps. 24 million in 2015. Operating expenses as a percentage of net sales were 83% in 2015. Depreciation and amortization expense were Ps. 1 million in 2015.

Other Expense, Net

We recorded other expense, net of Ps. 16 million in 2015, reflecting other expenses related to other financial operations.

Interest Expense

We recorded an interest expense of Ps. 25 million in 2015 compared to Ps. 15 million in 2014.

Foreign Exchange Loss

We recorded a foreign exchange loss of Ps. 497 million in 2015 compared to an exchange loss of Ps. 203 million in 2014; this foreign exchange reflected the 47% depreciation of the Brazilian real against the dollar in 2015.

Income Tax

In 2015 we did not record any income tax for 2015.

Net Loss

We recorded a net loss of Ps. 553 million in 2015. Our net loss is attributable mainly to our foreign exchange loss of Ps. 497 million.

Critical Accounting Policies

The discussion in this section is based upon our consolidated financial statements, which have been prepared in accordance with IFRS. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at year-end, and the reported amount of revenues and expenses during the year. Management regularly evaluates these estimates, including those related to the carrying value of property, plant and equipment and other non-current assets, inventories and cost of sales, income taxes, foreign currency transactions and exchange differences, liabilities for deferred income taxes, valuation of financial instruments, obligations relating to employee benefits, potential tax deficiencies, environmental obligations, and potential litigation claims and settlements. Management estimates are based on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Accordingly, actual results may differ materially from current expectations under different assumptions or conditions.

Management believes that the critical accounting policies which require the most significant judgments and estimates used in the preparation of the financial statements relate to deferred income taxes, the impairment of property, plant and equipment, impairment of intangible assets, valuation allowance on accounts receivable and inventories obsolescence. We evaluate the recoverability of operating tax losses (NOL) carry forwards, and only for those who have probability of being recovered is determined a deferred tax asset. The final realization of deferred tax assets depends on the generation of taxable profits in the periods when the temporary differences are deductible. Upon carrying out this evaluation, we considered the expected reversal of deferred tax liabilities, projected taxable profit and planning strategies. Based on the company’s evaluation, it determined the amount of deferred tax assets that is more likely than not to be realized in the future against those taxable profits.

We evaluate periodically the adjusted values of our property, plant and equipment and intangible assets to determine whether there is an indication of potential impairment. Impairment exists when the carrying amount of an asset exceeds net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value. Assets to be disposed of are reported at the lower of the carrying amount or realizable value. Significant judgment is involved in estimating future revenues and cash flows or realizable value, as applicable, of our property, plant and equipment due to the characteristics of those assets. The class of our assets which most require complex determinations based upon assumptions and estimates relates to indefinite lived intangibles including goodwill, due to the current market environment.

In June of 2015 Republic Steel temporarily idled the newly constructed electric arc furnace at the Lorain, Ohio, facility in response to the severe economic downturn in the energy exploration sector following the sharp drop in the price of oil which has led to significant market declines and demand for product. As a consequence of this event management determined a triggering event took place to where the long-lived assets at the Lorain facility may not be fully recoverable. Management performed an analysis of the fair value of the Lorain facility with the assistance of an independent valuation firm and determined the net book value exceeded the fair value by approximately U.S.$130.7 million (Ps. 2,701 million) and as such recognized an asset impairment of this amount during the year ended December 31, 2015. The fair value determination at the Lorain facility was based on an independent valuation of the Lorain melt shop assets using the comparable match method of the market approach. The income approach was not considered an appropriate fair value measurement due to the absence of reliable forecast data as the facility was idled indefinitely in early 2016.

As of the date of this report, management has no near-term plans to restart the facility. The expectation is that it will be restarted when market conditions improve substantially, particularly in the oil and gas industry. We have property, plant and equipment with a net book value of approximately U.S.$46.9 million (Ps. 969 million) as of December 31, 2016, pertaining to the Lorain Ohio facility after recording the impairment charge of U.S.$130.7 million (Ps. 2,700 million) in 2015 (the impairment charge did not impact the cash flows, as it was not a cash expenditure). Management further assessed if there were any impairments at the Company’s other asset groups in accordance with IFRS and determined that as of December 31, 2016, no other asset groups were impaired based on current projections. No further impairment was considered necessary nor appropriate.

In assessing the recoverability of the goodwill and other intangibles, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets. We perform an annual review in the fourth quarter of each year, or more frequently if indicators of potential impairment exist, to determine if the carrying value of recorded goodwill is impaired. The impairment review process compares the fair value of the reporting unit in which goodwill resides to its carrying value. We estimate the reporting unit’s fair value based on a discounted future cash flow approach that requires estimating income from operations. In order to estimate our cash flows used in impairment computations, we considered the following:

our history of earnings;

our history of capital expenditures;

the remaining useful lives of our primary assets;

current and expected market and operating conditions; and

our weighted average cost of capital.

Other intangible assets are mainly comprised of trademarks, customer list and non-competition agreements. When impairment indicators exist, or at least annually for indefinite live intangibles, we determine our projected revenue streams over the estimated useful life of the asset. In order to obtain undiscounted and discounted cash flows attributable to each intangible asset, such revenues are adjusted for operating expenses, changes in working capital and other expenditures as applicable, and discounted to net present value using the risk adjusted discount rates of return. As of December 31, 2015 and 2016 there was no impairment charge to other intangible assets.

As a result of the downturn in the construction industry in Mexico during 2009 and the negative impact the downturn had on our operations mainly at the San Luis facilities, in which goodwill resides we adjusted the key assumptions used in the valuation model. As of December 31, 2015 and 2016, there was no impairment charge related to the San Luis facilities.

As of December 31, 2016, the main key assumptions used in the valuation models of the San Luis reporting unit are as follows:

discount rate:
13.1%; and

sales: we estimate an increase in sales of approximately 32.7% in 2017, mainly attributable to the increase in volume of mesh products, as a result of an investment to increase the production of mesh by approximately 42%. After 2017, no sales increases in volume terms are considered in the valuation model and the useful remaining life of the assets we keep the volume and only the increase in sales prices proportional to the estimated inflation.

If these estimates or their related assumptions for prices and demand change in the future, we may be required to record additional impairment charges for these assets.

With respect to valuation allowance on accounts receivable, on a periodic basis management analyzes the recoverability of accounts receivable in order to determine if, due to credit risk or other factors, some receivables may not be collected. If management determines that such a situation exists, the book value of the non-recoverable assets is adjusted and charged to the income statement through an increase in the doubtful accounts allowance. This determination requires substantial judgment by management. As a result, final losses from doubtful accounts could differ significantly from estimated allowances.

Net realizable value of inventory. We apply judgment at each balance sheet date to determine whether the low moving inventory is impaired. Inventory is impaired when the carrying value is greater than the net realizable value.

Reserve for environmental liabilities: The reserve for environmental liabilities represent the estimated environmental remediation costs that we believe are going to incur. These estimates are based on currently available data, existing technology, the current laws and regulations and take into account the likely effects of inflation and other economic and social factors. The time in which we could incur these costs cannot be determined reliably at this time due to the absence of deadlines for remediation under the laws and regulations which apply to remediation costs will be made.

New Accounting Pronouncements

IASB has issued amendments to IFRS, which were enacted but some of which are not yet effective:

IFRS effective since 2016:

IAS 16, Property, Plant and Equipment;

IAS 38, Intangible Assets;

IFRS 11, Joint arrangements;

IFRS 10, Consolidated Financial Statements;

IAS 28, Investment in Associates;

IFRS 5, Non-current Assets Held for Sale and Discontinued Operations;

IFRS 7, Financial Instruments: Disclosures;

IAS 19, Employee Benefits; and

IAS 34.- Interim Financial Reporting.

IFRS to be effective from 2017:

IAS 12, Recognition of Deferred Tax Assets for Unrealized Losses.

IFRS to be effective from 2018:

IFRS 15, Revenue for Contracts with Customers,

IFRS 9, Financial Instruments,

Amendment to IAS 40, Investment Property,

Amendment to IAS 28, Investment Entity,

Amendments to IFRS 2, related to the Classification and Measurement of Share-based Payment Transactions; and

Interpretation IFRIC 22, Foreign Currency Transactions and Advance Consideration Issued.

IFRS to be effective from 2019:

IFRS 16, Leases.

At the date of issuance of our consolidated financial statements, these new standards have not had any effect on our financial information.

B. Liquidity and Capital Resources

On December 31, 2016, our total consolidated debt was Ps. 6.241 million (U.S.$302,000) of 8 7/8% medium-term notes (“MTNs”) due 1998 which remained outstanding after we conducted exchange offers for the MTNs in October 1997 and August of 1998. We could not identify the holders of such MTNs at the time of the exchange offers and as a result such MTNs, which matured in 1998, have not been paid and remain outstanding.

On September 6, 2006, Industrias CH and its subsidiaries and affiliates made available a line of credit in favor of Republic. Effective January 1, 2009, Industrias CH reduced the interest rate from 5.23% to 0.25% per annum. As of December 31, 2016 and 2015, Republic had Ps. 1,016 million (comprised of U.S.$38 million and Ps. 222 million, including interest) and Ps. 881 million (U.S.$50 million, including interest), respectively, outstanding under this line of credit. See Note 18 to our consolidated financial statements included elsewhere herein.

We depend heavily on cash generated from operations as our principal source of liquidity. Other sources of liquidity have included financing made available to us by our parent Industrias CH (primarily in the form of equity or debt, substantially all of which was subsequently converted to equity), primarily for the purpose of repaying third party indebtedness, as well as limited amounts of vendor financing. On February 8, 2007, we completed a public offering of ADSs and series B shares and raised cash proceeds of approximately Ps. 2,421 millones (U.S.$214 million). As of December 31, 2012 we had cash and cash equivalents of Ps. 8,102 million, as of December 31, 2013 we had cash and cash equivalents of Ps. 6,985 million, as of December 31, 2014 we had cash and cash equivalents of Ps. 7,003 million, as of December 31, 2015 we had cash and cash equivalents of Ps. 6,224 million and as of December 31, 2016 we had cash and cash equivalents of Ps. 7,536 million. We believe that this amount of cash generated from operations will be sufficient to satisfy our currently anticipated cash requirements, including our currently anticipated capital expenditures.

Our principal use of cash has generally been to fund our operating activities, to acquire businesses and to fund our capital expenditure programs. The following is a summary of cash flows for the three years ended December 31, 2014, 2015 and 2016:

Principal Cash Flows

	Years ended December 31,		
	2014	2015	2016
Funds provided (used) by operating activities	1,370	(382)	3,349
Funds used in investing activities	(2,060)	(655)	(3,166)
Funds (used) provided by financing activities	(48)	(285)	978

Our net funds provided by operations were Ps. 3,349 million in 2016 compared to Ps. 382 million of net funds used by operations in 2015. The increase of Ps. 3,731 million in the net funds provided by operations between 2016 and 2015 originated mainly from the net income for the year. Our net funds used by operations were Ps. 382 million in 2015 compared to Ps. 1,370 million of net funds provided by operations in 2014. The decrease of Ps. 1,752 million in the net funds provided by operation between 2015 and 2014 originated mainly from the decrease in our gross profit and the income tax of Ps. 1.3 million paid in 2015 for a review of prior periods.

We attribute our net funds used in investing activities primarily to the acquisition of new facilities, property, plant and equipment and other non-current assets. Our net funds used in investing activities were Ps. 3,166 million in 2016 compared to Ps. 655 million in 2015. In addition, in 2016 we invested Ps. 54 million in the acquisition of shares of public companies for trading. Our net funds used in investing activities were Ps. 655 million in 2015 compared to Ps. 2,060 million in 2014. In addition, in 2015 we invested Ps. 374 million in the acquisition of shares of public companies for trading.

Our net funds provided by financing activities in 2016 were Ps. 978 million, compared to Ps. 285 million used by financing activities in 2015. In 2016 we obtained an income of Ps. 1,018 million in the repurchase of our own shares compared to Ps. 245 million in 2015. Our net funds used by financing activities in 2015 were Ps. 285 million, compared to Ps. 48 million used by financing activities in 2014. In 2015 we used Ps. 245 million to repurchase our own shares compared to Ps. 26 million in 2014. We do not have in place any interest rate or currency hedging instruments. We were not a party to any non-exchange traded contracts accounted for at fair value in 2016 and 2015.

As of December 31, 2016, we have the following commitments for capital expenditures:

On September 5, 2015 a turnkey contract became effective with Danieli & Officine Meccaniche Spa (Danieli) for the supply and construction (except for civil engineering) in Tlaxcala, México, of a new Minimill for the production of 600,000 SBQ, up to a total amount of U.S.$203.5 million (Ps. 4,205 million) for which, as of December 21, 2016, U.S.$59.4 million (Ps. 1,227 million) had been advances, compared to U.S.$27.7 million (Ps. 572 million) as of December 31, 2015. The off-shore portion of the contract price is equal to U.S.$152.5 million (Ps. 3,151 million) , which will be paid to Danieli in various installments according to the project's progress, and the on-shore portion of the contract price is equal to U.S.$51 million (Ps. 1,054), which will be paid to certain local suppliers of Danieli on a monthly basis, as instructed by them. The project is estimated to be completed in 2018.

C. Research and Development, Patents and Licenses

The San Luis facilities are registered with the Mexican Institute of Industrial Property ("IMPI") and the trademarks "SAN" and "Aceros San Luis." The trademark "Grupo Simec" is registered with the IMPI. Also, a patent is currently in process of

registration before the IMPI entitled in favor of Simec International 6, S.A. de C.V.

D. Trend Information

In the first quarter of 2017 net sales increased 29% compared to the fourth quarter of 2016. Sales in tons of finished steel increased 30% in the first quarter of 2017 compared with the fourth quarter of 2016. Prices of finished products sold in the first quarter of 2017 decreased approximately 0.3% compared to the fourth quarter of 2016.

All of the statements in this "Trend Information" section are subject to and qualified by the information set forth under the "Cautionary Statement Regarding Forward Looking Statements." See also Item 5.A "Operating and Financial Review and Prospects—Overview of Operating Results."

E. Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements.

F. Contractual Obligations

The table below sets forth our significant short-term and long-term contractual obligations as of December 31, 2016:

	Maturity				
	Less than 1 year	**1– 3 years**	**4– 5 years**	**In excess of 5 years**	**Total**
	(millions of pesos)				
Short-term debt obligations of related parties[(1)]	1,021	—	—	—	1,021
Short-term debt obligations	6	—	—	—	6
Long-term contractual obligations (see paragraph below)	18	21	—	—	39
Total	1,045	21	—	—	1,066

(1) Ps. 1,016 million correspond to a note payable to Industrias CH (Ps. 222 million) and Tuberías Procarsa, Pytsa Industrial de México and Procarsa Tube and Pipe denominated in U.S. dollars, for an indefinite term and bearing annual interest at a rate of 0.25%; Ps. 5 million correspond to other liabilities.

Republic leases certain equipment, office space and computers through operating contracts under non-cancelable operating leases. These lease contracts expire on several different dates by the end of 2020. During 2016 and 2015, the expenses for operating leases were Ps. 21 million (U.S.$1.1 million) and Ps. 26 million (U.S.$1.5 million), respectively. As of December 31, 2016, total future minimum lease payments under non-cancelable operating leases are Ps. 18 million (U.S.$0.9 million) in 2017, Ps. 10.3 million (U.S.$0.5 million) in 2018, Ps. 10.2 million (U.S.$0.5 million) in 2019 and Ps. 0.1 million (U.S.$0.006 million in 2020. At December 31, 2016 there are no additional obligations after 2020.

In January 2013, Republic entered into an agreement with EnerNOC which enables Republic to receive payments for reducing the electricity consumption during a dispatch declared by PJM Interconnection as an emergency. The agreement is for 5 years, effective January 31, 2013 and expires on May 31, 2018. Republic recognized income of Ps. 18.6 million (U.S.$1 million) and of Ps. 50.7 million (U.S.$3.2 million) from this agreement in 2016 and in 2015, respectively.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management

Our Board of Directors

Our board of directors is responsible for managing our business. Pursuant to our by-laws, the board of directors shall consist of a maximum of 21 but not less than five members elected at an ordinary general meeting of shareholders. Our board of directors currently consists of five directors, each of whom is elected at the annual shareholders' meeting for a term of one year with an additional period of thirty days, if a successor has not been appointed. The board of directors may appoint provisional directors until the shareholders' meeting appoints the new directors. Under the Mexican Securities Market Law and our bylaws, at least 25% of our directors must be independent. Under the law, the determination as to the independence of our directors made by our shareholders' meeting may be contested by the CNBV. In compliance with our bylaws and applicable Mexican law, our board of directors meets on a quarterly basis and resolutions adopted by a majority of directors at the meeting are valid resolutions.

Election of the Board of Directors

At each shareholders' meeting for the election of directors, the holders of shares are entitled pursuant to our by-laws to elect the directors. Each person (or group of persons acting together) holding 10% of our capital stock is entitled to designate one director.

The current members of our board of directors were nominated and elected to such position at the 2016 general meeting of shareholders as proposed by Industrias CH. We expect that Industrias CH will be in a position to continue to elect the majority of our directors and to exercise substantial influence and control over our business and policies and to influence us to enter into transactions with Industrias CH and affiliated companies. However, our by-laws provide that at least 25% of our directors must be independent from us and our affiliates, and our board of directors has passed a resolution requiring the approval of at least two independent directors for certain transactions between us and our affiliates which are not our subsidiaries.

Under Mexican law, a majority shareholder has no fiduciary duty to minority shareholders but may not act contrary to the interests of the corporation for the majority shareholder's benefit. Such a majority shareholder is required to abstain from voting on any matter in which it directly or indirectly has a conflict of interest and can be liable for actual and consequential damages if such matter passes as a result of its vote in favor thereof. In addition, the directors of a Mexican corporation owe a duty to act in a manner which, in their independent judgment, is in the best interests of the corporation and all its shareholders.

Our board of directors adopted a code of ethics in December 2002.

Authority of the Board of Directors

The board of directors is our legal representative. The board of directors must approve, among other matters, the following:

our general strategy;

annual approval of the business plan and the investment budget;

capital investments not considered in the approved annual budget for each fiscal year;

proposals to increase our capital or that of our subsidiaries;

with input from the Audit Committee, on an individual basis: (i) any transactions with related parties, subject to certain limited exceptions, (ii) our management structure and any amendments thereto, and (iii) the election of our chief executive officer, his compensation and removal for justified causes; (iv) our financial statements and those of our subsidiaries, (v) unusual or non- recurrent transactions and any transactions or series of related transactions during any calendar year that involve (a) the acquisition or sale of assets with a value equal to or exceeding 5% of our consolidated assets or (b) the giving of collateral or guarantees or the assumption of liabilities, equal to or exceeding 5% of our consolidated assets, and (vi) contracts with external auditors and the chief executive officer annual report to the shareholders' meeting;

calling shareholders' meetings and acting on their resolutions;

any transfer by us of shares in our subsidiaries;

creation of special committees and granting them the power and authority, provided that the committees will not have the authority which by law or under our by-laws is expressly reserved for the board of directors or the shareholders;

determining how to vote the shares that we hold in our subsidiaries; and

the exercise of our general powers in order to comply with our corporate purpose.

Meetings of the board of directors will be validly convened and held if a majority of our members are present. Resolutions at the meetings will be valid if approved by a majority of the members of the board of directors, unless our by-laws require a higher number. The chairman has a tie-breaking vote. Notwithstanding the board's authority, our shareholders pursuant to decisions validly taken at a shareholders' meeting at all times may override the board.

Duty of Care and Duty of Loyalty

The Mexican Securities Market Law imposes a duty of care and a duty of loyalty on directors. The duty of care requires our directors to act in good faith and in the best interests of the company. In carrying out this duty, our directors are required to obtain the necessary information from the executive officers, the external auditors or any other person to act in the best interests of the company. Our directors are liable for damages and losses caused to us and our subsidiaries as a result of violating their duty of care.

The duty of loyalty requires our directors to preserve the confidentiality of information received in connection with the performance of their duties and to abstain from discussing or voting on matters in which they have a conflict of interest. In addition, the duty of loyalty is violated if a shareholder or group of shareholders is knowingly favored or if, without the express approval of the board of directors, a director takes advantage of a corporate opportunity. The duty of loyalty is also violated, among other things, by (i) failing to disclose to the audit and corporate practices committee or the external auditors any irregularities that the director encounters in the performance of his or her duties or (ii) disclosing information that is false or misleading or omitting to record any transaction in our records that could affect our financial statements. Directors are liable for damages and losses caused to us and our subsidiaries for violations of this duty of loyalty. This liability also extends to damages and losses caused as a result of benefits obtained by the director or directors or third parties, as a result of actions of such directors.

Our directors may be subject to criminal penalties of up to 12 years' imprisonment for certain illegal acts involving willful misconduct that result in losses to us. Such acts include the alteration of financial statements and records.

Liability actions for damages and losses resulting from the violation of the duty of care or the duty of loyalty may be exercised solely for our benefit and may be brought by us, or by shareholders representing 5% or more of our capital stock, and criminal actions only may be brought by the Mexican Ministry of Finance, after consulting with the CNBV. As a safe harbor for directors, the liabilities specified above (including criminal liability) will not be applicable if the director acting in good faith (i) complied with applicable law, (ii) made the decision based upon information provided by our executive officers or third-party experts, the capacity and credibility of which could not be subject to reasonable doubt, (iii) selected the most adequate alternative in good faith or if the negative effects of such decision

could not have been foreseeable, and (iv) complied with shareholders' resolutions provided the resolutions do not violate applicable law.

The members of the board are liable to our shareholders only for the loss of net worth suffered as a consequence of disloyal acts carried out in excess of their authority or in violation of our by-laws.

In accordance with the Mexican Securities Market Law, supervision of our management is entrusted to our board of directors, which shall act through an audit and corporate practices committee for such purposes, and to our external auditor. The audit and corporate practices committee (together with the board of directors) replaces the statutory auditor (*comisario*) that previously had been required by the Mexican Corporations Law. See Item 6.C. "— Committees" below.

The following table sets forth the names of the members of our board of directors and the year of their initial appointment:

Name	Director Since
Rufino Vigil González	2001
Raúl Arturo Pérez Trejo	2003
Luis García Limón	2011
Rodolfo García Gómez de Parada	2001
Gerardo Arturo Avendaño Guzmán	2001

Biographical Information of our Board of Directors

Gerardo Arturo Avendaño Guzmán. Mr. Avendaño was born in 1955. He is an independent director for purposes of Mexican law and has been a member of our board of directors and the Audit Committee since 2001. Mr. Avendaño is an independent lawyer specializing in civil, mercantile and fiscal litigation.

Rodolfo García Gómez de Parada. Mr. García was born in 1953. He has been a member of our board of directors since 2001 and is an independent director for purposes of Mexican law, and is the chairman of our Audit Committee. He has been the tax advisor of Industrias CH since 1978 and also serves as member of the board of directors of a group of self-service stores and restaurants since 1990.

Luis García Limón. Mr. García was born in 1944. He is currently our chief executive officer and has been a member of our board of directors since 2011. From 1982 to 1990 he was general director of Compañía Siderúrgica de Guadalajara, S.A. de C.V. ("CSG"), from 1978 to 1982 he was Operation Director of CSG, from 1974 to 1978 he was general manager of Moly Cop and Pyesa, and from 1969-1974 he was Engineering Manager of CSG. In addition, from 1967 to 1969 Mr. García was the director of electrical installation of a construction company.

Raúl Arturo Pérez Trejo. Mr. Pérez was born in 1959. He has been a member of our board of directors since 2003, and is an independent director for purposes of Mexican law. Mr. Pérez has also served since 1992 as the chief financial officer of a group that produces and sells structural steel racks for warehousing and other industrial storage.

Rufino Vigil González. Mr. Vigil was born in 1948. He is currently the chairman of our board of directors and has been a member of the board of directors since 2001. Since 1973, Mr. Vigil has been chief executive officer of a steel related products corporation. From 1988 to 1993, Mr. Vigil was a member of the board of directors of a Mexican

investment bank and from 1971 to 1973 he was a construction corporation manager.

Executive Officers

The following table sets forth the names of our executive officers, their current position with us and the year of their initial appointment to that position.

Name	**Position**	**Position Held Since**
Luis García Limón	Chief Executive Officer	1982*
Mario Moreno Cortez	Coordinator of Finance	2012
Juan José Acosta Macías	Chief Operating Officer	2004
Marcos Magaña Rodarte	Chief Sales Officer	2001

* Represents the date as of which Mr. García Limón first held this office with our predecessor, CSG.

Luis García Limón. Mr. García was born in 1944. He is currently our chief executive officer and has been a member of our board of directors since 2011. From 1982 to 1990 he was general director of CSG, from 1978 to 1982 he was Operation Director of CSG, from 1974 to 1978 he was general manager of Moly Cop and Pyesa, and from 1969-1974 he was Engineering Manager of CSG. In addition, from 1967 to 1969 Mr. García was the director of electrical installation of a construction company.

Mario Moreno Cortez. Mr. Moreno was born in 1968. He is currently our coordinator of Finance. From 1998 to 2010 he was the general accountant within the main subsidiaries of Grupo Simec. Previously Mr. Moreno worked in various departments of the financial area within certain of our principal subsidiaries.

Juan José Acosta Macías**.** Mr. Acosta was born in 1960. He is currently our chief operating officer. From 1998 to 2004 he was production manager of CSG, he has been working with us since 1983. Prior to working with us, Mr. Acosta worked for Mexicana de Cobre as a supervisor in 1982.

Marcos Magaña Rodarte. Mr. Magaña was born in 1965. He is currently our marketing and sales director. Before holding this position, Mr. Magaña was domestic sales manager of CSG from 1997 to 2001, sales manager for the western region of CSG from 1994 to 1996, sales manager of Metálica Las Torres, our subsidiary, from 1992 to 1994 and a salesman for CSG, from 1990 to 1992. Before working with us, Mr. Magaña worked for a bank as executive promoter of sales.

Our chief executive officer and executive officers are required, under the Mexican Securities Market Law, to act for our benefit and not that of a shareholder or group of shareholders. Our chief executive is required, principally, to (i) implement the instructions of our shareholders' meeting and our board of directors, (ii) submit to the board of directors for approval the principal strategies for the business, (iii) submit to the Audit Committee proposals for the systems of internal control, (iv) disclose all material information to the public and (v) maintain adequate accounting and registration systems and mechanisms for internal control. Our chief executive officer and our executive officers will also be subject to liability of the type described above in connection with our directors.

The business address of our directors and executive officers is our principal executive headquarters.

B. Compensation

For the years ended December 31, 2016 and 2015, we paid no fees to our five directors, and the aggregate compensation our executive officers earned was approximately Ps. 71.6 million and Ps. 57.3 million, respectively. We do not provide pension, retirement or similar benefits to our directors in their capacity as directors. Our executive officers are eligible for retirement and severance benefits required by Mexican law on the same terms as all other employees, and we do not separately set aside, accrue or determine the amount of our costs that is attributable to executive officers.

C. Board Practices

None of our directors or executive officers are entitled to benefits upon termination under their service contracts with us, except for what is due them according to the Mexican Federal Labor Law *(Ley Federal del Trabajo)*.

Committees

Our by-laws provide for an audit and corporate practices committee to assist the board of directors with the management of our business.

Audit and Corporate Practices Committee

Our audit and corporate practices committee is governed by our bylaws and Mexican law. Our by-laws provide that the audit and corporate practices committee shall be at least three members, all of which must be independent directors. The chairman of the audit and corporate practices committee is elected by our shareholders' meeting, and the board of directors appoints the remaining members.

The audit and corporate practices committee is currently composed of three members. Rodolfo García Gómez de Parada was re-elected as chairman of the audit and corporate practices committee at our annual ordinary shareholders' meeting held on April 29, 2016, and Gerardo Arturo Avendaño Guzmán and Raúl Arturo Pérez Trejo

were re-elected as members. Rodolfo García Gómez de Parada has been ratified as the "audit committee financial expert."

The audit and corporate practices committee is responsible, among others, for (i) supervising our external auditors and analyzing their reports, (ii) analyzing and supervising the preparation of our financial statements, (iii) informing the board of our internal controls and their adequacy, (iv) requesting reports of our board of directors and executive officers whenever it deems appropriate, (v) informing the board of any irregularities that it may encounter, (vi) receiving and analyzing recommendations and observations made by the shareholders, members of the board, executive officers, our external auditors or any third party and taking the necessary actions, (vii) calling shareholders' meetings, (viii) supervising the activities of our chief executive officer, (ix) providing an annual report to the annual shareholders' meeting, (x) providing opinions to our board of directors, (xi) requesting and obtaining opinions from independent third parties and (xii) assisting the board in the preparation of annual reports and other reporting obligations.

The chairman of the audit and corporate practices committee, shall prepare an annual report to the annual shareholders' meeting with respect to the findings of the audit and corporate practices committee, which shall include (i) the status of the internal controls and internal audits and any deviations and deficiencies thereof, taking into consideration the reports of external auditors and independent experts, (ii) the results of any preventive and corrective measures taken based on results of investigations in respect of non-compliance of operating and accounting policies, (iii) the evaluation of external auditors, (iv) the main results from the review of our financial statements and those of our subsidiaries, (v) the description and effects of changes to accounting policies, (vi) the measures adopted as result of observations of shareholders, directors, executive officers and third parties relating to accounting, internal controls, and internal or external audits; (vii) compliance with shareholders' and directors' resolutions; (viii) observations with respect to relevant directors and officers; (ix) the transactions entered into with related parties; and (x) the remuneration paid to directors and officers.

Our audit and corporate practices committee met at least quarterly in 2016.

D. Employees

As of December 31, 2016, we had 3,973 employees (2,616 were employed at our Mexico facilities, of whom 1,189 were unionized, 1,087 were employed at Republic facilities, of whom 927 were unionized and 270 were employed at our Brazil plant, of whom 198 were unionized) compared to 4,420 employees as of December 31, 2015, (2,688 were employed at our Mexico facilities, of whom 1,418 were unionized, 1,503 were employed at Republic facilities, of whom 1,247 were unionized and 229 were employed at Brazil plant, of whom 135 were unionized), and 4,861 employees as of December 31, 2014, (2,735 were employed at our Mexico facilities, of whom 1,450 were unionized, and 2,126 were employed at Republic facilities, of whom 1,769 were unionized).

The unionized employees in each of our Mexican facilities are affiliated with different unions. Salaries and benefits of our Mexican unionized employees are determined annually through collective bargaining agreements. Set forth below is the union affiliation of the employees of each of our Mexican facilities and the expiration date of the current collective bargaining agreements.

Guadalajara facilities: Sindicato de Trabajadores en la Industria Siderúrgica y Similares en el Estado de Jalisco. The contract expires on February 18, 2018.

Mexicali facilities: Sindicato de Trabajadores de la Industria Procesadora y Comercialización de Metales de Baja California. The contract expires on May 16, 2017.

Apizaco facilities: Sindicato Nacional de Trabajadores de Productos Metálicos, Similares y Conexos de la República Mexicana. The contract expires on January 16, 2018.

Cholula facilities: Sindicato Industrial “Acción y Fuerza” de Trabajadores Metalúrgicos Fundidores, Mecánicos y Conexos CROM del Estado de Puebla. The contract expires on March 1, 2018.

San Luis facilities: At the Aceros San Luis facility: Sindicato de Empresas adherido a la CTM, the contract expires on January 15, 2018; and at the Aceros DM facility: Sindicato de Trabajadores de la Industria Metal Mecánica, Similares y Conexos del Estado de San Luis Potosí CTM, the contract expires on January 23, 2018.

We have had good relations with the unions in our Mexican facilities. The collective bargaining agreements are renegotiated every two years, and wages are adjusted every year.

Republic is the only subsidiary of the Group which offers other benefits and pension plans to their employees. Benefit plans to employees with Republic are described below.

Collective Bargaining Agreements

As of December 31, 2016, 85% of Republic's workers are covered by a collective bargaining agreement with the United Steelworkers (USW). The agreement expired on August 15, 2016 and was extended for a further three years through August 15, 2019. The extended agreement renews all the provisions, understandings and agreements set forth in the January 1, 2012 Basic Labor Agreement. The base rates of pay determined under the extended agreement will remain. The extended agreement provides that the company's quarterly contributions to fund the Republic Retirement VEBA Benefit Trust (the "Benefit Trust") be reduced from U.S.$2.6 million (Ps. 54 million) to U.S.$0.25 million (Ps. 5 million) beginning in August 15, 2016 through June 30, 2019. Effective July 1, 2019, the Company's contribution to the Benefit Trust will change to U.S.$4.00 (Ps. 83) per hour for each hour worked by USW represented employees.

For the Mexican operations, approximately 45% of the employees are under collective bargaining agreements, which expire as described above.

For the Brazil operations, approximately 73% of the employees are under collective bargaining agreements, with *Sindicato dos Metalúrgicos de Pindamonhangaba, Moreira César e Roseira afiliado a CUT*, which expires on August 31, 2017.

Defined Contribution Plans

Steelworkers Pension Trust

Republic participates in the Steelworkers Pension Trust (SPT), a defined benefit multi-employer pension plan. While this plan provides defined benefits as a result of lack of information, the company accounts for the plan as a defined contribution plan. Specifically, the plan does not maintain accounting records for purposes of IFRS presentation and does not provide enough information to allocate amounts between participating employers'.

The company obligations to the plan are based upon fixed contribution requirements. The company contributes a fixed dollar amount of U.S.$1.68 (Ps. 35) per hour for each covered employee's contributory hours, as defined under the plan.

Participation in a multi-employer pension plan agreed to under the terms of a collective bargaining agreement differs from a traditional qualified single employer defined benefit pension plan. The SPT shares risks associated with the plan in the following respects:

- Contributions to the SPT by the company may be used to provide benefits to employees of other participating employers;

- If a participating employer stops contributing to the SPT, the unfunded obligations of the plan may be borne by the remaining participating employers;

- If Republic chooses to stop participating in the SPT, the company may be required to pay an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

On March 21, 2011, the Board of Trustees of the SPT elected funding relief which has the effect of decreasing the amount of required minimum contributions in near-term years, but will increase the minimum funding requirements during later plan years. As a result of the election of funding relief, the SPT's zone funding under the Pension Protection Act may be impacted.

In addition to the funding relief election, the Board of Trustees also elected a special amortization rule, which allows the SPT to separately amortize investment losses incurred during the SPT's December 31, 2008 plan year-end over a 29 year period, whereas they were previously required to be amortized over a 15 year period.

Republic's participation in the SPT for the annual periods ended December 31, 2016 and 2015, is outlined in the table below.

		Pension Protection Act Zone Status[a]			**Republic Steel Contributions (U.S.$ in thousands)**		**Surcharge Imposed[c]**		
Pension Fund	EIN/ Pension Plan Number	2016	2015	**FIP/RP Status Pending/ Implemented[b]**	2016	2015	2016	2015	Expiration of Collective Bargaining Agreement
Steelworkers Pension Trust	23-6648508/499	Green	Green	No	$3,153	$5,326	No	No	August 15, 2019

(a) The zone status is based on information that Republic received from the plan and is certified by the plan's actuary. Among other factors: plans in the green zone are at least 80% funded, plans in the yellow zone are less than 80% funded, and plans in the red zone are less than 65% funded.

(b) Indicates if a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented.

(c) Indicates whether there were charges to Republic from the plan.

Republic has not been listed in the plans' Forms 5500 as providing more than five percent of the total contributions for any plan years.

There have been no significant changes that affect the comparability of 2016 and 2015 contributions.

VEBA Benefit Trust

Republic is required to make quarterly contributions to the VEBA Benefit Trust as determined by the terms of the USW collective bargaining agreement. The VEBA Benefit Trust is a health and welfare plan for USW retiree healthcare benefits, and is not a “qualified” plan under the regulations of the Employee Retirement Income Security Act of 1974 (ERISA). Under the terms of the extended collective bargaining agreement referred to above, the Benefit Trust contributions have been reduced from U.S.$2.6 million (Ps. 54 million) to U.S.$0.25 (Ps. 5 million) million per quarter, effective August 16, 2016. For the years ended December 31, 2016 and 2015, the company recorded expenses of Ps. 128.7 million (U.S.$6.9 million) and Ps. 164.8 million (U.S.$10.4 million), respectively, related to the Benefit Trust.

Republic recorded combined expenses of Ps. 186.6 million (U.S.$10 million) and Ps. 248.9 million (U.S.$15.7 million) for the years ended December 31, 2016 and 2015, respectively, related to the funding obligations of the Benefit Trust and SPT.

401(k) Plans

Republic has a defined contribution 401(k) retirement plan that covers substantially all salaried and nonunion hourly employees. This plan is designed to provide retirement benefits through company contributions and voluntary deferrals of employees’ compensation. The company funds contributions to this plan each pay period based upon the participant’s age and service as of January first of each year. The amount of the company’s contribution is equal to the monthly base salary multiplied by the appropriate percentage based on age and years of service. The contribution becomes 100% vested upon completion of three years of vesting service. In addition, employees are permitted to make contributions into a 401(k) retirement plan through payroll deferrals. The company

provides a 25.0% matching contribution for the first 5.0% of payroll that an employee elects to contribute. Employees are 100% vested in both their and the company's matching 401(k) contributions. For the years ended December 31, 2016 and 2015, the company recorded expense of Ps. 13.1 million (U.S.$0.7 million) and Ps. 26.9 million (U.S.$1.7 million), respectively, related to this defined contribution retirement plan.

Employees who are covered by the USW labor agreement are eligible to participate in the defined contribution 401(k) retirement plan through voluntary deferrals of employees' compensation. There are no company contributions or employer matching contributions relating to these employees.

Profit Sharing Plans and Incentive Compensation Plans

The labor agreement includes a profit sharing plan to which Republic is required to contribute 2.5% of its quarterly pre-tax income, as defined in the labor agreement. At the end of each year, the contribution is based upon annual pre-tax income up to U.S.$50.0 million (Ps. 1,033 million) multiplied by 2.5%, U.S.$50.0 million (Ps. 1,033 million) to U,S.$100.0 million (Ps. 2,066 million) multiplied by 3.0%, and above U.S.$100.0 million (Ps. 2,066 million) multiplied by 3.5%, less the previous payouts during the year. No expense was recorded under this plan during the years ended December 31, 2016 and 2015, because the current and prior year thresholds had not been achieved.

Republic has a profit sharing plan for all salaried and nonunion hourly employees. During 2012, the profit sharing plan was based upon achieving target Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) amounts. During 2016 and 2015, the profit sharing plan was based upon achieving certain inventory and shipment targets. During the year ended December 31, 2015, Republic did not record payments to employees under the profit sharing plan and in the year 2016 Republic paid Ps.11.2 million (U.S.$0.6 million) to employees covered by the profit sharing plans.

E. Share Ownership

Industrias CH and its direct wholly-owned subsidiaries currently hold approximately 84% of our series B shares. At April 30, 2017, Rufino Vigil González, the chairman of our board of directors, owned, directly or indirectly, approximately 67% of Industrias CH.

Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

As of April 30, 2017, we had 495,388,624 shares of series B common stock outstanding. Based on information available to us, we believe that our officers and directors own no series B shares. Accordingly, on an individual basis, and as a group, our directors and executive officers beneficially owned less than one percent of any class of our shares. None of our directors or officers holds any options to purchase series B shares or preferred shares. Prior to June 2002, our capital stock also included series A shares. On June 5, 2002, we converted all of our series A shares to series B shares on a one-for-one basis.

Industrias CH and its direct wholly-owned subsidiaries currently hold approximately 84% of our series B shares. At April 30, 2017, Rufino Vigil González, the chairman of our board of directors, owned, directly or indirectly, approximately 67% of Industrias CH.

Our major shareholders do not have voting rights different from the rights of our other shareholders.

The following table shows the ownership of our series B shares as of April 30, 2017.

Name of Shareholder	Number of shares owned	% of shares owned
Industrias CH, S.A.B. de C.V	275,369,337	55.3 %
Tuberías Procarsa, S.A. de C.V. (1)	99,461,866	20.0 %
Vigon Control, S.R.L. de C.V.(2)	31,048,736	6.2 %
Aceros y Laminados Sigosa, S.A. de C.V. (1)	4,377,776	0.9 %
Joist Estructuras S.A. de C.V. (2)	6,188,406	1.2 %
Industrial de Herramientas CH, S.A. de C.V. (2)	2,240,628	0.5 %
Public Investors (3)	76,701,875	15.4 %
Treasury Shares	2,320,590	0.5 %
Total	497,709,214	100 %

(1) A subsidiary of Industrias CH.

(2) Companies directly or indirectly owned by members of the Vigil family. In 2013, Proyectos Comerciales el Ninzi, S.A. de C.V. and Compañía Mexicana de Tubos, S.A. de C.V. effected a split and subsequent merger therefore transferring their shares in the company to Vigon Control, S. de R.L de C.V.

(3) Includes 709,647 shares owned by Companies directly or indirectly owned by members of the Vigil family.

At April 30, 2017, 495,388,624 series B common shares were held in Mexico by approximately 149 shareholders who were record holders in Mexico and 15 were ADS record holders in the United States. The ADS represent 2,250,402 common shares.

B. Related Party Transactions

We have engaged from time to time in a number of transactions with certain of our shareholders and companies that are owned or controlled, directly or indirectly, by our controlling shareholder, Industrias CH. These transactions were made on terms that we believe were not less favorable to us than those obtainable on an arm's length basis. See Note 18 to our consolidated financial statements included elsewhere herein. On July 22, 2005, we and Industrias CH acquired 100% of the stock of Republic through SimRep. We acquired 50.2% (U.S.$123 million or Ps. 1,403 million at the exchange rate at that time) of Republic's stock through our majority owned subsidiary, SimRep, and Industrias CH purchased the remaining 49.8%. We financed our portion of the purchase price principally from a loan that we received through Industrias CH that has since been repaid in full.

We have borrowed various amounts from Industrias CH, primarily to finance acquisitions (including the acquisition of Republic), debt redemptions and bank loan amortization and interest payments, a substantial portion of which borrowings were converted to equity. We have also received various capital contributions from Industrias CH.

From time to time we purchase and/or sell steel products, primarily billet, to Industrias CH and its affiliates. In 2014, 2015 and 2016 these purchases totaled Ps. 4 million, Ps. 41 million and Ps. 324 million, respectively. In addition, in 2014, 2015 and 2016 we sold Ps. 18 million, Ps. 7 million and Ps. 5 million, respectively, of steel products to Industrias CH and its affiliates. We negotiated these prices on an arms-length basis.

We have a services agreement with Industrias CH, pursuant to which Industrias CH provides administrative services to us and our subsidiaries. The term of the agreement is indefinite. We make payments to Industrias CH on a monthly basis. Under the services agreement, in 2014, 2015 and 2016 we paid Ps. 21 million, Ps. 22 million and Ps. 24 million, respectively.

In 2015 we paid royalties to Industrias CH for the use of certain brands in an amount of Ps. 183 million. In 2016 no such payments were made.

C. Interests of Experts and Counsel

Not applicable.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

See Item 18. “Financial Statements” and “Index to Financial Statements.”

Legal Proceedings

Mexico

On January 19, 2017, we received a letter issued by the General Director of Crimes and Sanctions of the *Comisión Nacional Bancaria y de Valores* (National Banking and Securities Commission) (the “CNBV”), notifying us that certain actions in connection with the repurchase of our own shares could be contrary to the provisions of the *Ley del Mercado de Valores* (Securities Market Law) (the “LMV”). On February 9, 2017, we presented our statement of facts pursuant to the administrative sanction procedure, which as of the date hereof is still pending resolution. Any potential sanctions imposed in this case will be determined in accordance with the provisions of the LMV.

There are currently no other material legal or administrative proceedings pending in Mexico against us or any of our subsidiaries which we expect to have a material adverse effect on our financial condition or results of operations, or which we expect to result in material capital expenditures or materially adversely affect our competitive position.

The tax authorities in Mexico have the right to review the previous five years and could determine differences in taxes payable, plus corresponding adjustments, surcharges and fines. Currently the authority is reviewing certain of our subsidiaries, and their review is still ongoing.

United States

Our operations in the United States and Canada have been the subject of various environmental claims, including those described below. The resolution of any claims against us may result in significant liabilities.

California Regional Water Control Board, CRWCB

On August 16, 2011, the California Regional Water Quality Control Board (CRWCB) and the California Environmental Protection Agency (CALEPA) inspected the facilities of Pacific Steel in order to investigate drainage from the facility into street waters. On September 1, 2011, PS received an “Order to Cease & Desist Clean and Abate” (OCDCA) from the CALEPA. On September 15, 2011 the CALEPA conducted a follow-up investigation, and indicated that it was satisfied with the compliance to the OCDCA of PS. At December 31, 2016, the California Regional Water Quality Control Board (CRWCB) has not notified us with respect to the result of its inspection.

Department of Toxic Substances Control, DTSC

In September 2002, the Department of Toxic Substances Control (DTSC) inspected Pacific Steel’s (PS) facilities based on an alleged complaint from neighbors due to PS’s excavating to recover scrap metal on its property and on a neighbor’s property, which PS rents from a third party. In this same month, DTSC issued an enforcement order of imminent and substantial endangerment determination, which alleges that certain soil piles, soil management and metal recovery operations may cause an imminent and substantial danger to human health and the environment. Consequently, DTSC sanctioned PS for violating the Hazardous Waste Control Laws and the State of California Security Code and imposed an obligation to make necessary changes to the location. On July 26, 2004, DTSC filed a Complaint for Civil Penalties and Injunctive Relief against PS in San Diego Superior Court. On July 26, 2004, the court issued a judgment, whereby PS was obligated to pay U.S.$235,000 (Ps. 5 million). This payment was made by PS in 2004 and 2005.

On June 6, 2010 the DTSC and the San Diego Department of Environmental Health (DEH) inspected the facilities of PS, in response to a general complaint. On August 10, 2010 DTSC and DEH conducted a second inspection and found seven infractions. The DEH was satisfied with the compliance of PS on those issues. On October 19, 2010 the technical division of the DTSC recommended to the enforcement division of DTSC that it impose significant penalties upon PS as a result of such infractions. As of December 31, 2016 PS is awaiting a final decision from DTSC.

The land remediation was suspended at the beginning of 2011 due to the inefficiency of the process, as verified by several studies. In November 2011, the Mexicali plant began the process of importing raw land for final disposal in a secure landfill based in Nuevo León, once the metal content was separated, which metal content is used as raw material in the smelting process.

The daily load of 5 trucks of land in PS is made in the presence of DTSC staff. At December 31, 2014, PS had already shipped 27,800 tons of material to the Mexicali plant. To date, only an estimated 8,000 tons of material is still pending to be shipped, which is classified as dangerous for purposes of the Resource Conservation and Recovery Act (“RCRA”). PS applied to obtain the permits to ship this type of material from the Mexican authorities.

On April 9, 2015, PS received a letter from the Attorney General / Department of Justice of the State of California whereby PS was required to present a program for transporting the contaminated soil stack classified as dangerous pursuant to the RCRA to an authorized confinement in the United States on or before April 22, 2015. On April 21, 2015, PS sent a letter to the Attorney General requesting an extension on the obligation to ship proceeds to confinement in the United States, pending the necessary permits from Mexico. On July 23, 2015, a reply was received from the Attorney General denying the extension and demanding the immediate start of shipments of RCRA land to an authorized confinement, but agreeing to extend the initial date process by 10 weeks. PS began the transport of RCRA classified material on July 29, 2015 to complete shipments on September 12, 2015 with a total of 3000 metric tons.

Based on the experience of shipments in 2013, 2014 and 2015, we believe that the cost of shipping the remaining piles would result in a total cost of between U.S.$0.3 million (Ps. 6 million) and U.S.$0.5 million (Ps. 10 million). At December 31, 2016, we have created a reserve for U.S.$0.4 million (Ps. 8 million) under the heading of other payables in our consolidated statement of financial position.

On January 5, 2016, the San Diego Superior Court entered into a final judgement (the “2016 Final Judgment”) between the California Attorney General’s office, the DTSC and PS. The agreements are as follows:

PS must pay U.S.$138,000 (Ps. 3 million) as civil penalties for violations of the California Hazardous Waste Control Law (the “HWCL”) between 2010 and 2015. PS has made payments of U.S.$84,000 (Ps. 2 million) to date, with the balance to be paid under the terms established in the 2016 Final Judgment.

PS agreed to remove a soil pile that qualified as being hazardous under the RCRA to a Class I landfill in Buttonwillow, California. The 2016 Final Judgment indicates that PS completed this task in October 2, 2015.

Under the terms of the 2016 Final Judgment, PS was also required to take confirmation soil samples in the vicinity of the area previously occupied by the RCRA soil pile. That soil sampling indicated the presence of soil with levels of contaminants that qualify as hazardous under the California HWCL. The sampling did not indicate the presence of any soil with levels of contaminants that quality as hazardous under RCRA. On April 7, 2016, the California Attorney General and DTSC demanded that PS remove soil within 10 feet of the former RCRA pile to two feet below ground surface and dispose of that soil in an appropriate landfill. At this time, we have no information as to the ultimate scope of this soil removal or how much this soil removal may cost.

PS must continue to comply with the Final Judgment, 2004 Consent Agreement, Interim Measures Workplan, and all other workplans. The DTSC requested and PS confirmed that it will prepare a

feasibility investigation and risk assessment on or before September 15, 2016, as a precursor for preparing a Corrective Measures Study. The Corrective Measures Study is intended to describe the environmental, soil, and groundwater investigation results, and recommended options for addressing existing conditions at PS's facility in National City. At this time, we have no information as to what these reports will determine, the remedies that may be suggested, or how much these remedies may cost.

On August 5, 2016, the DTSC ordered PS not to excavate the perimeter of the area where the RCRA soil pile was located.

Environmental Liabilities

As is the case with most steel producers in the United States and Canada, we could incur significant costs related to environmental compliance activities and remediation stemming from historical waste management practices or other environmental issues at Republic's facilities. At December 31, 2016 and 2015, we had a reserve to cover probable environmental liabilities totaling Ps. 55.8 million (U.S.$2.7 million) and Ps. 50.3 million (U.S.$2.9 million), respectively. The reserve includes incremental direct costs of remediation efforts and post remediation monitoring costs that are expected to be included after corrective actions are complete. As of December 31, 2016, the current and non-current portions, Ps. 20.7 million (U.S.$1 million) and Ps. 35.1 million (U.S.$1.7 million), respectively, of the environmental reserve are included in other accrued liabilities and accrued environmental liabilities, respectively, in the accompanying consolidated statement of financial position. The company is not otherwise aware of any material environmental remediation liabilities or contingent liabilities relating to environmental matters with respect to the Republic's facilities for which the establishment of an additional reserve would be necessary at this time. To the extent the company incurs any such additional future costs, these costs will most likely be incurred over a number of years. However, future regulatory action regarding historical waste management practices at the company's facilities and future changes in applicable laws and regulations may require the company to incur significant costs that may have a material adverse effect on the company's future financial performance.

B. Significant Changes

None

Item 9. The Offer and Listing

Our series B shares are listed on the Mexican Stock Exchange, and the ADSs are listed on the New York Stock Exchange. On February 20, 2003, we effected a 1 for 20 reverse stock split. On May 30, 2006, we effected a 3 for 1 stock split. To maintain trading prices in the United States, the ADS to share ratio was simultaneously adjusted from one ADS representing one series B share to one ADS representing three Series B shares. The ADSs are evidenced by

American depositary receipts, or “ADRs,” issued by The Bank of New York as depositary under a Deposit Agreement, dated as of July 8, 1993, as amended, among us, the depositary and the holders from time to time of ADRs.

Share Price Information

The following table sets forth for the periods indicated the high and low sales prices expressed in historical pesos of our series B shares on the Mexican Stock Exchange, and the high and low sales price expressed in U.S. dollars of the ADSs on the New York Stock Exchange

	Mexican Stock Exchange		**New York Stock Exchange**	
	High	**Low**	**High**	**Low**
2012	61.99	31.00	14.39	6.96
2013	64.62	45.54	15.37	10.15
2014	66.99	42.13	15.17	8.50
2015	50.63	35.21	9.98	6.15

	Mexican Stock Exchange		New York Stock Exchange	
	High	**Low**	**High**	**Low**
2016	101.29	35.65	15.20	5.93
2014				
First Quarter	57.07	47.33	12.86	10.67
Second Quarter	63.49	47.22	14.31	10.84
Third Quarter	66.99	56.90	15.17	12.77
Fourth Quarter	61.50	42.13	13.66	8.50
2015				
First Quarter	50.63	40.05	9.98	7.84
Second Quarter	50.00	41.07	9.69	7.77
Third Quarter	49.30	41.47	9.14	7.26
Fourth Quarter	47.98	35.21	8.89	6.15
2016				
First Quarter	47.50	35.65	8.23	5.93
Second Quarter	59.50 (1)	45.90 (1)	10.26	6.97
Third Quarter	62.68 (1)	45.12 (1)	9.62	6.53
Fourth Quarter	101.29	58.50	15.20	9.06
2017				
First Quarter	99.99	79.28	14.76	12.42
Second Quarter (through May 12)	82.00	63.81	13.02	10.19
2017				
January	99.99	94.36	14.75	12.83
February	98.40	88.01	14.54	13.49
March	97.97	79.28	14.76	12.42
April	82.00	67.58	13.02	10.69
May (through May 12)	70.00	63.81	11.40	10.19

(1) On May 30, 2016, the Mexican Stock Exchange announced the suspension in trading of our stock on the Mexican Stock Exchange, identified with the ticker symbol “SIMEC B” as a result of our failure to timely file our 2015 annual report and audited financial statements. We filed our annual report on August 12, 2016 with the Mexican Banking and Securities Commission. The suspension in trading was lifted on August 15, 2016 and our stock is trading normally again on the Mexican Stock Exchange.

Trading on the Mexican Stock Exchange

The Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A.B. de C.V.*), located in Mexico City, is the only stock exchange in Mexico. Operating continuously since 1907, the Mexican Stock Exchange is organized as a publicly traded corporation with variable capital stock (*sociedad anónima bursátil de capital variable*). Securities trading on the Mexican Stock Exchange occurs each business day from 8:30 a.m. to 3:00 p.m., Mexico City time.

Since January 1999, all trading on the Mexican Stock Exchange has been effected electronically. The Mexican Stock Exchange may impose a number of measures to promote an orderly and transparent trading price of securities, including the operation of a system of automatic suspension of trading in shares of a particular issuer when price fluctuation exceeds certain limits. The Mexican Stock Exchange may also suspend trading in shares of a particular issuer as a result of:

non-disclosure of material events; or

changes in the offer or demand, volume traded, or prevailing share price that are inconsistent with the shares' historical performance and cannot be explained through publicly available information.

The Mexican Stock Exchange may reinstate trading in suspended shares when it deems that the material events have been adequately disclosed to public investors or when it deems that the issuer has adequately explained the reasons for the changes in offer and demand, volume traded, or prevailing share price. Under current regulations, the Mexican Stock Exchange may consider the measures adopted by the other stock exchanges in order to suspend and/or resume trading in an issuer's shares in cases where the relevant securities are simultaneously traded on a stock exchange outside of Mexico.

Settlement on the Mexican Stock Exchange is effected two business days after a share transaction. Deferred settlement is not permitted without the approval of the CNBV, even where mutually agreed. Most securities traded on the Mexican Stock Exchange are on deposit with the INDEVAL, a privately owned securities depositary that acts as a clearinghouse, depositary, and custodian, as well as a settlement, transfer, and registration agent for Mexican Stock Exchange transactions, eliminating the need for physical transfer of securities.

Although the Mexican Securities Market Law provides for the existence of an over-the-counter market, no such market for securities in Mexico has developed.

Item 10. Additional Information

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Our principal objects and purposes, as expressed in the Second Clause of our by-laws, are to engage in the control of companies dedicated to the manufacture, processing and distribution of diversified special bar quality ("SBQ") steel and structural products.

The Mexican Securities Market Law imposes a duty of care and a duty of loyalty on directors. The duty of care, which generally requires that directors: (i) obtain the information reasonably necessary to make decisions; (ii) request from

officers and auditors information that is relevant to a decision to be made; (iii) postpone board of directors meetings when a director is not present, has not arrived on time or has not been provided with the same information as other directors; (iv) deliberate and vote, including if requested with the presence only of the other directors and the secretary of the board. Directors will breached their duty of care and be subject to liability when damage is caused to the issuer by any of the following: (i) failure to attend board, shareholders' or committee meetings, which failure prevents such meeting from being duly held; (ii) failure to reveal relevant information to the board of directors or to an applicable committee, subject to legal or contractual limitations on disclosure of such information; or (iii) failure to comply with the duties imposed by the Mexican Securities Market Law or the issuer's by-laws. Failure of directors to act with due care makes the relevant directors jointly and severally liable for damages and losses caused to the issuer and its subsidiaries, which may be limited in the company's by-laws or by resolution of the shareholders' meeting, except in the case of bad faith, willful misconduct or illegal acts. Liability for breach of the duty of care may also be covered by indemnification provisions and director and executive officer insurance policies.

The duty of loyalty, which primarily consists of maintaining the confidentiality of information received in connection with the performance of the director's duties, and abstaining from discussing or voting on matters where the director has a conflict of interest. Directors will have breached their duty of loyalty in the following cases: (i) if without justification they utilize their position to gain benefits for themselves or third parties, including an individual shareholder or group of shareholders; (ii) if they vote on or participate in deliberations concerning an issue on which they have a conflict of interest; (iii) if they do not reveal the conflicts of interests they have; (iv) if they deliberately favor an individual shareholder or group of shareholders to the detriment of others; (v) if the approve related party transactions without observing the related guidelines under the Mexican Securities Market Law; (vi) if they utilize

property of the issuer for their own benefit or that of third parties in contravention of relevant policies; (vii) if they make undue use of privileged information; or (viii) if, for themselves or third parties, they take advantage of a corporate opportunity. A violation of the duty of loyalty makes the relevant directors jointly and severally liable for damages and losses caused to the issuer and its subsidiaries, and in every case require removal from their positions. Unlike the duty of care, liability for breach of the duty of loyalty may not be limited by the company's by-laws, by resolution of the shareholders' meeting or otherwise, nor may indemnification provisions or insurance policies cover such liability.

Our directors may be subject to criminal penalties of up to 12 years' imprisonment for certain illegal acts involving willful misconduct that result in losses to us, which include, among others, altering financial statements or records. In terms of the General Law of Commercial Companies and our by-laws, only the shareholders' meetings can determinate compensation for the directors. Our directors cannot individually exercise any of our borrowing powers. We do not have any retirement plan. Shareholders, or a group of shareholders, that control 10% of our shares can name a director and (in that director's absence) an alternate director.

Voting Rights and Shareholders' Meetings

Each series B share entitles its holder to one vote at any meeting of our shareholders. Each series L share would entitle its holder to one vote at any meeting at which holders of series L shares are entitled to vote. Holders of series L shares would be entitled to vote only on the following matters:

our transformation from one type of company to another;

to elect one member of our board of directors pursuant to the provisions of our by-laws and the Securities Market Law;

any merger or corporate spin-off in which we are not the surviving entity;

our dissolution or liquidation;

cancellation of the registration of our shares with the National Registry of Securities; and

any action that would prejudice the rights of holders of series L shares and not prejudice the other classes of shares similarly. A resolution on any such action requires the affirmative vote of a majority of all outstanding series L shares.

Shareholders may vote by proxy duly appointed in writing. Under Mexican law, holders of shares of any series are also entitled to vote as a class on any action that would prejudice the rights of holders of shares of such series but not rights of holders of shares of other series, and a holder of shares of such series would be entitled to judicial relief against any such action taken without such a vote. Our board of directors or other party calling for shareholder action initially would determine whether an action requires a class vote on these grounds. A negative determination would be subject to judicial challenge by an affected shareholder, and a court ultimately would determine the necessity for a class vote. There are no other procedures for determining whether a proposed shareholder action requires a class vote, and Mexican law does not provide extensive guidance on the criteria to be applied in making such a determination.

Under Mexican law and our by-laws, we may hold three types of shareholders' meetings: ordinary, extraordinary and special. Ordinary shareholders' meetings are those called to discuss any issue not reserved for extraordinary shareholders' meeting. An annual ordinary shareholders' meeting must be convened and held within the first four months following the end of each fiscal year to discuss, among other things, the board of director's report on our financial statements, the chief executive officer's report on our operations during the preceding year, a report on fulfillment of our tax obligations of the last fiscal year and the Audit Committee's report with respect to the preceding year, the appointment of members of the board of directors and the chairman of the Audit Committee, declaration of dividends and the determination of compensation for members of the board of directors and for members of the Audit Committee. Under the Mexican Securities Market Law, our ordinary shareholders' meeting,

in addition to those matters described above, will have to approve any transaction representing 20% or more of our consolidated assets, executed in a single or a series of transactions, during any fiscal year.

Extraordinary shareholders' meetings are those called to consider any of the following matters:

voluntary dissolution of the company;

an increase or decrease in a company's minimum fixed capital;

change in corporate purpose or nationality;

any transformation, merger or spin-off involving the company;

any stock redemption or issuance of preferred stock or bonds;

the cancellation of the listing of our shares with the National Securities Registry or on any stock exchange;

any other amendment to our by-laws; and

any other matters for which applicable Mexican law or our by-laws specifically require an extraordinary meeting.

Special shareholders' meetings are those that shareholders of the same series or class call and hold to consider any matter particularly affecting the relevant series or class of shares.

Shareholders' meetings are required to be held in our corporate domicile, which is Guadalajara, Jalisco. Calls for shareholders' meetings must be made by the chairman or the secretary of the board of directors or the chairman of our Audit Committee. Any shareholder or group of shareholders representing at least 10% of our capital stock has the right to request that the chairman of the board of directors or the chairman of the Audit Committee call a shareholders' meeting to discuss the matters indicated in the relevant request. If the chairman of the board of directors or the chairman of the Audit Committee fails to call a meeting within 15 calendar days following receipt of the request, the shareholder or group of shareholders representing at least 10% of our capital stock may request that the call be made by a competent court.

Calls for shareholders' meetings must be published in the official gazette of the state of Jalisco or any major newspaper located in the City of Guadalajara, Jalisco at least 15 calendar days prior to the date of the meeting. Each call must set forth the place, date and time of the meeting and the matters to be addressed. Calls must be signed by whomever makes them, provided that calls made by the board of directors or the Audit Committee must be signed by the chairman, the secretary or a special delegate appointed by the board of directors or the Audit Committee as appropriate, for that purpose. Shareholders' meetings will be validly held and convened without the need of a prior call or publication whenever all the shares representing our capital are duly represented.

To be admitted to any shareholders' meeting, shareholders must: (i) be registered in our share registry; and (ii) at least 24 hours prior to the commencement of the meeting submit (a) an admission ticket issued by us for that purpose, and (b) a certificate of deposit of the relevant stock certificates issued by the Secretary or by a securities deposit institution, a Mexican or foreign bank or securities dealer in accordance with the Mexican Securities Market Law. Shareholders may be represented at any shareholders' meeting by one or more attorneys-in-fact, and these representatives may not be one of our directors. Representation at shareholders' meetings may be substantiated pursuant to general or special powers of attorney or by a proxy executed before two witnesses.

At or prior to the time of the publication of any call for a shareholders' meeting, we will provide copies of the publication to the depositary for distribution to the holders of ADSs. Holders of ADSs are entitled to instruct the depositary as to the exercise of voting rights pertaining to the Series B shares. See "Description of American Depository Receipts — Voting Rights."

Quorum

Ordinary meetings are regarded as legally convened pursuant to a first call when shares representing more than 50% of our capital are present or duly represented. Resolutions at ordinary meetings of shareholders are valid when approved by a majority of the shares present at the meeting approves them. Any number of shares represented at an ordinary meeting of shareholders convened pursuant to a second or subsequent call constitutes a quorum. Resolutions at ordinary meetings of shareholders convened pursuant to a second or subsequent call are valid when a majority of the shares present at the meeting approves them.

Extraordinary shareholders' meetings are regarded as legally convened pursuant to a first call when shares representing at least 75% of our capital are present or duly represented, and extraordinary shareholders' meetings convened pursuant to a second or subsequent call are regarded as legally convened when shares representing 50% of our capital are present or duly represented. Resolutions at extraordinary meetings of shareholders are valid when approved by 50% of our capital. Special meetings of holders of series L shares are governed by the same rules applicable to extraordinary general meeting of holders of series B shares. The quorum for an extraordinary general meeting at which holders of series L shares may not vote is 75% of the series B shares, and the quorum for an extraordinary general meeting at which holders of L shares are entitled to vote is 75% of the outstanding capital stock. Whether on first, second or subsequent call, actions at an extraordinary general meeting generally may be taken by a majority vote of the series B shares outstanding and, on matters which holders of series L shares are entitled to vote, a majority vote of all the outstanding capital stock.

Our by-laws also establish that a delisting of our shares requires the vote of holders of 95% of our capital stock.

No Right of Redemption

The Mexican Securities Market Law and our by-laws provide that our shareholders do not have redemption rights for their shares.

Registration and Transfer

Our shares are registered with the National Securities Registry, as required under the Mexican Securities Market Law and regulations issued by the CNBV. Our shares are evidenced by share certificates in registered form, and registered dividend coupons may be attached thereto. Our shareholders either may hold their shares directly, in the form of physical certificates, or indirectly, in book-entry form, through institutions that have accounts with INDEVAL.

INDEVAL is the holder of record in respect of all such shares held in book-entry form. INDEVAL will issue certificates on behalf of our shareholders upon request. INDEVAL participants, brokers, banks, other financial entities or other entities approved by the CNBV maintain accounts at INDEVAL. We maintain a stock registry and only those persons listed in such stock registry, and those holding certificates issued by INDEVAL indicating ownership, and any relevant INDEVAL participants, will be recognized as our shareholders.

Dividends and Distributions

At the annual general ordinary shareholders' meeting, the board of directors submits our financial statements for the previous fiscal year, together with their report on us, to the series B shareholders for approval. Under our by-laws and Mexican law, our annual net income, based upon our audited financial statements prepared in accordance with MFRS, is applied as follows: (i) five percent of our net earnings must be allocated to a legal reserve fund, until such fund reaches an amount equal to at least 20% of our then current capital stock, (ii) thereafter, a certain percentage of net earnings may be allocated to any general or specific reserve fund, and (iii) the remainder of any net earnings is allocated as determined by the majority of our shareholders and may be distributed as dividends. All shares that are fully paid and outstanding at the time a dividend or other distribution is declared are entitled to share equally in any or other distribution. We will distribute through INDEVAL cash dividends on shares

held through INDEVAL. Any cash dividends on shares evidenced by physical certificates will be paid by surrendering to us the relevant dividend coupon registered in the name of its holder.

To the extent that we declare and pay dividends on our shares, owners of ADSs at the time a dividend or other distribution is declared will be entitled to receive any dividends payable in respect of the series B shares underlying their ADSs, subject to the terms of the Deposit Agreement. Cash dividends will be paid to the depositary in pesos, and, except as otherwise described under “Description of American Depositary Receipts—Dividends, Other Distribution and Rights,” the depositary will convert them into U.S. dollars and pay them to the holders of ADSs net of currency expenses and applicable fees.

A shareholder’s entitlement to uncollected dividends lapses within five years following the stated payment date, in favor of us.

For additional tender offer and insider trading rules applicable to our securities pursuant to Mexican Law, see “Market Information.”

Changes in Capital Stock

Increases and reductions of our share capital must be approved at an ordinary or extraordinary shareholders’ meeting, subject to the provisions of our by-laws and the Mexican Corporations Law.

Subject to the individual ownership limitations set forth in our by-laws, in the event of an increase of our capital stock, other than (i) in connection with mergers, (ii) for the conversion of convertible debentures as provided in Section 210 Bis of the Mexican General Law on Negotiable Instruments and Credit Transactions, (iii) for purposes of conducting a public offering of such shares or (iv) for the resale of shares maintained in our treasury as a result of repurchase of shares conducted on the Mexican Stock Exchange, our shareholders will have a preemptive right to subscribe and pay for new stock issued as a result of such increase in proportion to their shareholder interest at that time. This preemptive right must be exercised by any method provided in Section 132 of the Mexican Corporations Law, by subscription and payment of the relevant stock within fifteen business days after the date of publication of the corresponding notice to our shareholders in the in the official gazette of the state of Jalisco or in one of the newspapers of general circulation in Guadalajara, Jalisco, Mexico, provided that if at the corresponding meeting all of our shares are duly represented, the fifteen business day period shall commence on the date of the meeting. Preemptive rights cannot be waived in advance and cannot be traded separately from the corresponding shares that give rise to such right.

Holders of ADSs may exercise preemptive rights in limited circumstances. See “Description of American Depositary Receipts—Dividends, Other Distributions and Rights.” If a holder of series B shares or ADSs were unable or unwilling to exercise its preemptive rights in connection with such a capital increase, such holder’s proportionate share of dividends and other distributions and voting rights would decline. In addition, depending on the series of shares increased and the pattern in which preemptive rights were exercised, such a capital increase might increase or reduce the portion of our capital stock represented by series B shares and ADSs or increase or reduce the proportionate voting rights of such holder.

Our capital stock may be reduced by resolution of a shareholders’ meeting taken pursuant to the rules applicable to capital increases. Our capital stock also may be reduced upon withdrawal of a shareholder as provided in Section 206 of the Mexican Corporations Law, see “—Voting Rights and Shareholders’ Meetings” above, or by repurchase of our own stock in accordance with the Mexican Securities Market Law, see “Share Repurchases” below.

Share Repurchases

We may choose to acquire our own shares through the Mexican Stock Exchange on the following terms and conditions:

the acquisition must be carried out through the Mexican Stock Exchange;

the acquisition must be carried out at market price, unless a public offer or auction has been authorized by the CNBV;

the acquisition must be carried out against our net worth (*capital contable*) without adopting a reduction in capital stock or against our capital stock, and the shares so acquired will be held as treasury stock without any requirement to adopt a reduction in capital stock.
No shareholder consent is required for such purchases.

the amount and price paid in all share repurchases must be made public;

the annual ordinary shareholders meeting must determine the maximum amount of resources to be used in the fiscal year for the repurchase of shares;

we may not be delinquent on payments due on any outstanding debt issued by us that is registered with the National Securities Registry; and

any acquisition of shares must be in conformity with the requirements of Article 54 of the Mexican Securities Market Law, and we must maintain a sufficient number of outstanding shares to meet the minimum trading volumes required by the stock markets on which our shares are listed.

The economic and voting rights corresponding to repurchased shares may not be exercised during the period in which we own such shares, and such shares are not deemed to be outstanding for purposes of calculating any quorum or vote at any shareholders' meeting during such period.

The shares and negotiable instruments representing title to shares belonging to us or, as the case may be, issued but unsubscribed treasury shares, may be placed with the investing public without the need for a shareholders' meeting or board resolution. As such, the provisions of Article 132 of the Mexican Corporations Law do not apply.

In our Ordinary Shareholders Meeting held on September 14, 2016, an increase in the reserve for repurchase of shares to Ps. 1,000 million was approved and the total reserve at December 31, 2016, amounts to Ps. 2,000 million. In 2015, we repurchased 63,697,541 shares, of which 57,450,890 we resold. At December 31, 2015, we had 11,466,445 treasury shares. In the year 2015 we registered a loss of Ps. 76.3 million in the repurchase of shares. In 2016, we repurchased 36,317,389 shares, and we resold 47,660,950. At December 31, 2016, we had 122,884 treasury shares. In the year 2016 we registered a gain of Ps. 507.7 million in the repurchase of shares.

Ownership of Capital Stock by Subsidiaries

Our subsidiaries may not, directly or indirectly, invest in our shares, except for shares acquired as part of an employee stock option plan and in conformity with the Mexican Securities Market Law.

Delisting

Pursuant to the Mexican Securities Market Law, in the event that we decide to cancel the registration of our shares in the National Securities Registry and the listing of our shares on the Mexican Stock Exchange, or if the CNBV orders such cancellation, we will be required to conduct a tender offer for the shares held by minority shareholders and to create a trust with a term of six months, with amounts sufficient to purchase all shares not participating in the tender offer. Under the law, our controlling shareholders will be secondarily liable for these obligations. The price at which the shares must be purchased in the offer must be the greater of (i) the average of the trading price on the Mexican Stock Exchange during the last 30 days on which the shares were quoted prior to the date on which the tender offer is made or (ii) the book value of such shares as determined pursuant to our latest quarterly financial information filed with the CNBV and the Mexican Stock Exchange. If the CNBV orders the cancellation, we must launch the tender offer within 180 days from the date of their request. If we initiate it, under the Mexican Securities Market Law, the cancellation must be approved by 95% of our shareholders.

Other Provisions

Information to Shareholders. The Mexican Corporations Law establishes that companies, acting through their boards of directors, must annually present a report at a shareholder's meeting that includes:

a report of the directors on our financial statements, as well as on the policies followed by the directors and on the principal existing projects;

a report explaining the principal accounting and information policies and criteria followed in the preparation of the financial information;

a statement of the financial condition of the company at the end of the fiscal year;

a statement showing the results of operations of the company during the preceding year, as well as changes in the company's financial condition and capital stock during the preceding year;

a report of the chief executive officer on the operations of the company during the preceding year;

a report of the fulfillment of the company's tax obligations of the last fiscal year;

a report of the Audit Committee with respect to the preceding year; and

the notes which are required to complete or clarify the above mentioned information.

In addition to the foregoing, our by-laws provide that our board of directors also should prepare the information referred to above with respect to any subsidiary that represents at least 20% of our net worth (based on the financial statements most recently available).

Shareholders' Conflict of Interest. Under Mexican law, any shareholder that has a conflict of interest with respect to any transaction must abstain from voting thereon at the relevant shareholders' meeting. A shareholder that votes on a transaction in which its interest conflicts with ours may be liable for damages in the event the relevant transaction would not have been approved without such shareholder's vote.

Liquidation. In the event we are liquidated, the surplus assets remaining after payment of all our creditors will be divided among our shareholders in proportion to their respective share holdings. Shares that are only partially paid will participate in the distribution in the proportion that they were paid. The general extraordinary shareholders' meeting at which the liquidation resolution is made, will appoint one or more liquidators.

Foreign Investment. Ownership by foreign investors of shares of Mexican enterprises in certain economic sectors is regulated by the Foreign Investment Law and the regulations thereunder. The Ministry of the Economy and the National Commission on Foreign Investment are responsible for the administration of the Foreign Investment Law and Regulations.

Pursuant to the Mexican Foreign Investment Law and Regulations, foreign investors may acquire up to 100% of the capital stock of Mexican companies or entities in the steel industry. In accordance with our bylaws, Mexican and non-Mexican nationals may own all series of our share capital. We have registered any foreign owner of our shares, and the depositary with respect to the ADSs representing our shares, with the National Registry of Foreign Investment *(Registro Nacional de Inversión Extranjera).*

Forfeiture of Shares. As required by Mexican law, our by-laws provide that "any alien who at the time of incorporation or at any time thereafter acquires an interest or participation in the capital of the corporation shall be considered, by virtue thereof, as Mexican in respect thereof and shall be deemed to have agreed not to invoke the protection of his own government, under penalty, in case of breach of such agreement, of forfeiture of such interest or participation in favor of the Mexican nation." Under this provision, a non-Mexican shareholder is deemed to have agreed not to invoke the protection of his own government by asking such government to interpose a diplomatic

claim against the Mexican government with respect to the shareholder's rights as a shareholder but is not deemed to have waived any other rights it may have, including any rights under the U.S. securities laws, with respect to its investment in us. If the shareholder invokes such governmental protection in violation of this agreement, its shares could be forfeited to the Mexican government. Mexican law requires that such a provision be included in the by-laws of all Mexican corporations unless such by-laws prohibit ownership of shares by non-Mexican persons or entities.

Duration. Our existence under our by-laws is indefinite.

Certain Differences between Mexican and U.S. Corporate Law

You should be aware that the Mexican Corporations Law and the Mexican Securities Market Law, which apply to us, differ in certain material respects from laws generally applicable to U.S. corporations and their shareholders.

Independent Directors

The Mexican Securities Market Law requires that 25% of the directors of Mexican public companies must be independent, but the Audit Committee must be comprised entirely of independent directors. One alternate director may be appointed for each principal director, provided that the alternates for the independent directors are also deemed independent. Under Mexican law, certain individuals, including insiders, controlling individuals, major clients and suppliers, and any relatives of such individuals, are per se deemed as non-independent. In addition, under Mexica law, the determination as to the independence of our directors made by our shareholders' meeting may be contested by the CNBV. The independent directors are required under our bylaws to meet as often as necessary to fulfill their responsibilities. Independent directors are not required under Mexican law or our bylaws to meet without the presence of non-independent directors and management.

Pursuant to the rules and regulations of the New York Stock Exchange, 50% of the directors of listed companies must be independent, and foreign companies subject to reporting requirements under the U.S. federal securities laws and listed on the New York Stock Exchange must maintain an audit committee comprised entirely of independent directors as defined in the United States federal securities laws. Further, independent directors are required meet on a regular basis as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management.

Audit-Committee

For differences among Mexican Securities Market Law, which apply to us, and laws generally applicable to U.S. corporations regarding audit-committees, see “Item 6. Directors, Senior Management and Employees—C. Board Practices—Committees—Audit and Corporate Practices Committee.”

Mergers, Consolidations, and Similar Arrangements

A Mexican company may merge with another company only if a majority of the shares representing its outstanding capital stock approve the merger at a duly convened general extraordinary shareholders’ meeting, unless the company’s by-laws impose a higher threshold. Dissenting shareholders are not entitled to appraisal rights. Creditors have ninety days to oppose a merger judicially, provided they have a legal interest to oppose the merger.

Under Delaware law, with certain exceptions, a merger, consolidation, or sale of all or substantially all the assets of a corporation must be approved by the board of directors and a majority of the outstanding shares entitled to vote thereon. Under Delaware law, a shareholder of a corporation participating in certain major corporate transactions, under certain circumstances, may be entitled to appraisal rights pursuant to which the shareholder may receive payment in the amount of the fair market value of the shares held by the shareholder (as determined by a court) in lieu of the consideration the shareholder would otherwise receive in the transaction. Delaware law also provides that a parent corporation, by resolution of its board of directors and without any shareholder vote, may

merge with any subsidiary of which it owns at least 90% of each class of share capital. Upon any such merger, dissenting shareholders of the subsidiary would have appraisal rights.

Anti-Takeover Provisions

Subject to the approval of the CNBV, the Mexican Securities Market Law permits public companies to include anti-takeover provisions in their by-laws that restrict the ability of third parties to acquire control of the company without obtaining approval of the company's board of directors. See "Market Information—Market Regulation—Anti-Takeover Protections."

Under Delaware law, corporations can implement shareholder rights plans and other measures, including staggered terms for directors and super-majority voting requirements, to prevent takeover attempts. Delaware law also prohibits a publicly-held Delaware corporation from engaging in a business combination with an interested shareholder for a period of three years after the date of the transaction in which the shareholder became an interested shareholder unless:

prior to the date of the transaction in which the shareholder became an interested shareholder, the board of directors of the corporation approves either the business combination or the transaction that resulted in the shareholder becoming an interested shareholder;

upon consummation of the transaction that resulted in the shareholder becoming an interested shareholder, the interested shareholder owns at least 84% of the voting stock of the corporation, excluding shares held by directors, officers, and employee stock plans; or

at or after the date of the transaction in which the shareholder became an interested shareholder, the business combination is approved by the board of directors and authorized at a shareholders' meeting by at least 66⅔% of the voting stock which is not owned by the interested shareholder.

Shareholders' Suits

Pursuant to the Mexican Securities Market Law, only a shareholder or group of shareholders holding at least 5% of our outstanding shares may bring a claim against some or all of our directors, secretary of the board of directors or relevant executives for violation of their duty of care or duty of loyalty. In addition, such shareholder or group of shareholders must include in its claim the amount of damages or losses caused to the company and not only the damages or losses caused to the shareholder or group of shareholders bringing the claim, provided that any amount

recovered as indemnification arising from the liability action will be for the benefit of the company, and not for the benefit of the shareholder or group of shareholders. The shareholder or group or shareholders must demonstrate the direct and immediate link between the damage or loss caused to the company, and the acts alleged to have caused it. There is no requirement for the shareholder or group of shareholders to hold the shares for a certain period of time in order to bring a claim.

If the court determines that the shareholder or group of shareholders that initiated the claim acted in bad faith, such shareholder or group of shareholders will be liable to pay the legal fees and legal proceeding expenses.

The statute of limitations for these actions is five years from the date on which the act or event that caused the damage or loss occurred. These actions must be brought in the federal or local courts in Guadalajara, Jalisco (Mexico) and the court must personally notify the parties that have been sued, and must comply with all other legal formalities in order to satisfy the due process requirements of the Mexican Constitution.

Process must be served on the defendant personally, or, in the defendant's absence, process can be served by a judicial officer on the defendant's domicile whether or not the defendant is present. A method of service that does not comply with these requirements could be considered void. Class action lawsuits are not permitted under Mexican law.

Shareholder Proposals

Under Mexican law and our by-laws, holders of at least 10% of our outstanding capital stock are entitled to appoint one member of our board of directors.

Delaware law does not include a provision restricting the manner in which nominations for directors may be made by shareholders or the manner in which business may be brought before a meeting.

Calling of Special Shareholders' Meetings

Under Mexican law and our by-laws, the board of directors, the chairman of the board of directors or the chairman of the Audit Committee may call a shareholders' meeting. Any shareholder or group of shareholders with voting rights representing at least 10% of our capital stock may request that the chairman of the board of directors or the Audit Committee call a shareholders' meeting to discuss the matters indicated in the written request. If the chairman of the board of directors or the chairman of the Audit Committee fails to call a meeting within 15 calendar days following date of the written request, the shareholder or group of shareholders may request that a competent court call the meeting. A single shareholder may call a shareholders' meeting if no meeting has been held for two consecutive years or if matters to be dealt with at an ordinary shareholders' meeting have not been considered.

Delaware law permits the board of directors or any person who is authorized under a corporation's certificate of incorporation or by-laws to call a special meeting of shareholders.

Cumulative Voting

Under Mexican law, cumulative voting for the election of directors is permitted.

Under Delaware law, cumulative voting for the election of directors is permitted if expressly authorized in the certificate of incorporation.

Staggered Board of Directors

Mexican law does not permit companies to have a staggered board of directors, while Delaware law does permit corporations to have a staggered board of directors.

Approval of Corporate Matters by Written Consent

Mexican law permits shareholders to take action by unanimous written consent of the holders of all shares entitled to vote. These resolutions have the same legal effect as those adopted in a general or special shareholders' meeting. The board of directors may also approve matters by unanimous written consent.

Delaware law permits shareholders to take action by written consent of holders of outstanding shares having more than the minimum number of votes necessary to take the action at a shareholders' meeting at which all voting shares were present and voted.

Amendment of Certificate of Incorporation

Under Mexican law, it is not possible to amend a company's certificate of incorporation (*acta constitutiva*). However, the provisions that govern a Mexican company are contained in its by-laws, which may be amended as described below. Under Delaware law, a company's certificate of incorporation generally may be amended by a vote of holders of a majority of the outstanding stock entitled to vote thereon (unless otherwise provided in the certificate of incorporation), subsequent to a resolution of the board of directors proposing such amendment.

Amendment of By-laws

Under Mexican law, amending a company's by-laws requires shareholder approval at an extraordinary shareholders' meeting. Mexican law requires that at least 75% of the shares representing a company's outstanding

capital stock be present at the meeting in the first call (unless the by-laws require a higher threshold) and that the resolutions be approved by a majority of the shares representing a company's outstanding capital stock.

Under Delaware law, holders of a majority of the outstanding stock entitled to vote and, if so provided in the certificate of incorporation, the directors of the corporation, have the power to adopt, amend, and repeal the by-laws of a corporation.

C. Material Contracts

None

D. Exchange Control

There are no legislative or legal provisions currently in force in Mexico or arising under our by-laws restricting the payment of dividends to holders of our common stock not resident in Mexico, except for regulations restricting the remittance of dividends and other payments in compliance with United Nations sanctions. There are no limitations, either under the laws of Mexico or in our by-laws, on the right of foreigners to hold or vote on shares of our common stock.

E. Taxation

The following summary contains a description of the material anticipated U.S. and Mexican federal income tax consequences of the purchase, ownership and disposition of the series B shares or ADSs by a "non-Mexican holder" (as defined below) that is an individual citizen or resident of the United States or a U.S. domestic corporation or that otherwise will be subject to U.S. federal income tax on a net income basis in respect of the series B shares or ADSs (a "U.S. holder"), but it does not purport to be a comprehensive description of all of the tax considerations that may be relevant to an owner of the series B shares or ADSs. In particular, the summary deals only with U.S. holders that will hold the series B shares or ADSs as capital assets and use the U.S. dollar as their functional currency and does not address the tax treatment of a U.S. holder that owns or is treated as owning 10% or more of our outstanding voting shares. In addition, the summary does not address the effects of the U.S. Medicare tax on net investment income, or any U.S. or Mexican state or local tax considerations that may be relevant to U.S. holders. This summary also does not address U.S. federal income tax consequences applicable to U.S. holders that are subject to special tax rules, such as banks, securities or currency dealers, traders in securities that mark their securities to market, insurance companies, tax-exempt entities, persons liable for the alternative minimum tax, persons that hold ADSs or series B shares as a hedge or as part of a straddle, conversion transaction or other risk reduction transaction for tax purposes or partnerships or other pass-through entities for U.S. federal income tax purposes. If a partnership (or other pass-through entity for U.S. federal income tax purposes) holds the series B shares or ADSs, the tax treatment of a partner will

generally depend upon the status of the partner and the activities of the partnership. If a U.S. holder is a partner of a partnership holding our series B shares or ADSs, such U.S. holder should consult its tax advisor.

The summary is based upon the federal income tax laws of the United States and Mexico as in effect on the date of this annual report, including the provisions of the income tax treaty between the United States and Mexico and protocol thereto (the "Tax Treaty"), all of which are subject to change, possibly with retroactive effect in the case of U.S. federal income tax law. Prospective investors in the series B shares or ADSs should consult their own tax advisors as to the U.S., Mexican or other tax consequences of the purchase, ownership and disposition of the series B shares or ADSs, including, in particular, the effect of any foreign, state or local tax laws and their entitlement to the benefits, if any, afforded by the Tax Treaty.

For purposes of this summary, the term "non-Mexican holder" shall mean a holder of series B shares or ADSs that is not a resident of Mexico and that will not hold the series B shares or ADSs or a beneficial interest therein in connection with the conduct of a trade or business through a permanent establishment or fixed base in Mexico.

An individual is a resident of Mexico for tax purposes if he established his home in Mexico. When the individual in question has a home in another country, the individual will be deemed a resident in Mexico if his "center of vital interests" is located in Mexico. This will be deemed to occur if (i) more than 50% of the aggregate income realized by such individual in the calendar year is from a Mexican source or (ii) the principal center of his professional activities is located in Mexico.

A Mexican national who files a change of tax residence notice with a country or jurisdiction that does not have a comprehensive exchange of information agreement with Mexico and in which his income is subject to a preferred tax regime pursuant to the provisions of the Mexican Income Tax Law will be considered a Mexican resident for tax purposes during the year the notice is filed and during the following three years. Unless otherwise proven, a Mexican national is deemed a resident of Mexico for tax purposes.

An entity in Mexico is a resident of Mexico if it maintains its principal place of business or its place of effective management in Mexico. If non-residents of Mexico are deemed to have a permanent establishment in Mexico for tax purposes, all income attributable to the permanent establishment will be subject to Mexican taxes, in accordance with applicable Mexican tax law.

In general, for U.S. federal income tax purposes, holders of ADSs will be treated as the beneficial owners of the series B shares represented by those ADSs.

Taxation of Dividends

Mexican Tax Considerations

Under Mexican Income Tax Law provisions (*Ley del Impuesto Sobre la Renta*), dividends paid to non-Mexican holders with respect to the series B shares (including the shares represented by the ADSs) are not subject to Mexican withholding tax.

Dividends paid from distributable earnings that have not been subject to corporate income tax are subject to a corporate-level dividend tax at a rate of 42.86% for 2016. The corporate-level dividend tax on the distribution of earnings is not final and may be credited against income tax payable during the fiscal year in which the dividend tax was paid and for the following two years. Dividends paid from distributable earnings, after corporate income tax has been paid with respect to these earnings, are not subject to this corporate-level dividend tax. Currently, dividend distributions are not subject to individual withholding taxes for shareholder recipients thereof.

Dividends or profits distributed by legal entities resident in Mexico that are paid to natural persons and persons residing abroad on profits generated since fiscal year 2014, are subject to an additional Income Tax rate of 10%; this additional tax will be withheld by the legal person who distributes the dividend and its payment is considered definitive. In this case, the rates established in the agreement to avoid double taxation between Mexico and the United States of America can be applied.

Distributions made by us to our shareholders other than as dividends, including capital reductions, amortization of shares or otherwise, would be subject to taxation in Mexico at the corporate rate of 30% in 2016, or at the rate mentioned above, as the case may be.

U.S. Federal Income Tax Considerations

The gross amount of any distributions paid with respect to the series B shares or the ADSs (including any amounts withheld for Mexican taxes), to the extent paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be taxable as dividends and generally will be includible in the gross income of a U.S. holder as ordinary income on the date on which the distributions are received by the U.S. holder, in the case of series B shares, or the depositary, in the case of ADSs. Such dividends will not be eligible for the dividends received deduction allowed to certain corporations under the U.S. Internal Revenue Code of 1986, as amended. Subject to certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by non-corporate U.S. holders (including individuals) with respect to the series B shares and ADSs will be

subject to taxation at a maximum rate of 20% if the dividends are "qualified dividends." Dividends paid on the series B shares and ADSs will generally be treated as qualified dividends if (A) we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a passive foreign investment company ("PFIC") and (B) (i) we are eligible for the benefits of a comprehensive income tax treaty with the United States that the Internal Revenue Service has approved for the purposes of the qualified dividend rules or (ii) the series B shares or ADSs, as applicable, are readily tradable on an established securities market in the United States. The Tax Treaty has been approved for the purposes of the qualified dividend rules and we believe that we are eligible for the benefits of the Tax Treaty. Further, as discussed below, we do not believe that we are a PFIC. Therefore, we believe that dividends paid to a non-corporate U.S. holder with respect to the series B shares and ADSs will generally be treated as qualified dividends. U.S. holders should consult their own tax advisors in this regard in light of their particular circumstances.

To the extent that a distribution exceeds our current and accumulated earnings and profits for a taxable year, it generally will first be treated as a non-taxable return of basis to the extent thereof, and thereafter as capital gain from the sale of the series B shares or ADSs. However, we do not expect to keep earnings and profits in accordance with U.S. federal income tax principles. Therefore, a U.S. holder should expect that a distribution will generally be treated as a dividend (as discussed above).

Distributions, which will be made in pesos, will be includible in the income of a U.S. holder in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date they are received by such U.S. holder, in the case of series B shares, or by the depositary, in the case of ADSs, whether or not they are converted into U.S. dollars. If the pesos received as a dividend are converted into U.S. dollars on the date they are received, a U.S. holder generally will not be required to recognize foreign currency gain or loss in respect of the dividend income. If the pesos received as a dividend are not converted into U.S. dollars on the date of receipt, you will have a basis in the pesos equal to their United States dollar value on the date of receipt. U.S. holders should consult their own tax advisors regarding the treatment of foreign currency gain or loss, if any, on any pesos received that are converted into U.S. dollars on a date subsequent to receipt.

Subject to certain conditions and limitations (including a minimum holding period requirement), Mexican withholding taxes on dividends, if any, may be treated as foreign taxes eligible for credit against a U.S. holder's U.S. federal income tax liability. Dividend income generally will constitute foreign source "passive category income" or, in the case of certain U.S. holders, "general category income" for U.S. foreign tax credit purposes.

Distributions of additional series B shares or ADSs that are made as part of a pro rata distribution to all our stockholders generally will not be subject to U.S. federal income tax.

Taxation of Dispositions of Shares or ADSs

Mexican Tax Considerations

Gain on the sale or other disposition of ADSs by a U.S. holder will generally not be subject to Mexican tax. Deposits and withdrawals of series B shares in exchange for ADSs will not give rise to Mexican tax or transfer duties.

Gain on the sale of series B shares by a U.S. holder will not be subject to any Mexican tax if the transaction is carried out through the Mexican Stock Exchange or other stock exchange or securities markets approved by the Mexican Ministry of Finance and Public Credit. Gain on sales or other dispositions of series B shares made in other circumstances generally would be subject to Mexican tax at a rate of 30% for 2016 of gains realized from the disposition.

Under the Tax Treaty, a U.S. holder that is eligible to claim the benefits of the Tax Treaty will be exempt from Mexican tax on gains realized on a sale or other disposition of series B shares in a transaction that is not carried out through the Mexican Stock Exchange or such other approved securities markets, so long as the holder did not own, directly or indirectly, 25% or more of our share capital (including ADSs) during the twelve-month period

preceding the sale or other disposition, and the value of those shares does not derive mainly from immovable property located in Mexico. Specific formalities apply to claim such treaty benefits.

U.S. Federal Income Tax Considerations

Upon the sale or other disposition of the series B shares or ADSs, a U.S. holder generally will recognize U.S. source capital gain or loss in an amount equal to the difference between the amount realized on the sale or other disposition and such U.S. holder's tax basis in the series B shares or ADSs. Gain or loss recognized by a U.S. holder on such sale or other disposition generally will be long-term capital gain or loss if, at the time of the sale or other disposition, the series B shares or ADSs have been held for more than one year. Under current law, long-term capital gain recognized by a non-corporate U.S. holder (including individuals) generally is subject to a maximum federal income tax rate of 20%. The deduction of a capital loss is subject to limitations for U.S. federal income tax purposes. Deposits and withdrawals of series B shares by U.S. holders in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

A U.S. holder that receives pesos upon sale or other disposition of the series B shares will realize an amount equal to the U.S. dollar value of the pesos upon the date of sale (or in the case of cash basis and electing accrual basis taxpayers, the settlement date). A U.S. holder will have a tax basis in the pesos received equal to the U.S. dollar value of the pesos received translated at the same rate the U.S. holder used to determine the amount realized on its disposal of the series B shares. Any gain or loss realized by a U.S. holder on a subsequent conversion of the pesos into U.S. dollars generally will be a U.S. source ordinary income or loss.

Other Mexican Taxes

There are no Mexican inheritance, gift, succession or value added taxes applicable to the ownership, transfer or disposition of the series B shares or ADSs by non-Mexican holders; provided, however, that gratuitous transfers of the series B shares or ADSs may in certain circumstances cause a Mexican federal tax to be imposed upon the recipient. There are no Mexican stamp, issue, registration or similar taxes or duties payable by non-Mexican holders of the series B shares or ADSs.

Passive Foreign Investment Company

Based on our audited financial statements and relevant market and shareholder data, we believe that we were not treated as a PFIC for U.S. federal income tax purposes with respect to our 2015 taxable year, and we expect to operate

in such a manner so as to not become a PFIC. If, however, we are or become a PFIC, a U.S. holder could be subject to additional U.S. federal income taxes on gain recognized with respect to the series B shares or ADSs and on certain distributions, plus an interest charge on certain taxes treated as having been deferred under the PFIC rules.

U.S. Backup Withholding Tax and Information Reporting Requirements

In general, information reporting requirements will apply to certain payments to a U.S. holder of dividends in respect of the series B shares or ADSs or the proceeds received on the sale or other disposition of the series B shares or ADSs that are paid to such U.S. holder within the United States (and in certain cases, outside the United States), unless such U.S. holder is an exempt recipient. A backup withholding tax may apply to such amounts if the U.S. holder fails to provide an accurate taxpayer identification number to the paying agent or fails to establish an exemption or otherwise comply with these provisions. Amounts withheld as backup withholding tax will be creditable against the U.S. holder's U.S. federal income tax liability and may entitle the U.S. holder to a refund, provided that the required information is furnished to the U.S. Internal Revenue Service.

F. Dividends and Paying Agents

Not applicable.

G. Statements by Experts

Not applicable

H. Documents on Display

Statements contained in this annual report regarding the contents of any contract or other document are not necessarily complete, and, where the contract or other document is an exhibit to the annual report, each of these statements is qualified in all respects by the provisions of the actual contract or other documents.

We are subject to the informational requirements of the U.S. Securities Exchange Act of 1934, or the Exchange Act. Accordingly, we file reports and other information with the Commission, including annual reports on Form 20-F and reports on Form 6-K. You may inspect and copy the reports and other information that we file with the Commission at the public reference facilities of the Commission at 100 F. Street, N.E., Washington D.C. 20549. You may obtain information on the operation of the Commission's public reference room by calling the Commission in the United States at 1-800-SEC-0330. In addition, the Commission maintains an internet website at *www.sec.gov* from which you can electronically access this annual report and the other materials that we file with the Commission.

As a foreign private issuer, we are not subject to the same disclosure requirements as a domestic U.S. registrant under the Exchange Act. For example, we are not required to prepare and issue quarterly reports. However, we are required to file with the Commission, promptly after it is made public or filed, information that we make public in Mexico, file with the Mexican Stock Exchange or the CNBV or distribute to our security holders. As a foreign private issuer, we are exempt from Exchange Act rules regarding proxy statements and short-swing profits.

I. Subsidiary Information

Not applicable.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk, which is the potential risk of loss in fair values, cash flows or earnings due to changes in interest rates and foreign currency rates (primarily the peso/dollar exchange rate), as a result of our holdings of financial instrument positions. Our financial instruments include cash and cash equivalents, trade and other accounts receivable, accounts payable, long-term debt securities and related party debt. We do not maintain a trading portfolio.

Our borrowings are entirely denominated in U.S. dollars. We do not utilize derivative financial instruments to manage our market risks with respect to our financial instruments. Historically, based on the last ten years of data, inflation in Mexico has been 48% lower than the Mexican peso's devaluation relative to the dollar.

We are exposed to market risk due to fluctuations of the purchase price of natural gas. To limit our exposure, we use derivative financial instruments, which currently consist of natural gas swap contracts. These contracts are recognized on our balance sheet at fair value. The swaps are considered as cash flow hedges since the cash flow exchanges under the swap are highly effective in mitigating exposure to natural gas price fluctuations. The change in fair value of the swaps is recorded as part of comprehensive income in stockholders' equity for those contracts that are designated as accounting hedges until such time as the related item hedged is recorded in income. At that time, the hedging instrument's fair value is recorded in income. For those contracts that are not designated as accounting hedges, the change in fair value is recorded directly into income. We do not believe our market risk with respect to these natural gas futures contracts is material. At December 31, 2016 and 2015 we did not have natural gas cash-flow exchange contracts or swaps.

Market Risk Measurement

We measure our market risk related to our financial instruments based on changes in interest rates and foreign currency rates utilizing a sensitivity analysis. The sensitivity analysis measures the potential loss in fair values, cash flows and earnings based on a hypothetical increase in interest rates and a decline in the peso/dollar

exchange rate. We used market rates as of December 31, 2016 on our financial instruments to perform the sensitivity analysis. We believe that these potential changes in market rates are reasonably possible in the near-term (one year or less). Based upon our analysis of the impact of a 100 basis point increase in interest rates and a 10% decline in the peso/dollar exchange rate, we have determined that such increase in interest rates and such decline in the peso/dollar exchange rate would not have a material adverse effect on our earnings. Because there is no active trading market for our debt instruments, we are not able to determine the impact of these changes on the fair value of those debt instruments. The sections below describe our exposure to interest rates and currency rates including the impact of changes in these rates on our earnings.

Interest Rate Exposure

We are exposed to changes in short-term interest rates as we invest in short-term dollar-denominated interest bearing investments. On the liability side, we utilize fixed rate debt. The floating rate debt is exposed to changes in interest expense and cash flows from changes in LIBOR, while the fixed rate debt is mostly exposed to changes in fair value from changes in medium term interest rates. Based on an immediate 100 basis point rise in interest rates, we estimate that our earnings before taxes would not be significantly affected.

Currency Rate Exposure

Our primary foreign currency exchange rate exposure relates to our debt securities as well as our dollar-denominated trade payables. Our principal currency exposure is to changes in the peso/dollar exchange rate. We estimate that a 10% decline in the peso/dollar exchange rate would result in a decrease in our earnings before taxes of approximately Ps. 103.9 million (U.S.$5 million).

The sensitivity analysis is an estimate and should not be viewed as predictive of our future financial performance. Additionally, we cannot assure that our actual losses in any particular year will not exceed the amounts indicated above. However, we do believe that these amounts are reasonable based on the financial instrument portfolio at December 31, 2016 and assuming that the hypothetical market rate changes selected by us in our market risk analysis occur during 2017. The sensitivity analysis does not give effect to the impact of inflation on its exposure to increases in interest rates or the decline in the peso/dollar exchange rate.

Item 12. Description of Securities Other than Equity Securities

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable

C. Other Securities

Not applicable

D. American Depositary Shares

12.D.3. American Depositary Shares

The Bank of New York Mellon serves as the depositary for our ADSs. The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deductions from cash distributions or by directly

billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

ADS holders are also required to pay additional fees for certain services provided by the depositary, as set forth in the table below.

Depositary service	**Fee payable by ADR holders**
Issuance and delivery of ADSs, including issuances resulting from a distribution of shares or rights or other property	Up to U.S.$5.00 per 100 ADSs (or portion thereof)
Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates	Up to U.S.$5.00 per 100 ADSs (or portion thereof)
Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to ADS registered holders	A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs
Registration for the transfer of shares	Registration or transfer fees that may from time to time be in effect
Cash distribution fees	U.S.$0.02 or less per ADS
Depositary services	U.S.$0.02 or less per ADS

In addition, holders may be required to pay a fee for the distribution or sale of securities. Such fee (which may be deducted from such proceeds) would be for an amount equal to the lesser of (1) the fee for the issuance of ADSs that would be charged as if the securities were treated as deposited shares and (2) the amount of such proceeds.

12.D.4 Direct And Indirect Payments By The Depositary

Fees Incurred in Past Annual Period

We did not receive any reimbursement from the depositary in 2016, 2015 or 2014.

Fees to be Paid in the Future

The Bank of New York Mellon, as depositary, has agreed to reimburse us for expenses they incur that are related to establishment and maintenance expenses of the ADS program. The depositary has agreed to reimburse us for its continuing annual stock exchange listing fees. The depositary has also agreed to pay the standard out-of-pocket maintenance costs for the ADSs, which consist of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile, and telephone calls. It has also agreed to reimburse us annually for certain investor relationship programs or special investor relations promotional activities. In certain instances, the depositary has agreed to provide additional payments to us based on any applicable performance indicators relating to the ADS facility. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not necessarily tied to the amount of fees the depositary collects from investors.

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

PART II

Item 13. Defaults, Dividends Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

Item 15. Controls and Procedures

A. Disclosure Control and Procedures

Our principal executive officer and our principal financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this annual report, have concluded that, as of such date, our disclosure controls and procedures were not effective as described in Item 15.B.

B. Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our internal control system is designed to provide reasonable assurance as to the reliability of the published financial statements under applicable International Financial Reporting Standards. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurances with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness of the internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may decline.

The effectiveness of our internal control over financial reporting as of December 31, 2016 has been audited by Marcelo de los Santos, S.C., a practice member of Moore Stephens, independent registered public accounting firms, as stated in their report which appears in Item 15.C as required by item 15.B(4) of Form 20-F.

Our management did not assess the effectiveness of our internal control over financial reporting as of December 31, 2016, because our internal audit department did not carry out the functions necessary to analyze our internal controls during 2016; however, our management considers that the deficiencies found in 2015 still persist, and therefore it has determined that our internal controls over financing reporting were not effective as of December 31, 2016. Based on the evaluation of the effectiveness of our internal controls made by our external auditors, which was conducted using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 1992) in Internal Control – Integrated Framework, the following material weaknesses in our internal control over financial reporting have been identified:

Material Weaknesses

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for the oversight of the company’s financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim financial statements will not be prevented or detected on a timely basis.

Fiscal Year Ended December 31, 2014

In our assessment of our internal controls over financial reporting for the year ended December 31, 2014, the following material weaknesses were identified:

Insufficient resources applied to the remediation and appropriate monitoring of internal control weaknesses, most of which were identified in previous years and continue to be unresolved.

Inadequate distribution and segregation of duties within the accounting department in the Mexican Subsidiaries due to insufficient resources. Additionally, the internal audit staff was reduced and considered insufficient to fulfill their role.

Significant deficiencies were detected regarding entity-level controls and control environment which, in the aggregate, constitute a material weakness, and which include: (i) inadequate controls for the definition, review and approval process of the disclosure in the financial statements and our annual report on form 20-F, (ii) non-operating and outdated whistleblower line for the Mexican subsidiaries, (iii) ineffective controls in our patents registry, (iv) deficient distribution of our code of ethics to employees and officers and poor promotion of strong control environment and internal controls in accordance with the COSO model, (v) failure to integrate all control processes into one Enterprise Resource Planning (ERP) system, (vi) lack of an accounting manual with accounting instructions on most of accounting records, (vii) lack of specific procedures for the approval of transactions with related parties, (viii) failure to create and implement a complete training plan for management personnel preparing financial records, (ix) limited IFRS and consolidation process understanding and reduced personnel within our Internal Audit department which limited the scope of the management assessment; the internal audit plan was not carried out in full and did not include tests about risk assessment, including environmental, fraud, compliance with laws and review of the consolidated financial statements; (x) lack of committees to review, approve and make risk assessments of all our contracts, and (xii) informal communications of deficiencies and remediation plan to the areas and managers involved.

Inadequate supervision and controls within the accounting department which impacted the financial statement closing process, conversion of foreign subsidiaries and intercompany reconciliations, resulting in material accounting errors.

A lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information with the detail required.

SimRep did not maintain effective controls relating to accounting of certain capital expenditures and related fixed assets were found. Lastly, the evaluation for impairments is not reasonable given actual results of such Subsidiary.

Significant deficiencies were also detected at our subsidiary Corporación Aceros DM, S.A. de C.V. which in the aggregate, constitute a material weakness. These significant deficiencies include (i) ineffective controls and

insufficient supporting documentation for closings of periods end and financial statements review and authorization; the related procedures were incomplete and do not include specific procedures to enter transactions into the general ledger, to select and apply accounting policies and have not been updated in the last 3 years, which such controls are necessary to give reasonable assurance of compliance with IFRS, (ii) no evidence of review of some account balances, such as fixed assets, sales and tax calculations by the responsible individuals; there is also no evidence of review of the financial statements by the General Manager of Corporación Aceros DM, S.A de C.V., (iii) undocumented processes and deficient controls in the access to the information systems, (iv) deficient controls to review and approve cost calculations of finish goods, period end costs and inventories and cost of sales report, (v) lack of physical inventory of fixed assets in several years; and (vi) failure to document and communicate adequately responsibilities and authority of key financial roles.

Fiscal Year Ended December 31, 2015

Our management did not assess the effectiveness of our internal controls over financial reporting as of December 31, 2015. The internal audit department did not develop its functions to comply with the analysis of the controls during 2015. Consequently, this limited the functions of the Audit Committee.

Our external auditors, in their Attestation Report for the year ended December 31, 2015, identified the following material weaknesses:

Insufficient resources applied to the remediation and appropriate monitoring of internal control weaknesses, most of which were identified in previous years and continue to be unresolved.

Inadequate distribution and segregation of duties within the accounting department in our Subsidiaries due to insufficient resources. Additionally, the internal audit staff was considered insufficient to fulfill their role.

Significant deficiencies were detected regarding entity-level controls and control environment which, in the aggregate, constitute a material weakness and create a reasonable likelihood that a material misstatement of our annual and interim financial statements will not be prevented or detected on a timely basis. Such deficiencies include: (i) inadequate controls for the definition, review and approval process of the disclosure in the financial statements and our annual report on form 20-F, (ii) whistleblower line for our Mexican subsidiaries was not fully operational, our website information is outdated and does not include information about our Brazilian operations, (iii) ineffective controls in our patents registry, (iv) deficient distribution of our code of ethics to employees and officers and poor promotion of strong control environment and internal controls in accordance with the COSO model, (v) failure to integrate all control processes into one Enterprise Resource Planning (ERP) system, (vi) lack of an accounting manual with accounting instructions on most of accounting records, (vii) lack of specific procedures for the approval of transactions with related parties, (viii) failure to create and implement a complete training plan for management personnel preparing financial records under IFRS, (ix) limited IFRS and consolidation process understanding and reduced personnel within our Internal Audit department which limited the scope; also the internal audit plan was not carried out, and therefore the audit department did not perform risk assessment and environmental, fraud, compliance with laws, review of the consolidated financial statements and review of our annual report on form 20-F; (x) lack of committees to review, approve and make risk assessments of all our contracts; and (xi) informal communications of deficiencies and remediation plan to the areas and managers involved.

Inadequate supervision and controls within the accounting department which impacted the financial statement closing process, conversion of foreign subsidiaries, intercompany reconciliations and a lack of controls for the issuance and authorizations of journal entries, resulting in material accounting errors.

A lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information with the detail required.

SimRep did not maintain personnel with the appropriate level of knowledge and experience of accounting and training required to comply with financial reporting requirements. This material weakness led to the certain control deficiencies, each of which are considered to be a material weakness. See Item 15.C “Attestation Report of the Independent Registered Public Accounting Firms.”

Failure to provide our external auditors with evidence of the evaluation of the effectiveness of internal controls in our Brazilian subsidiary, in addition of not hiring an external auditor for this evaluation.

Significant deficiencies were also detected at our subsidiary Corporación Aceros DM, S.A. de C.V. which in the aggregate, constitute a material weakness. See Item 15.C "Attestation Report of the Independent Registered Public Accounting Firms."

Fiscal Year Ended December 31, 2016

In our assessment of our internal controls over financial reporting for the year ended December 31, 2016, the following material weaknesses were identified: Regarding the control environment and entity level controls, the following material weaknesses were identified: (i) lack of a whistleblower tool that covers the entirety of the company; (ii) regarding the distribution of the code of ethics, certain sectors of the employees did not recognize the code of ethics; (iii) ineffective control of the patent registration process, which lacks a policy and a procedure; (iv) lack of a policy and procedure for the valuation of assets and the company's physical inventories; (v) lack of a policy and procedure governing the extensions of credit to the clients; (vi) lack of a policy and procedure for the registration of related parties and the approval of transactions with related parties.

Lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information with the detail required.

In connection with certain financial reporting processes, lack of a robust role-segregation model for the creation, editing, deletion, display only, and modification of such processes.

Lack of communication between the internal audit team, which impacted time of test execution, leaving out of scope cycles such as income, human resources, general controls of information technology and costs and inventories.

Lack of documentation setting out the procedure in the event of a disaster (Disaster Recovery Plan) and documentation setting out the procedure in order to continue the operations of the business (Business Continuity Plan).

C. Attestation Report of the Independent Registered Public Accounting Firms

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Grupo Simec, S.A.B. de C.V.

We have audited Grupo Simec, S.A.B. de C.V. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO 1992 criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Management did not assess the effectiveness of the Company's internal controls over financial reporting as of December 31, 2016. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit and the report of the other auditors provide a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards (IFRS). A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. We identified the following material weaknesses (management of the Company did not assess the effectiveness of the Company's internal controls over financial reporting as of December 31, 2016):

1) The internal audit department, did not start developing functions for Sarbanes Oxley compliance until the last quarter of 2016. As a result, they only were able to assess 5 out of 10 cycles, and out of those 5, only 41% of effectiveness on evaluation of controls was reported for Plants in Mexico and 95% for the United States; consequently, this limited the functions of the Audit Committee.

2) Many accounting functions centralized on few persons due to lack of resources and inadequate segregation of duties

3) Regarding the entity-level controls and control environment, considering the COSO 1992 established by the Company, the framework elements need to be applied to protect the Company with respect to significant deficiencies that could affect the effectiveness of the internal controls. Although we realize a transition plan for the establishment of the new COSO 2013 has been prepared since the beginning of 2017, we found the following deficiencies for 2016: a) Improper controls to define, review and approve the disclosures in the financial statements and also the review and approval of the 20-F Report b) The whistleblower line for the Company and its Mexican subsidiaries are not fully operational and the contact information within the Company's website is not updated and does not include information about Brazil. c) The Control environment must be promoted on the basis of the COSO model, as only internal audit

personnel attended the training course as of the end of 2016, and no managers of Key Areas of Accounting, Cost, Treasury or Purchases attended any courses of this model. d) Control processes are not integrated under one single Enterprise Resource Planning (ERP) system. e) Lack of an accounting manual with instructions on most of accounting records or such manuals have not been updated (i.e the manuals for financial closing and for related parties have not been updated for 10 years, as required to comply with IFRS regulations. f) Lack of an annual training plan for management personnel conducting the preparation of the financial closing process and Financial Information with IFRS (though an IFRS course took place at the corporate location on February 2017 for Accounting Supervisors). g) There is no formal communication of deficiencies among Management and the Audit Committee. However, we noted that an external consulting firm has been engaged to develop and implement a Sarbanes Oxley & COSO implementation plan.

4) These deficiencies are individually and in the aggregate, material weaknesses, and therefore there is a reasonable possibility that a material misstatement of the company’s annual and interim financial statements will not be prevented or detected on a timely basis.

5) Lack of appropriate accounting resources during 2016 at the corporate level which affected the operation of key supervision controls of the accounting department that, in turn, affected the financial statement closing process, the conversion of foreign subsidiaries process, intercompany reconciliation and lack of controls for

the issuance and authorization of journal entries. The total accounting errors adjusted for this matter were considered material to the consolidated financial statements of Grupo Simec, S.A.B. de C.V.

6) Lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information. In addition, the financial information of each of the business units that provides a basis for the consolidation does not have enough detailed analysis. Consequently, the preparation of the figures of the consolidation is complex because there is not enough detail to allow a user to have a clear and precise understanding of the operations contained.

7) Regarding the area of information technology, for at least 4 years, no internal audits have been performed by management or any audit personnel.

8) There is a lack of sufficient responsibilities of internal control matters in job descriptions and current manuals and policies, which are needed due to the complexity and variety of processes and transactions.

9) The Company has a deficiency in operation regarding the internal controls related to the support of the review of the financial closing process, as the procedures of financial closing have not been updated in 10 years. Moreover, its content is not detailed enough in detail, as required by the complexity of the company.

10) The Company did not design and maintain effective controls relating to the year end and month end closing and financial reporting processes, resulting in accounting errors with respect to the reconciliation of certain balance sheet accounts.

11) The Company had inadequate internal controls and procedures around the consolidation and preparation of financial statements, including the grouping of balances, preparation of the statement of cash flows, preparation of footnotes, and assurance as to the completeness and accuracy of disclosure requirements.

12) The Company did not perform a review of construction in process assets to ensure the assets were placed in service at the appropriate time when the projects were completed and the assets began to be used by the Company. In addition, no completed and organization for files were noted related to fixed assets.

13) Credit approvals of new clients were not adequately supported by amounts granted for credit.

14) As a result of various questionnaires and interviews, as well as part of our audit process, we confirm the Company has not prepared the transition to the COSO 2013 framework, and therefore the 5 components of internal control were not present and functioning for the 2016 year.

SimRep Corporation and Subsidiaries. Based on our internal control assessment, we identified the following internal control deficiencies: 1) Certain accounts payable manual journal entries and reconciliations were not being properly reviewed in accordance with the Company's controls, 2) For fixed asset additions, the Company's Capital Expenditure Authorization (CEA) were either not available or did not have the appropriate review and authorization, 3) For fixed asset dispositions, the Company did not document the activity with disposal forms that ensures the book value and scrap value are accurate when processing a disposal. In addition, there was no written approval for the asset dispositions, 4) At the Lorain facility, the inventory count sheets were not updated in the OFS and OPT systems, 5) The Company did not design and maintain effective controls relating to the identification of related parties nor the identification, approval, recording and disclosure of related party transactions, 6) The Company does not appropriately document material non-routine transactions at the time they occur. Technical accounting staff lack sufficient expertise to determine the appropriate accounting treatment of certain material non-routine transactions under US GAAP, 7) The Company did not sufficiently obtain an understanding or challenge the results of the work prepared by any specialist they used, 8) General journal entries may have been prepared and posted by the same individual without review or approval from a second individual, 9) The Company's account reconciliations were not timely prepared or reviewed, may not have been reviewed, or lacked evidence of precision and quality review by management, 10) The Company's internal controls around conducting a physical inventory count were inadequate at the Lorain, Ohio, facility, 11) Management did not adequately consider whether the Company had any legal contingencies, 12) The Company has insufficient technical

accounting personnel resources and reporting expertise to appropriately address certain accounting and financial reporting matters in accordance with US GAAP and properly supervise and review the complex accounting areas such as the income tax provision and deferred tax asset computation.

For “GV do Brasil Industria e Comercio de Aço LTDA”, our audit tests revealed the following material weaknesses (not identified by the Company´s management in their report on evaluation of effectiveness of internal controls on the financial statements for the year ended December 31, 2016): 1) The internal audit department did not develop the functions to comply with the analysis of the internal controls on financial reporting during 2016. Audit tests were performed by the internal audit staff of the parent company only in January and February of 2017, A greater effectiveness of the company’s internal controls over financial reporting would be achieved if such revisions could be made within the course of the fiscal year. 2) The inventories balances for finished products in the Enterprise Resource Planning system presented different values from those presented in the accounting records at year-end, since there was no monthly comparison within 2016 between the two positions. After the reconciliation work was carried out, the differences were reduced to be considered as not material in relation to the financial statements taken as a whole. 3) It is necessary to adjust the Company´s chart of accounts, so that all production costs, either direct or indirect, can be appropriated to the cost of finished-product inventories. The current practice consists of appropriating only raw material and direct labor costs to production costs, while the other indirect costs are directly allocated to expense accounts. At each year end the amounts recorded as expenses are identified and the adjustments deemed necessary are made to inventories and cost of products sold. 4) There are no credit limits established, to be set up based on business volume and financial capabilities of each customer. An allowance for doubtful accounts, amounting to R$605,000.00, was recorded at December 31, 2016. 5) There is no formal and authorized price list available for the company’s products, which would improve in a relevant way the internal control on the sales of products. 6) Depreciation was calculated and recorded only at year-end based on a re-estimation of fixed assets’ useful life. Consequently, only at year-end was also the amount of deferred income tax recorded, calculated as the difference between the book values of depreciation of fixed assets and the respective amount accepted for tax deductibility purposes. In our opinion, considering that the Management report on the effectiveness of internal controls is incomplete, and the above mentioned material weaknesses detected by us through our audit tests, GV do Brasil Indústria de Aço Ltda. did not maintain effective internal controls on their financial reports as of December 31, 2016, in all their relevant aspects,

These material weaknesses were considered in determining the nature, timing and extent of audit tests applied in our audit of the 2016 financial statements and this report does not affect our report dated May 10, 2016 on those financial statements.

In our opinion, Grupo Simec, S.A.B. de C.V. and subsidiaries did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO 1992 criteria

Moore Stephens Mexico

C.P.C. Marcelo de los Santos Anaya

D. Changes in Internal Control Over Financial Reporting

Fiscal Year Ended December 31, 2014

As a result of our evaluation on the effectiveness of our internal controls for the year ended December 31, 2014 and the material weakness and deficiencies identified during that period, we will need to increase the resources allocated to implement the remedial measures due to prevalence of deficiencies from previous years. If we implement the following remedial measures, we believe such are reasonably likely to materially improve our internal controls over financial reporting:

We will allocate the required resources to review and reform our entity level controls to ensure compliance with the COSO framework, complete the transition to the COSO 2013 framework and address all the issues that were found on our 2014 assessment of our internal control.

We will increase the internal audit staff to execute testing of control activities that was not otherwise executed on the 2014 management Assessment.

We will conduct an analysis of functions and workloads in the finance departments of all of our Mexican Subsidiaries in order to improve internal controls over financial reporting and to avoid the errors found with respect to our financial statement closing process, and preparation of financial statements under IFRS.

In our subsidiary Corporación Aceros D.M., S.A. de C.V. we will assign more resources to implement the remedial measures that have not been implemented in the last three years and to complete the transition into the 2013 COSO framework.

Fiscal Year Ended December 31, 2015

As a result of the evaluation on the effectiveness of our internal controls for the year ended December 31, 2015 by our external auditors and the material weakness and deficiencies identified during that period, we will need to increase the resources allocated to implement the remedial measures due to their prevalence from previous years. If we implement the following remedial measures, we believe such are reasonably likely to materially improve our internal controls over financial reporting:

We will allocate the required resources to reform our entity level controls to ensure compliance with the COSO framework, complete the transition to the COSO 2013 framework and address all the issues that were found on our 2015 assessment of our internal control.

We will conduct an analysis of functions and workloads in the finance departments of all of our subsidiaries in order to improve internal controls over financial reporting to avoid errors found with respect to our financial statement closing process, and preparation of financial statements under IFRS.

In our subsidiary Corporación Aceros D.M., S.A. de C.V. we will assign more resources to implement the remedial measures that have not been implemented in the last four years and to complete the transition into the 2013 COSO framework.

We will designate a new head of the Internal Audit Department and we will strengthen the internal audit function by hiring (one or two) employees to conduct the testing activities of the internal controls over financial reporting.

We will invest Ps.1.5 million in hiring an outside firm to assist our management and our Internal Audit Department in implementing remedial measures for the material weaknesses found in previous years.

Fiscal Year Ended December 31, 2016

As a result of the evaluation on the effectiveness of our internal controls for the year ended December 31, 2016 by our external auditors and the material weaknesses and deficiencies identified during that period, the company worked to address material weaknesses and significant deficiencies, focusing particularly on those that were feasible to address within the last quarter of 2016. To this end, the company engaged Mazars, a group of external advisors, to assist in the production of a work plan to resolve or mitigate such material weaknesses and significant deficiencies (although such material weaknesses and significant deficiencies were not resolved or mitigated as of December 31, 2016), including through the following:

Promoting the validation of the code of ethics by the internal audit committee and senior management, so that it will be distributed to new and existing employees, in the first instance, to employees in each business unit.

Aligning the internal control evaluations with the COSO 2013 framework. The company conducted training for the internal auditors in the last quarter of 2016 that will promote the alignment of the evaluation of the internal controls for 2016.

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Adhere to the methodology suggested by the external consultants (Mazars) to carry out a SOX audit, starting with the selection of significant accounts, cycles and business units (scoping) in order to, through a risk and control matrix, evaluate the risks and controls in terms of design and control efficiency.

The company believes that it now has a team of internal auditors that will allow it to carry out audit activities in a timely manner, as each business unit now counts with an auditor (USA, Mexicali, Tlaxcala, Guadalajara, San Luis Potosí and Brazil).

The procedures that need to be updated have been identified through the courses carried out for supply cycles, fixed assets, accounting closure, consolidation and treasury. However, it has a remediation plan to include in a technological tool all the procedures of the business cycles, thus allowing existing versions.

The policies that need to be updated have been identified and the company has commenced with the updating and improvement of the policies included in the accounting manual. The company intends to complete all policies in a period of no more than two years.

The company has put out a tender for suppliers of services for the whistleblower line. Although the supplier has not yet been selected, is in the process of obtaining quotes from two selected suppliers.

In connection with the integration of accounting information, the company is developing a procedure with mitigating controls to reduce the risk of not having a consolidated ERP, as the company is not contemplating to acquire an ERP at least for the year 2017.

A work plan for 2017 was also drawn up between external advisors (Mazars) and the company to carry out the remediation or mitigation of the internal control deficiencies.

The implementation of these changes commenced during the last quarter of 2016 and the first quarter of 2017. The company believes it is implementing a robust work plan aligned with the SOX methodology and the COSO 2013 framework, which promotes the participation of top management and business process owners who will actively participate in the implementation of the identified controls.

Item 16. Reserved

Item 16A. Audit Committee Financial Expert

Our board of directors has determined that it has at least one “audit committee financial expert,” as defined in Item 16.A of Form 20-F, serving on the Audit Committee. Rodolfo García Gómez de Parada is the director whom the board of directors has determined to be an audit committee financial expert. Holders of ADSs should understand that this designation is a disclosure requirement of the SEC related to Mr. García’s experience and understanding with respect to certain accounting and auditing matters. The designation does not impose on Mr. García any duties, obligations or liability that are greater than those which are generally imposed on him as a member of the Audit Committee and board of directors, and his designation as an audit committee financial expert pursuant to this SEC requirement does not affect the duties, obligations or liability of any other member of the Audit Committee or board of directors. Mr. García is “independent” as such term is defined in the listing standards of the New York Stock Exchange.

Item 16B. Code of Ethics

In 2002, we adopted a code of ethics that applies to all of our employees and directors, including our principal executive officer, principal financial officer and principal accounting officer. In 2015 and 2016, we did not amend our code of ethics in any manner, nor did we grant any waiver from any provision of the code of ethics to any person. We will provide to any person without charge, upon written or oral request, a copy of such code of ethics. Requests should be directed to: Grupo Simec, S.A.B. de C.V., Attention: Mario Moreno Cortez, telephone number: 011-52-33-3770-6700.

Item 16C. Principal Accountant Fees and Services

Our Audit Committee has engaged Marcelo de los Santos, S.C., a practice member of Moore Stephens., as independent auditors to prepare our consolidated financial statements as of and for the year ending December 31, 2016. The audit of Aceros DM and subsidiaries and affiliates, located in San Luis Potosí, S.L.P. Mexico, continues to be audited by Marcelo de los Santos, S.C., a practice member of Moore Stephens.

Audit Fees. We paid Ps. 10.1 million in fees to Marcelo de los Santos, S.C. in connection with the audit and preparation of our annual consolidated financial statements for 2016, included in our annual report on Form 20-F. We paid Ps. 18.9 million in fees to BDO in connection with the audit and preparation of our annual consolidated financial statements for 2015, included in our annual report on Form 20-F, and Ps. 2.3 million to Marcelo de los Santos, S.C., for the corresponding audit of Aceros DM and subsidiaries and affiliates.

Audit Related Fees. In 2016 and 2015, we did not incur any expenses associated with audit related fees.

Tax Fees. In 2016 and 2015, we did not incur in any expenses associated with tax compliance.

Other Fees. We paid no other fees to Marcelo de los Santos, S.C. in 2016. We paid no other fees to BDO in 2015.

Pre-Approval Policies. Our Audit Committee has adopted a formal policy on auditor independence requiring it to approve all professional services rendered by our independent auditor prior to the commencement of the specified services. The Audit Committee will consider annually and, if appropriate, approve the provision of audit services by our independent auditor and consider and, if appropriate, pre-approve the provision of certain defined audit and non-audit services. The Audit Committee also will consider on a case-by-case basis and, if appropriate, approve specific engagements that are not otherwise pre-approved. Any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, to the Audit Committee for action by written consent.

The Audit Committee approved all of the services incurred in 2015 and 2016, described as “Audit Fees,” “Audit Related Fees,” “Tax Fees,” and “Other Fees,” in accordance with our policy on auditor independence.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 16F. Change in Registrant's Certifying Accountant

In October 14, 2016, we dismissed our independent registered public accounting firm, Castillo Miranda y Compañía, S.C., a member practice of BDO International Limited ("BDO") and appointed Marcelo de los Santos y Cía., S. C. a practice member of Moore Stephens International ("Moore Stephens"). Upon the recommendation of our Audit Committee, and as ratified and approved by our board of directors, Moore Stephens was engaged as our independent registered public accounting firm for the year ended December 31, 2016. BDO had been engaged to audit our consolidated financial statements as of and for the years ended December 31, 2010, 2011, 2012, 2013, 2014 and 2015. We decided to dismiss BDO in order to rotate our independent registered public accounting firm after six years.

The audit reports of BDO for our consolidated financial statements as of and for the years ended December 31, 2014 and 2015 did not contain any adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles. However, the audit reports of BDO on our internal controls

over financial reporting as of December 31, 2014 and 2015 expressed an adverse opinion on the effectiveness of our internal control over financial reporting.

During 2014 and 2015, and until the date of their dismissal, there were no “disagreements”, as that term is defined in Item 16.F(a)(1)(iv) of Form 20-F and the related instructions to Item 16.F of Form 20-F, with BDO on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements if not resolved to the satisfaction of BDO would have caused it to make reference to the subject matter of the disagreements in connection with its reports on our consolidated financial statements.

In connection with their audit of our internal controls over financial reporting as of and for the year ended December 31, 2014, BDO identified the material weaknesses (as defined under standards established by the Public Company Accounting Oversight Board) described below in our internal controls over financial reporting, which constituted a “reportable event,” as that term is defined in Item 16.F(a)(1)(v) of Form 20-F.

1. Lack of appropriate monitoring of weaknesses reported on previous years due to their prevalence on the report of the year ended December 31, 2014.

2. Many accounting functions centralized on few persons due to lack of resources and inadequate segregation of duties and insufficient internal audit staff.

3. Regarding the entity-level controls and control environment, considering the COSO 1992 established by the Company, the framework elements needs to be applied to protect the Company about significant deficiencies that could affect the effectiveness of the internal controls, however, we found these deficiencies, (a) improper controls to define, review and prove the disclosures in the financial statements and also the review and approval of the 20-F Report, (b) whistleblower line in the Company and Mexican subsidiaries not fully operational and contact information the website is not updated, (c) ineffective controls in the patents registry, (d) insufficient diffusion of the ethical code and poor promotion of strong control environment and internal controls in accordance the COSO model, (e) control processes not integrated under one single Enterprise Resource Planning (ERP) system, (f) lack of accounting manual with instructions on most of accounting records, (g) lack of a specific procedure for the approval of transactions with related parties, (h) lack of a training plan for management personnel conducting the preparation of the Financial Information with IFRS, (i) lack of IFRS and Consolidation expertise in the Internal Audit department in Mexico which limited the scope of the Management Assessment; also the internal audit plan was not carried out in full and does not include test about risk assessment an environmental, fraud and compliance with law and review of the Consolidated Financial Statements, (j) lack of Committees to assess company contracts, and evaluation of internal and external risks to measure the level of impact and mitigation plans for identified risks, and (k) informal communication of deficiencies and remediation plan to the areas and managers involved. The combination of these deficiencies constitute a material weakness.

4.

Lack of appropriate accounting resources during 2014 at the corporate that affected the operation of key supervision controls of the accounting department that, in turn, affected the financial statement closing process, the conversion of foreign subsidiaries process and intercompany reconciliation. The total accounting errors adjusted for this matter were considered material to the consolidated financial statements of Grupo Simec, S.A.B. de C.V.

5. Lack of appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information. In addition, the financial information of each of the business units that provides a basis for the consolidation does not have enough depth analysis. Consequently the preparation of the figures of the consolidation is complex because there is not enough detail to allow carrying out a clear and precise understanding of the operations contained.

6. In the subsidiary level, SimRep Corporation and Subsidiaries did not maintain effective control relating to the accounting of certain capitalized expenditures and related fixed assets, and the evaluation for impairment are not reasonable given actual results of the Company.

In connection with their audit of our internal controls over financial reporting as of and for the year ended December 31, 2015, BDO identified the material weaknesses (as defined under standards established by the Public Company Accounting Oversight Board) described below in our internal controls over financial reporting, which constituted a "reportable event," as that term is defined in Item 16.F(a)(1)(v) of Form 20-F.

1. The internal audit department did not develop the functions to comply with the analysis of the controls during 2015, consequently, this limited the functions of the Audit Committee. From the second quarter of 2016 and until the date of issuance of the report dated September 19, 2016, the Company did not have an Internal Audit Director.

2. The recurrent lack for several years of appropriate monitoring of material weaknesses reported on previous years due to their prevalence on the report of the year ended December 31, 2015.

3. Many accounting functions centralized on few persons due to lack of resources and inadequate segregation of duties and insufficient internal audit staff.

4. Regarding the entity-level controls and control environment, considering the COSO 1992 established by the Company, the framework elements needs to be applied to protect the Company about significant deficiencies that could affect the effectiveness of the internal controls, however, we found the following deficiencies, (a) improper controls to define, review and approve the disclosures in the financial statements and also the review and approval of the 20-F Report, (b) the whistleblower line for the Company and its Mexican subsidiaries are not fully operational and the contact information within the Company's website is not updated and does not include information about Brazil, (c) ineffective controls in the patents registry, (d) insufficient diffusion of the ethical code and poor promotion of strong control environment and internal controls in accordance the COSO model, (e) control processes are not integrated under one single Enterprise Resource Planning (ERP) system, (f) lack of an accounting manual with instructions on most of accounting records, (g) lack of a specific procedure for the approval of transactions with related parties, (h) lack of a training plan for management personnel conducting the preparation of the Financial Information with IFRS, (i) there was a lack of IFRS and Consolidation expertise in the Internal Audit department ; also the internal audit plan was not carried out, and therefore the internal audit department did not perform risk assessment procedures on environmental, fraud and compliance with laws, review of the Consolidated Financial Statements and review of the 20-F Report, (j) lack of Committees to assess Company contracts, and evaluation of internal and external risks to measure the level of impact and mitigation plans for identified risks, and (k) informal communication of deficiencies and remediation plan to the areas and managers involved. These deficiencies are, individually and in the aggregate, material weaknesses.

5. Lack of appropriate accounting resources during 2015 at the corporate level which affected the operation of key supervision controls of the accounting department that, in turn, affected the financial statement closing process, the conversion of foreign subsidiaries process, intercompany reconciliation and lack of controls for the issuance and authorization of journal entries. The total accounting errors adjusted for this matter were considered material to the consolidated financial statements of Grupo Simec, S.A.B. de C.V.

6.

Lack of an appropriate consolidation system to allow management to properly supervise the preparation of consolidated financial information. In addition, the financial information of each of the business units that provides a basis for the consolidation does not have enough detailed analysis. Consequently the preparation of the figures of the consolidation is complex because there is not enough detail to allow a user to have a clear and precise understanding of the operations contained.

7. In the subsidiary level, SimRep Corporation and Subsidiaries (the entity) did not maintain a sufficient competent personnel with an appropriate level of knowledge of accounting, experience and training commensurate with the financial reporting requirements. This material weakness contributed to the following control deficiencies, each of which are considered to be a material weakness:

IT General Controls – The entity did not design and maintain processes and procedures that restrict access to key financial systems and records to appropriate users and evaluate whether appropriate segregation of duties is maintained. Specifically, certain personnel had access to

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financial application, programs and data beyond that needed to perform their individual job responsibilities without independent monitoring. Further, controls over the approval of program changes (to the OFS application) were not effectively operated allowing for the potential introduction of unapproved changes into the financial application. With the IT general controls environment ineffective, manual reviews of the completeness and accuracy of reports supporting transaction processing (and, correspondingly, supporting the controls over transaction processing) are not sufficiently designed and implemented.

Ineffective Review of Reconciliations, Journal Entries and Financial Statements – The entity did not design and maintain effective controls relating to the year-end closing and financial reporting process, resulting in accounting errors with respect to the reconciliation of certain balance sheet accounts. Specifically, evidence of the review and approval of manual journal entries was not maintained and the reconciliations of various accounts contained errors that indicated effective supervision and review was not performed timely. The impacted financial accounts included: Accrued Liabilities (e.g., legal costs), Accounts Payable, Prepaid Accounts, Cash and Intercompany Balances, Accounts Receivable and related Allowance for Doubtful Accounts, and the recording of Spare Parts Inventory. Further, the entity did not maintain effective controls related to the preparation and presentation of the statement of cash flows included within the entity's financial reporting.

Fixed Asset Management and Review – The entity did not maintain effective controls related to the authorization of fixed asset additions and subsequent evaluation of the fixed assets for proper classification and potential impairment (valuation). The lack of proper valuation evaluation resulted in a correction of a financial misstatement that reduced recorded fixed assets (net) by approximately $130 million. Further, misstatements related to the classification of costs associated with projects that were put into service during the period, where such costs were not properly moved from CIP.

Related Party Identification and Transactions – The entity did not design and maintain effective controls relating to the identification of related parties nor the identification, approval, recording and disclosure of related party transactions.

Inventory Management and Review – The entity did not maintain effective controls related to the management and review of inventory balances, resulting in the need for correction of accounting errors. In addition to the valuation adjustment, it was noted that controls related to the taking of a physical inventory (existence) at the Lorain, Ohio plant and inventories held with outside processors were lacking.

IFRS / Technical Accounting – The entity has insufficient personnel resources and technical accounting and reporting expertise to appropriately address certain accounting and financial reporting matters in accordance with generally accepted accounting principles. Specifically, the entity does not have sufficient resources/expertise to evaluate adjustments required to 'bridge' the entity's US GAAP-based financial statements to IFRS-based financial reporting for purposes of reporting to its corporate parent (that reports under IFRS) or properly supervise and review the income tax provision (including the recording and valuation of deferred tax assets).

8. The Company did not provide evidence of the evaluation of the effectiveness of internal controls in its Brazilian subsidiary denominated: "GV do Brasil Industria e Comercio de Aço LTDA" and also did not hire an external auditor for this evaluation.

Item 16G. Corporate Governance

Our following corporate governance practices differ from the New York Stock Exchange standards in the following ways:

Board of Directors Composition, Nomination and Board Meetings. Pursuant to the Mexican Securities Market Law, our board of directors must be composed of a maximum of 21 members, of which at least 25% must be independent. The board of directors is elected by the shareholders at the annual meeting, for a one year term with the option to be reelected, as determined by the shareholders. One alternate director may be appointed for each director, provided that independent alternates are appointed for the independent directors. In accordance with Mexican law,

our shareholders determine directors' independence during the annual shareholders meeting, but this independence determination may be challenged by the CNBV. Our board of directors meets at least quarterly and resolutions are binding if adopted by a majority of the directors present at a meeting.

Nominating and Compensation Committees. In compliance with Mexican laws, we do not have a nominating or compensation committee. Members of our board of directors are appointed by a majority of shareholders present at our annual shareholders meeting. We do have a corporate practice committee, made up of three independent directors, that assists the board in determining executive compensation. Shareholders, at our annual shareholders meeting, or the board of directors, make the final determination about executive compensation. Shareholders' approval must be acquired for the adoption and amendment of any equity compensation plans.

Audit Committee and Auditors. Our Audit Committee is governed by: (i) our by-laws and (ii) Mexican law. Our Audit Committee is made up of at least three independent directors, appointed by the board of directors. Our shareholders appoint and/or remove the chairman of the Audit Committee at the annual shareholders meeting. In accordance with Mexican law, the Audit Committee must provide an opinion regarding any transaction with a related party, outside of the ordinary course of business. Such transactions must also be approved by the board of directors.

Under Mexican law, we must be audited by an independent public accountant that has received a "quality control review," as defined by the general rules issued by the CNBV. These general rules require accounting firms rendering external audit services, to fulfill higher independence standards, as well as issuing and following quality control internal policies and manuals in accordance with the rules issued by the Mexican Institute of Public Accountants (*Instituto Mexicano de Contadores Públicos, A.C.*).

Quorum Requirements and Shareholders' Approval. In compliance with Mexican law, shareholders representing 50% of our capital stock must be present to conduct business at the first call for ordinary shareholders meetings, dealing with general matters. If a quorum is not reached, there is no minimum quorum requirement for a second or subsequent call. Resolutions approved at ordinary shareholders' meetings are valid when approved by a majority of the shares present. On the other hand, shareholders representing 75% of our capital stock must be present to conduct business at the first call for extraordinary shareholders meeting dealing with modifications to the our by-laws. If a quorum is not reached, shareholders representing 50% of our capital stock must be present at the meeting in a second or subsequent call. Resolutions at extraordinary shareholders meetings are valid if approved by shares representing more than 50% of our capital stock. However, resolutions regarding the (i) quorum requirements, (ii) minority shareholders' rights, (iii) merger, spin-off and conversion are valid if approved by at least 75% of our capital stock. Furthermore, resolutions regarding our registration with the National Securities Registry (*Registro Nacional de Valores*) are valid if approved by at least 95% of our capital stock. Class II Series "L" Shares, representative of our capital stock with limited economic and corporate rights, are not taken into account when determining the quorum at the general shareholders' meeting.

Code of Conduct and Ethics. In compliance with Mexican law, we have a code conduct and ethics for our directors or executive officers. Also, our directors' and executive officers' conduct is subject to the applicable provisions of the Mexican Securities Market Law and the regulations issued by the CNBV.

PART III

Item **17.** Financial Statements

See "Item 18—Financial Statements."

Item 18. Financial Statements

See our Consolidated Financial Statements beginning on page F-1.

Item 19. Exhibits

Pursuant to the rules and regulations of the SEC, we have filed certain agreements as exhibits to this annual report on Form 20-F. Documents filed as exhibits to this annual report:

Exhibit Number	Item
1.1	Amended and Restated by-laws (*estatutos sociales*) of the registrant, together with an English translation.*
4.1	Stock Purchase Agreement by and Among PAV Republic, Inc., The Shareholders of PAV Republic, Inc., SimRep Corporation and Industrias C.H., S.A. de C.V.*
4.2	2007-2008 Rounds Supply Agreement by and Between Republic, Inc. and United States Steel Corporation.*
4.3	Stock Purchase Agreement, dated as of February 21, 2008, among the Sellers (as defined therein) and Grupo Simec, S.A.B. de C.V. relating to the acquisition of 100% of the shares of Grupo San.**
8.1	List of subsidiaries, their jurisdiction of incorporation and names under which they do business.
12.1	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of chief executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certifications of chief executive officer and principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
16.1	Former Accountant's Letter pursuant to Item 16F of Form 20-F.

* Previously filed with the SEC as an exhibit and incorporated by reference to our Registration Statement on Form F-1, File No. 333-138239.

** Previously filed with the SEC as an exhibit and incorporated by reference to our Annual Report on Form 20-F, filed on July 1, 2008.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to its annual report on its behalf.

GRUPO SIMEC, S.A.B.
DE C.V.

By: /s/ Luis García Limón
Luis García Limón
Chief Executive Officer

By: /s/ Mario Moreno Cortez
Mario Moreno Cortez
Coordinator of Finance

Dated: July 10, 2017

Grupo Simec, S.A.B. de C.V. and subsidiaries

(A subsidiary of Industrias CH, S.A.B. de C.V.)

Consolidated Financial Statements

As of December 31, 2016, 2015 and 2014

and Independent Auditors' Report

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of

Grupo Simec, S.A.B. de C.V.

We have audited the accompanying consolidated statements of financial position of Grupo Simec, S.A.B. de C.V. and subsidiaries (the "Company") as of December 31, 2016, and the related consolidated statements of comprehensive income, changes in stockholders' equity and cash flows for each of the years ended December 31, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting standards used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, based on our audit, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Grupo Simec, S.A.B. de C.V. and subsidiaries as of December 31, 2016, and the consolidated results of their operations and their cash flows for the year ended December 31, 2016, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States of America), Grupo Simec, S.A.B. de C.V. and subsidiaries' internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO 1992 criteria). Our report dated May, 11, 2017 expressed an unfavorable opinion on the effectiveness of the internal control of the Company of the financial reports.

Marcelo de los Santos y Cía., S.C.

/s/ Marcelo de los Santos Anaya

Marcelo de los Santos Anaya

San Luis Potosí, S.L.P., Mexico

May 12, 2017

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of

Grupo Simec, S.A.B. de C.V.

We have audited the accompanying consolidated statements of financial position of Grupo Simec, S.A.B. de C.V. and subsidiaries (the "Company") as of December 31, 2015, and the related consolidated statements of comprehensive income, changes in stockholders' equity and cash flows for each of the years ended December 31, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the consolidated statements of financial position of Corporación Aceros D.M., S.A. de C.V. and subsidiaries as of December 31, 2015, nor the related consolidated statements of comprehensive income, changes in stockholders' equity and cash flows for each of the years ended December 31, 2015 and 2014, which total consolidated assets represent approximately 10% of the total consolidated assets at that date, and its net consolidated sales for the years ended as of December 31, 2015 and 2014 represented 4% and 5% of the total net consolidated sales, respectively. Those statements were audited by other auditors whose reports has been furnished to us, and our opinion, insofar as it relates to the amounts included for Corporación Aceros D.M., S.A. de C.V. and subsidiaries, is based solely on the reports of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of the others auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Grupo Simec, S.A.B. de C.V. and subsidiaries as of December 31, 2015, and the consolidated results of their operations and their cash flows for each of the years ended December 31, 2015 and 2014, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Castillo Miranda y Compañía, S.C.

/s/ Juan Martín Gudiño Casillas

Juan Martín Gudiño Casillas

Guadalajara, Jalisco, Mexico

September 19, 2016

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Grupo Simec, S.A.B. de C.V. and Subsidiaries

(A subsidiary of Industrias CH, S.A.B. de C.V.)

Consolidated Statements of Financial Position

As of December 31, 2016 and 2015

(In thousands of Mexican pesos)

	Note	2016	2015
Assets			
Current assets:			
Cash and cash equivalents	6	$7,536,534	$6,224,502
Other investments	6	428,422	374,359
Trade receivables, net	7	2,695,401	2,250,801
Related party receivables	18-b	2,949,529	499,951
Recoverable taxes	8	1,513,599	965,007
Other receivables		281,882	236,058
Prepaid expenses		420,278	317,925
Inventories, net	9	7,181,483	6,110,847
Total current assets		23,007,128	16,979,450
Non-current inventories, net	9	1,596,926	1,485,666
Property, plant and equipment, net	10	14,491,045	11,129,200
Intangible and other non-current assets, net	11	2,544,273	2,650,100
Total assets		$41,639,372	$32,244,416
Liabilities and stockholders' equity			
Current liabilities:			
Short-term debt	12	$6,241	$5,237
Trade accounts payable	13	2,827,559	3,102,944
Related party payable	18-b	1,020,534	886,928
Accrued expenses and taxes other than income taxes	13	665,936	665,934
Taxes payable		954,396	755,585
Income tax payable		44,324	171,148
Total current liabilities		5,518,990	5,587,776
Long term liabilities:			

Employee benefits	14	99,783	93,432
Deferred income tax	15	2,302,919	1,395,090
Other liabilities		507,536	46,737
Contingencies and Commitments	24 and 25		
Total long-term liabilities		2,910,238	1,535,259
Total liabilities		8,429,228	7,123,035
Stockholders' equity:	16		
Capital stock		2,832,268	2,832,268
Additional paid-in capital		4,602,314	4,094,600
Retained earnings		19,053,138	17,168,304
Repurchase of own capital stock reserve		1,988,468	557,927
Cumulative translation effects in foreign subsidiaries		4,839,142	1,920,136
Total controlling interest		33,315,330	26,573,235
Non-controlling interest	17	(105,186)	(1,451,854)
Total stockholders' equity		33,210,144	25,121,381
Total liabilities and stockholders' equity		$41,639,372	$32,244,416

The accompanying notes are an integral part of these consolidated financial statements

Grupo Simec, S.A.B. de C.V. and Subsidiaries

(A subsidiary of Industrias CH, S.A.B. de C.V.)

Consolidated Statements of Comprehensive Income (Loss)

For the years ended December 31, 2016, 2015 and 2014

(In thousands of Mexican pesos, except (loss) earnings per share figures)

	Note	2016	2015	2014
Net sales		$27,515,565	$24,475,821	$26,828,761
Cost of sales	19	(22,775,593)	(23,096,967)	(25,492,298)
Impairment of property, plant and equipment	3-g and 19		(2,071,901)	
(Loss) income gross profit		4,739,972	(693,047)	1,336,463
Administrative expenses	19	(1,277,487)	(1,582,489)	(1,193,718)
Other income (expense), net	20	(36,198)	173,427	60,554
Interest income		108,151	34,027	25,139
Interest expense		(40,170)	(40,195)	(22,614)
Foreign exchange (loss) gain, net		1,774,984	(382,062)	474,092
(Loss) income before income taxes		5,269,252	(2,490,339)	679,916
Income taxes	15	(926,041)	(770,572)	(161,997)
Net (loss) income for the year		4,343,211	(3,260,911)	517,919
Other comprehensive income (loss):				
Translation effects of foreign subsidiaries		2,807,297	846,936	1,013,377
Fair value of derivative financial instruments, net of income taxes				
Total other comprehensive income (loss) for the year, net of income taxes		2,807,297	846,936	1,013,377
Comprehensive (loss) income for the year		$7,150,508	$(2,413,675)	$1,531,296
Net (loss) income attributable to:				
Controlling interest		$2,884,834	$(1,214,290)	$1,203,524

Non-controlling interest		1,458,377	(2,046,621)	(685,605)
(Loss) income net for the year		$4,343,211	$(3,260,911)	$517,919
Comprehensive (loss) income attributable to:				
Controlling interest		$5,803,840	$(221,316)	$2,118,768
Non-controlling interest		1,346,668	(2,192,659)	(587,472)
Comprehensive (loss) income for the year		$7,150,508	$(2,413,975)	$1,531,296
Earnings (loss) per share:				
Weighted average shares outstanding (in thousands of shares)		486,516	492,421	492,781
(Loss) income per share (controlling interest) (Mexican pesos)	4-n	$5.93	$(2.47)	$2.44

The accompanying notes are an integral part of these consolidated financial statements

Grupo Simec, S.A.B. de C.V. and Subsidiaries

(A subsidiary of Industrias CH, S.A.B. de C.V.)

Consolidated Statements of Changes in Stockholders' Equity

For the years ended December 31, 2016, 2015 and 2014

(In thousands of Mexican pesos)

	Capital stock	Additional paid-in capital	Retained earnings	Repurchase of own capital stock reserve	Cumulative translation effects in foreign subsidiaries	Fair value of derivative financial instruments	Total controlling interest	Non-controlling interest	Total stockholders' equity
Balance as of December 31, 2013	2,832,268	4,150,282	17,179,070	773,150	11,918	-	24,946,688	1,328,277	26,274,965
Repurchase of own capital stock, net		20,575		(46,191)			(25,616)		(25,616)
Comprehensive income (loss)			1,203,524		915,244		2,118,768	(587,472)	1,531,296
Balance as of December 31, 2014	2,832,268	4,170,857	18,382,594	726,959	927,162	-	27,039,840	740,805	27,780,645
Repurchase of own capital stock, net		(76,257)		(169,032)			(245,289)		(245,289)
Comprehensive income (loss)			(1,214,290)		992,974		(221,316)	(2,192,659)	(2,413,975)
Balance as of December 31, 2015	2,832,268	4,094,600	17,168,304	557,927	1,920,136	-	26,573,235	(1,451,854)	25,121,381
Increase in reserve			(1,000,000)	1,000,000			0		0

Repurchase of own capital stock, net	507,714		430,541		938,255			938,255
Comprehensive income (loss)		2,884,834		2,919,006	5,803,840	1,346,668		7,150,508
Balance as of December 31, 2016	$2,832,268	$4,602,314	$19,053,138	$1,988,468	$4,839,142	$-	$33,315,330	$(105,186)	$33,210,144

The accompanying notes are an integral part of these consolidated financial statements

Grupo Simec, S.A.B. de C.V. and Subsidiaries

(A subsidiary of Industrias CH, S.A.B. de C.V.)

Consolidated Statements of Cash Flows

For the years ended December 31, 2016, 2015 and 2014

(In thousands of Mexican pesos)

	2016	**2015**	**2014**
Operating activities:			
Net (loss) income of the year	$4,343,211	$(3,260,911)	$517,919
Adjustments for:			
Depreciation and amortization	1,429,381	1,261,093	1,117,906
Impairment of property, plant and equipment	0	2,071,901	
Employee benefits	6,351	9,933	2,103
Allowance for slow moving inventories	0	681,273	92,441
Allowance for doubtful accounts	(16,453)	29,512	(99,740)
Interest income from investing activities	(108,151)	(34,027)	(25,139)
Interest expense from financing activities	40,170	40,195	22,614
Unrealized foreign exchange loss (gain), net	169,699	172,576	(559,681)
Income taxes	926,041	770,572	161,997
	6,790,249	1,742,117	1,230,420
Decrease (increase) in trade receivables	(209,517)	646,126	(195,756)
(Increase) due from related parts receivables	(2,449,578)	(325,524)	(20,002)
Decrease (increase) in inventories	(84,865)	687,296	(5,955)
(Increase) in other accounts receivable, recoverable taxes and prepaid expenses	(619,378)	(730,206)	(56,450)
(Decrease) increase in trade accounts payable	(372,386)	(954,678)	318,081
(Decrease) increase in due to related parties payable	(36,093)	(40,439)	(93,727)
(Decrease) increase in accrued expenses and taxes other than income taxes	410,066	(1,406,375)	193,369
Net cash flows (used) provided by operating activities	3,428,498	(381,683)	1,369,980
Investing activities:			
Acquisition of property, plant and equipment	(3,100,259)	(647,743)	(1,858,358)
Decrease (increase) in other non-current assets	(119,468)	27,965	78,034

Other investments	(54,063)	(69,392)	(305,085)
Interest income collected	108,151	34,027	25,139
Net cash flows used in investing activities	(3,165,639)	(655,143)	(2,060,270)
Financing activities:			
Repurchase and placement of own capital stocks, net	938,255	(245,289)	(25,616)
Interest expense paid	(40,170)	(40,195)	(22,614)
Net cash flows used in financing activities	898,085	(285,484)	(48,230)
Net (decrease) in cash and cash equivalents	1,160,944	(1,322,310)	(738,520)
Cash and cash equivalents at beginning of year	6,224,502	7,003,373	6,984,730
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	151,088	543,439	757,163
Cash and cash equivalents at end of year	$7,536,534	$6,224,502	$7,003,373

The accompanying notes are an integral part of these consolidated financial statements

Grupo Simec, S.A.B. de C.V. and Subsidiaries

(A subsidiary of Industrias CH, S.A.B. de C.V.)

Notes to the Consolidated Financial Statements

For years ended December 31, 2016, 2015 and 2014

(In thousands of Mexican pesos, except foreign currency and where indicated)

1. Nature of business

Grupo Simec, S.A.B. de C.V. is a *stock corporation* with *variable capital,* incorporated under the laws of Mexico on August 22, 1990, with a duration of 99 years. The Company is a subsidiary of Industrias CH, S.A.B. de C.V. (Industrias CH or ICH). The Company is located in Guadalajara, Jalisco, Mexico and the address of its administrative offices is 601 Rd. Lazaro Cardenas, ZIP Code 44440.

The main activity of Grupo Simec, S.A.B. de C.V. and subsidiaries (Simec or the Company) is the manufacture and sale of iron and steel alloys products in Mexico, the United States of America (USA), Canada and since November 2015, began partial operations in the plant of Brazil, which have been increased in 2016. (See Note 2-e).

Part of the Company's shares of stock are listed on the Mexican Stock Exchange (BMV) and in the New York Stock Exchange (NYSE). (See Note 26).

2. Significant events

a. As of January 13,2016, was incorporated GSIM de Occidente, S.A. de C.V. with an investment of $50, being the stockholders Grupo Simec, S.A.B. de C.V. with 49,999 shares class "I" and Simec International, S.A. de C.V., with 1 share class "II".

b. As of January 13, 2016, was founded Fundiciones de Acero Estructural, S.A. de C.V., with an investment of $50, being the stockholders Grupo Simec, S.A.B. de C.V., with 49,999 shares class "I" and Simec International, S.A. de C.V., with 1 share class "II".

c. On January 20, 2015, was founded Aceros Especiales Simec Tlaxcala, S.A. de C.V. with an investment of $ 50, being the shareholders Grupo Simec, S.A.B. de C.V. with 49,999 shares class “I” and Simec International, S.A. de C.V. with 1 share class “I”.

Grupo Simec, S.A.B. de C.V., during 2015 at Extraordinary Meeting of Stockholders, increased the capital stock by $ 1,000,000.

d. On January 20, 2015, was founded Recursos Humanos de la Industria Siderurgica de Tlaxcala, S.A. de C.V. with an investment of $ 50, being the stockholders Grupo Simec, S.A.B. de C.V. with 49,999 shares class “I” and Simec International, S.A. de C.V. with 1 share class “I”.

e. On March 21, 2015, Grupo Simec, S.A.B. de C.V. and Simec International, S.A. de C.V. (subsidiary company) (the “companies”), acquired shares of a company named RRLC, S.A.P.I. de C.V (RRLC). These companies purchased 2,500 shares of Class “I”, ordinary, nominative and without par value, representative of the fixed portion of capital stock, representing 50% of the shares of that class. In addition, these companies purchased 46,103 shares of Class “II” which were purchased without the right to vote, nominative, and without nominal value, representing the variable portion of capital stock and representing 100% of the shares of that class, in the amount of $ 18,600. By the Extraordinary General Meeting of Shareholders of RRLC the appointment of members of the Board of Directors of that company, composed exclusively by officers and shareholders of Grupo Simec, S.A.B. de C.V.; so, from that date on the Company consolidates the financial statements of RRLC.

RRLC was formed by split of another company on December 11, 2014, and included tax losses by $ 311,529, at the date of acquisition.

f. On October 30, 2015, Simec International 7, S.A. de C.V. and Simec International, S.A. de C.V. (subsidiaries) (the “companies”), acquired shares of a company named Grupo Chant, S.A.P.I. de C.V (Chant). These companies acquired 25,000 shares of Class “I”, ordinary, nominative and without par value, of the fixed portion of capital stock, representing 50% of the shares of that class. In addition, these companies acquired 1,000,000 of shares of Class “II” which were acquired without the right to vote, nominative, and without nominal value, representing the variable portion of capital stock and

representing 100% of the shares of that class, in the amount of $ 167,000. The appointment of members of the Board of Directors of that company, is under de control of Grupo Simec, S.A.B. de C.V, so from that date on the Company consolidates the financial statements of Chant.

Chant was formed by split of another company on December 11, 2014, which was referred to tax loss by $ 2,380,350, at the date of acquisition.

g. In November 2015, the steel plant in Brazil started partial operations, which have been increased in 2016; the plant will have a production capacity of 450,000 tons per year, of commercial steels; especially rebar and wire rod. Currently, we are in the process of market opening, and we have established contact with major local suppliers of inputs and raw materials. The total cost of this project is USD$ 300 million, approximately. In a second step, the intention is to enter the market of special steels for the automotive and electro-welded in wire rod derived products.

h. Regarding a new plant of special steels, in the months of October and December 2015, were acquired some adjoining lands at the existing plant in Tlaxcala, Mexico, which estimated final extension is 100 hectares. On October 20, was held the contract “turnkey” signed with Danieli & Officine Meccaniche for the construction of the new plant (except civil engineering) and the supply of all equipment. This new plant will have an installed capacity of 600 thousand tons, per year, with a construction period of 2 years and a half a trial period of 6 to 8 months prior to the start of operations. The budget for this project is USD$ 600 million, approximately. As of December 31,2016, the greater part of the equipment has been received; the last shipment is expected to be received on June 2017. The electric energy and gas services have already been contracted.

i. In June of 2015, Republic Steel temporarily idled the newly constructed electric arc furnace at the Lorain facility in response to the severe economic downturn in the energy exploitation sector following the sharp drop in the oil price, which has led to significant market declines and demand for product. As a consequence of this event that the net book value exceeded the fair value by approximately USD$ 130.7 million (equivalent to $ 2,071,901) and as such recognized an asset impairment of this amount during the year ended December 31, 2015. This effect is presented in the Income Statement together with the cost of sales, since it corresponds to an impairment of the production plant. See Note 10. The plant of Lorain suspended totally its operations at first quarter of 2016.

3. Application of new and modified standards and interpretations and standards not yet in force

The consolidated financial statements of Grupo Simec, S.A.B. Of C.V. and Subsidiaries for the periods presented have been prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). IFRS also includes all current International Accounting Standards (IAS), in force, as well as all related interpretations issued by the IFRS Interpretations Committee, including those issued previously by the Standing Interpretations Committee. The company applied the effective IFRS as of December 31, 2016.

a. International Financial Reporting Standards, not yet in force.

The following are the Standards and Amendments that may have an effect on the financial information of Simec, which were issued by the IASB, but are not in force at the date of these financial statements.

Amendments applicable from 2017:

a) Amendment to IAS 12.- Income Tax - recognition of deferred tax assets for unrealized losses.

To clarify the diversity of practices in the recognition of a deferred tax asset arising from a debt instrument measured at fair value, the IASB published amendments to IAS 12. - Income Tax - recognition of deferred tax assets for non-realized losses. The amendments to IAS 12 include some clarifying paragraphs and an illustrative example.

The modifications clarify the following aspects:

Unrealized losses on debt instruments valued at fair value for accounting purposes and at their cost for tax purposes give rise to a deductible temporary difference, independent of the expecting of the holder of the debt instruments, to recover the carrying amount of the debt instrument or by use.

The book value of an asset does not limit the estimate of probable future tax benefits.

Estimates of future tax benefits exclude tax deductions resulting from the reversal of deductible temporary differences.

An entity evaluates a deferred tax asset in combination with other deferred tax assets. When tax law restricts the use of tax losses, an entity could value a deferred tax asset in combination with other deferred tax assets of the same type.

The amendments are retrospective and effective for annual periods beginning on or after January 1, 2017. Early application is permitted.

Rules applicable from 2018:

a) IFRS 15.- Income from contracts with customers.

The IASB has published a new standard, IFRS 15.- Income from contracts with customers (IFRS 15 or the new standard). The new standard describes a single comprehensive model for accounting of revenue from customer contracts and replaces current revenue recognition guidelines included in IFRS standards and interpretations.

The basic principle of the new rule is that an entity must recognize the income that represents the transfer of goods or services promised to the client, valued by the amount that the entity expects to receive in exchange for such goods or services.

The entities must:

Identify the contracts with clients which are within the scope of the new standard;

Identify the performance obligations in the contract: i) sales of goods or services separately, ii) sales dependent or interrelated with other products or services; (iii) homogeneous and consistent sales;

Determine the price of the transaction: i) variable consideration and restricted estimates, ii) time value of money and financing component, iii) non-monetary consideration, iv) consideration paid to the customer;

Distribute the transaction price among each separable performance obligation;

Recognize income when each performance obligation is met: (i) over time, (ii) at a point in time.

The new IFRS 15 increases disclosures on income and is effective for periods beginning on or after January 1, 2018, allowing for early application. Entities may choose to retroactively apply the standard or use a modified approach in the year of application.

b) IFRS 9.- Financial Instruments (IFRS 9 (2014)).

The IASB published IFRS 9 (2009) and IFRS 9 (2010) which introduced new classification and valuation requirements, and in 2013 disclosed a new model for hedge accounting. IFRS 9 published in July 2014 represents the final version of the standard, supersedes previous versions of IFRS 9, and completes the IASB project to replace IAS 39, Financial Instruments.

IFRS 9 (2014) includes a logical model for classification and valuation, a single, forward-looking model of impairment, and an approach with substantive changes to hedge accounting.

Classification and valuation

The classification determines how financial assets and financial liabilities are recorded in the financial statements and, in particular, how they are valued continuously. IFRS 9 (2014) introduces a logical approach to the classification of financial assets, which is based on the flow characteristics and the business model in which the asset is held. This unique, principled approach replaces existing requirements.

Impairment

The new model results in the application in a single model of impairment to all financial instruments, thus eliminating a source of complexity associated with the previous requirements. As a part of IFRS 9 (2014), IASB has introduced a new impairment model based on expected losses, which will require a more timely recognition of expected losses. Specifically, the new standard requires entities to recognize expected losses since the initial recognition of financial instruments as well as over the life of the instrument on a more timely basis. Further disclosures will be required on how the losses and the movement of the loss estimate were determined and of the activity of the estimate for losses.

Coverage Accounting

IFRS 9 (2014) introduces an approach with substantive changes for hedge accounting, with improvements to disclosures about risk management activities. The new model represents a major overhaul of hedge accounting, which aligns accounting manage with risk management activities, allowing entities to better reflect these activities in their financial statements. In addition, as a result of these changes, users of financial statements will be better informed about risk management and the effect of hedge accounting on financial reporting.

Own credit risk

IFRS 9 (2014) also eliminates the volatility in results that was caused by changes in the credit risk of liabilities that are valued at fair value. This accounting change means that gains proceeding from the impairment of the risk of our credit on these liabilities are no longer recognized directly in net earning or loss but in other comprehensive income (ORI).

IFRS 9 (2014) become in force for fiscal years beginning on or after January 1, 2018. Early application is permitted. In addition, changes in credit risk can be applied in advance and in isolation, without the other changes in the

recognition of financial instruments.

Amendments applicable from 2018

a) Amendment to IAS 40.- Investment Property

The amendment clarifies that the transfer of an investment in property will occur when and only when there is a change in its use. A change of use occurs when the property meets, or fails to meet, the definition of investment property and there is evidence of change of use. In isolation, a change in management's intentions to use a property does not provide evidence of a change in use.

b) Amendment to IAS 28.- Investments in Associates and Joint Ventures.

This amendment clarifies that a venture capital organization, collective investment fund, investment trust and other similar entities may opt at the initial recognition, to measure investments in associates and joint ventures at fair value through changes in profit and loss separately for each associate and joint business.

In addition, this amendment allows, in applying the equity method, that an entity other than an investment entity retains the measurement of the fair value applied by its associates and joint ventures. It also clarifies that this option is available at the initial recognition for each associate or joint venture that is an investment entity.

c) Amendments to IFRS 2, Classification and measurement of share-based payment transactions.

The amendments clarify the following:

When estimating the fair value of a share-based payment settled in cash, accounting for the effects of the acquisition conditions and the liability incurred should follow the same approach as for stock-based share-based payment .

Where tax laws or regulations require an entity to withhold an amount because of an employee's tax liability associated with a share-based payment, the share-based payment arrangements may allow or require to retain a specified number of equity instruments Equivalent to the monetary value of the employee's tax liability, that is, the share-based payment arrangement has a "net settlement characteristic", if the agreement does not include the net settlement characteristic, that agreement should be classified as a whole Transaction with share-based payments settled with equity instruments.

A share-based payment that is modified to change the settlement transaction in cash to the settlement of capital, should take into account the following:

i. The original liability is written off;

ii. The share-based payment with share liquidation is recognized on the date of modification of the fair value of the equity instrument granted to the extent that the services had been rendered until the date of modification; and

iii. Any difference between the carrying amount of the liability at the date of change and the amount recognized in the net equity must be recognized immediately in profit or loss.

Amendments are effective for annual reporting periods beginning on or after January 1, 2018 with anticipated permitted application.

Interpretation applicable from 2018:

a) IFRIC 22.- Transactions in foreign currency and considerations paid in advance.

IFRIC 22 Interpretation, issued by the International Accounting Standards Board, developed by the IFRS Interpretations Committee, addresses how to determine the date of the transaction for the purpose of establishing the exchange rate to be used in the initial recognition of the asset, expense or related income on the write-off of a non-monetary asset or non-monetary liability arising from the payment or collection of the anticipated consideration in foreign currency.

It is established that the date of the transaction for the purpose of determining the exchange rate to be used in the initial recognition is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or collection of the anticipated consideration . If there are multiple payments or prepayments, the entity will determine a date of the transaction for each payment or collection of the anticipated consideration.

Standard applicable from 2019:

A) IFRS 16.- Leases

In January 2016, the IASB published a new accounting standard, called IFRS 16.- Leases (IFRS 16), which repeals IAS 17.- Leases and their interpretation guides.

The main changes in relation to the previous rule are:

i. IFRS 16 provides a comprehensive model for the identification of leases contracts and their treatment in the financial statements of lessees and lessors.

ii. The new standard applies a control model for the identification of leases, distinguishing between leases and service contracts based on whether there is an asset identified and controlled by the customer.

iii. The distinction between operating and finance leases is eliminated; therefore, the assets and liabilities of all leases are recognized, with some exceptions, for leases of short-term low-value assets.

iv. The standard does not include significant changes in the requirements for the lessor’s accounting.

The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that have also adopted IFRS 15.- Income from Contracts with Customers.

Simec is appraising the effect that these new standards could have on its financial statements.

4. Basis for the preparation and presentation of the financial statements

Basis of preparation - The consolidated financial statements have been prepared in accordance with the provisions of Note 3 on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Basis of consolidation - The consolidated financial statements incorporate the financial statements of Grupo Simec, S.A.B. de C.V. and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income (loss) of subsidiaries is attributed both to the Company and to the non-controlling interests even if the non-controlling interests having a deficit balance.

During the consolidation process, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Company. All significant intercompany transactions and balances, between companies were eliminated on consolidation.

Changes in the Company’s ownership interests in subsidiaries that do not result in the Company losing control are accounted for as equity transactions. The carrying amounts of the Company’s interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

When the Company loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The amounts previously recognized in other comprehensive income related to the subsidiaries are recorded (ie, reclassified to profit or transferred directly to retained earnings) in the same manner established for the case of the disposal of significant assets or liabilities. The fair value of any investment retained in the former subsidiary at the

date when control is lost is regarded as the fair value on initial recognition for subsequent accounting treatment under IAS 39, *Financial Instruments: Recognition and Measurement,* or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

As of December 31, 2016, and 2015, the subsidiaries of Grupo Simec, S.A.B. de C.V. included in the consolidation are as follows.

	Percentage of equity owned	
Subsidiaries established in Mexico:	**2016**	**2015**
Compañia Siderurgica de Guadalajara, S.A. de C.V.	99.99%	99.99%
Arrendadora Simec, S.A. de C.V.	100.00%	100.00%
Simec International, S.A. de C.V.	100.00%	100.00%
Compañia Siderurgica del Pacifico, S.A. de C.V.	99.99%	99.99%
Coordinadora de Servicios Siderurgicos de Calidad, S.A. de C.V. (10)	100.00%	100.00%
Industrias del Acero y del Alambre, S.A. de C.V.	99.99%	99.99%
Procesadora Mexicali, S.A. de C.V.	99.99%	99.99%
Servicios Simec, S.A. de C.V.	100.00%	100.00%
Sistemas de Transporte de Baja California, S.A. de C.V.	100.00%	100.00%
Operadora de Servicios Siderurgicos de Tlaxcala, S.A. de C.V.	100.00%	100.00%
Operadora de Metales, S.A. de C.V.	100.00%	100.00%
Administradora de Servicios Siderurgicos de Tlaxcala, S.A. de C.V.	100.00%	100.00%
CSG Comercial, S.A. de C.V.	99.95%	99.95%
Operadora de Servicios de la Industria Siderurgica ICH, S.A. de C.V.	100.00%	100.00%
Corporacion Aceros DM, S.A. de C.V. and subsidiaries (1)	100.00%	100.00%
Acero Transportes San, S.A. de C.V. (1)	100.00%	100.00%
Simec Acero, S.A. de C.V. (10)	100.00%	100.00%
Corporacion ASL, S. A. de C.V.	99.99%	99.99%
Simec International 6, S.A. de C.V. (10)	100.00%	100.00%
Simec International 7, S.A. de C.V.	99.99%	99.99%
Simec International 9, S.A.P.I. de C.V.	100.00%	100.00%
Corporativos G&DL, S.A. de C.V. (10)	100.00%	100.00%
Orge, S.A. de C.V.	99.99%	99.99%
Siderurgica del Occidente y Pacifico, S.A. de C.V.	100.00%	100.00%
RRLC, S.A.P.I. de C.V. (8)	95.10%	95.10%
Grupo Chant, S.A.P.I. de C.V. (8)	97.61%	97.61%
Aceros Especiales Simec Tlaxcala, S.A. de C.V. (9)	100.00%	100.00%
Recursos Humanos de la Industria Siderurgica de Tlaxcala, S.A. de C.V. (9)	100.00%	100.00%
GSIM de Occidente S.A. de C.V. (11)	100.00%	
Fundiciones de Acero Estructural, S.A. de C.V. (11)	100.00%	
Subsidiaries established in foreign countries:		
SimRep Corporation and Subsidiaries (3) (4) (6) (10)	50.22%	50.22%
Pacific Steel, Inc. (4)	100.00%	100.00%
Pacific Steel Projects, Inc. (4)	100.00%	100.00%
Simec Steel, Inc. (4)	100.00%	100.00%
Simec USA, Corp. (4)	100.00%	100.00%
Undershaft Investments, NV. (6)	100.00%	100.00%
GV do Brasil Industria e Comercio de Aço LTDA (7)	100.00%	100.00%
GS Steel B.V. (2)	100.00%	100.00%

(1) Companies located in San Luis Potosi. For purposes of this report constitute the “Grupo San”. This Company includes two subsidiaries that in 2014 changed its address and tax residence to the California State in USA. These subsidiaries are Steel Promotor, Inc. and Coadm Steel, Inc., and in 2015 they merged with Simec USA, Corp.

(2) Company established in Netherlands in 2014.

(3) ICH (Holding Company) owns 49.78% of the shares in this company.

(4) Business established in the United States of America, except a subsidiary of SimRep which is established in Canada.

(5) SimRep as an individual company has no significant operations or assets, other than its investment in Republic Steel. For purposes of this report, these companies are named “Republic”.

(6) Company established in Curaçao.

(7) Company established in Brazil in 2010, in which the Company built a steel plant and starting partial operations in November 2015, which have increased in 2016.

(8) Companies acquired in 2015.

(9) Companies incorporated in 2015.

(10) Companies that have lost the entire capital stock, except Corporativos G&DL, S.A. de C.V., and Administradora de Servicios Siderúrgicos de Tlaxcala, S.A. de C.V. which only have lost 2/3 of their capital stock.

(11) Companies incorporated in 2016.

Summary of significant accounting policies -Preparation of accompanying consolidated financial statements requires management of the Company to make certain estimates and use certain assumptions to value certain items contained in the financial statements and make the disclosures required therein. However, actual results may differ from these estimates. The Company’s management, using its professional judgment, believes that the estimates made and assumptions used were adequate under the circumstances. The significant accounting policies of the Company are those mentioned below:

a. ***Translation of financial statements of foreign subsidiaries*** - The functional and reporting currency of the Company is the Mexican peso ($). The financial statements of foreign subsidiaries were translated to Mexican pesos in accordance with International Accounting Standard (IAS) 21,

The Effects of Changes in Foreign Exchange Rates. Under this standard, the first step to convert financial information from operations abroad is the determination of the functional currency. The functional currency is the currency of the primary economic environment of the foreign operation or, if different, the currency that mainly impacts its cash flows.

The U.S. dollar (US Dollar or USD$) was considered as the functional currency of all the U.S. subsidiaries (except Simec International 8, Inc., Steel Promotor, Inc. and Coadm Steel, Inc. subsidiaries of Corporacion Aceros DM, S.A. de C.V., until it's merged in 2015) and Brazilian Real for GV do Brasil Industria e Comercio de Aço LTDA.; therefore, the financial statements of these subsidiaries were translated into Mexican pesos by applying:

- The exchange rates at the balance sheet date, to all assets and liabilities.

- The historical exchange rate at stockholders' equity accounts and revenues, costs and expenses.

Translation differences are carried directly to the consolidated statements of comprehensive income as other comprehensive income under the caption translation effects of foreign subsidiaries.

The Mexican peso was considered until 2015 the functional currency of the Company's USA subsidiaries, Simec International 8, Inc., Steel Promotor, Inc. and Coadm Steel, Inc. until the date they merged which use the U.S. dollar as its recording currency; therefore, the financial statements were translated to Mexican pesos before the subsidiaries merged, as follows:

- Monetary assets and liabilities by applying the exchange rates at the statement of financial situation date.

- Non-monetary assets and liabilities, as well as stockholders' equity accounts, at the historical exchange rate.

- Revenues, costs and expenses, except those arising from non-monetary assets or liabilities that are translated using the historical exchange rate for the related non-monetary asset or liability, are translated on the base of the exchange rates in force at the dates of the transactions.

Translation differences were carried directly to the consolidated statement of comprehensive income as part of the income of the year under the caption foreign exchange gain (loss).

Relevant exchange rates used in the preparation of the consolidated financial statements of foreign subsidiaries were as follows (Mexican pesos per one U.S. dollar):

Current exchange rate as of December 31, 2016	20.66
Current exchange rate as of December 31, 2015	17.34
Current exchange rate as of December 31, 2014	14.73
Weighted average exchange rate for the year ended December 31, 2016 (*)	18.66
Weighted average exchange rate for the year ended December 31, 2015 (*)	15.85
Weighted average exchange rate for the year ended December 31, 2014 (*)	13.29
Current exchange rate as of March, 30 of 2017	18.88

(*) Weighted average exchange rate used to translate revenues, costs and expenses of the companies mentioned above.

b. ***Business combinations*** - Acquisitions of subsidiaries and businesses units are accounted for using the acquisition method. The consideration for each acquisition is measured at fair value, at the date of interchange of the assets transferred, liabilities incurred or assumed and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except for:

- Deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements, which are recognized and measured in accordance with IAS 12, *Income Taxes,* and IAS 19, *Employee Benefits,* respectively.

- Assets (or assets groups for disposal) that are classified as held for sale in accordance with IFRS 5, *Non*-current *Assets Held for Sale and Discontinued Operations,* are measured in accordance with that Standard.

Any excess of the cost of acquisition on the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the associated company recognized at the date of acquisition is recognized as goodwill. Goodwill is included in the carrying amount of the investment and is assessed for impairment as part of the investment. Any excess of the Group's interest in the net fair value of the assets, liabilities and contingent liabilities over the cost of acquisition, after the reassessment, is immediately recognized in profit and loss.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and later adjustments to the consideration are recognized against goodwill, providing that it has arisen from reliable information on the fair value at the acquisition date and occur during the 'measurement period' (which cannot exceed one year from the acquisition date). All other subsequent adjustments are recognized in profit or loss.

The subsequent accounting for changes in the fair value of the contingent estimates that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates. Contingencies classified as assets or liabilities are remeasured at subsequent reporting dates in accordance with IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognized in profit or loss.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Company obtains control) and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have been previously recognized in other comprehensive income (loss) are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are

recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

c. ***Cash and cash equivalents and temporary investments*** - Cash consists of deposits in bank accounts that do not generate interest. Cash equivalents consists in temporary investments referred to short-term fixed income investments whose original maturity is less than three months. These investments are expressed at cost plus accrued yields. The value so determined approximates their fair value.

Temporary investments in an equity instruments for trading are measured at its fair value prevailing at the date of the financial statements. Subsequent changes in the fair value are recognized in profit or loss.

d. ***Allowances for doubtful accounts*** - The Company follows the practice of recording an estimation of an allowance for doubtful accounts, which is determined by considering the balances of clients with more than a year old, those in litigation and or specific recovery problems. Actual results may differ materially from these estimates in the future.

e. ***Inventories and cost of sales*** – Inventories are stated at the lower of cost or net realizable value. The cost allocation formula used is the average cost. The cost includes acquisition costs of materials, labor and overhead costs related to manufacturing and distribution, based on normal activity levels. The net realizable value represents the estimated selling price for inventories less all estimated costs of completion and other necessary to make the sale, which is recorded in the statement of financial position and against account is the cost of sales.

The Company classifies inventory of raw materials in the Consolidated Statements of Financial Position based on its expected consumption period, presenting as long-term inventories those which in accordance with historical data and production trends will not be consumed in the short-term (one year).

The Company classified as long-term inventory parts and rollers, that, according to historical data and trends, showing that such inventories will not be consumed in the short-term. The Company utilizes coke, a form of coal, as a raw material input to fuel its blast furnace (see Note 9). The Company has 231,942 metric tons (MT) of coke inventory valued at 1,433,145 million Mexican pesos (average of USD$ 198/MT) on hand at December 31, 2016 and 231,942 MT of coke inventory valued at 967 million Mexican pesos (average of USD$ 198.00/MT) on hand at December 31, 2015 that is classified as long-term in the accompanying Consolidated Statements of Financial Position.

The Company follows the practice of providing a reserve for slow-moving inventory, considering the total of products and raw materials (including Coke) with a turnover above one year, which is recorded in the statement of financial position and against account is the cost of sales.

The cost of sales of the Company includes inventory costs, outbound freight charges, purchasing and receiving costs, inspection costs, and warehousing costs in cost of goods sold. Vendor payment incentives are recorded as a reduction to cost of goods sold.

f. ***Property, plant and equipment -*** Property, plant and equipment are **r**ecorded at acquisition cost, less any recognized impairment loss. Cost includes all expenses related with acquisition and installation and, for qualifying assets, borrowing costs (interest) capitalized in accordance with the Company's accounting policy. Depreciation is recognized so as to write off the cost of assets (other than land and properties under construction) less their residual values over their useful lives, using the straight-line method, and commences when the assets are ready for their intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

The estimated useful lives of the Company's main assets are as follows:

	Years
Buildings	10 to 65
Machinery and equipment	5 to 40
Transportation equipment	4
Furniture, mixtures and computer equipment	3 to 10

Repair and maintenance costs that significantly increase productive capacity or extend the useful lives of existing plant and equipment are capitalized. Supplies, comprising of spare parts and consumables for internal use are classified under property, plant and equipment and expensed as incurred in the manufacturing process. All other repair and maintenance costs are expensed as incurred. Capital expenditures for projects that cannot be put into use immediately are included in constructions and machinery in-progress. When constructions and machinery in-progress are completed, they are transferred to depreciable assets.

g. ***Leases*** – Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognized as a liability. The aggregate benefit of incentives is recognized as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

h. ***Borrowing costs*** - Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

i. ***Intangible assets*** - Intangible assets with definite useful lives that are acquired separately are carried at cost, less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for, on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.

- The intention to complete the intangible asset and use or sell it.

- The ability to use or sell the intangible asset.

- How the intangible asset will generate probable future economic benefits.

- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset and,

- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss.

j. ***Goodwill -*** Goodwill arising on a combination of business is carried as an asset at cost as established at the date of acquisition of the control of the business less accumulated impairment losses, accumulated later, if any. For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

k. ***Impairment of tangible and intangible assets other than goodwill*** - At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any of such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. For purposes of allocation of goodwill when there is business combination will be distributed among each of the cash generating units of the acquiring entity, expected synergy benefits. A reversal of an impairment loss is recognized immediately in profit or loss and allocated to the assets of that unit, the carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss of value shall not exceed the carrying amount that would have been obtained if had not recognized an impairment loss in value for the asset in prior periods. Unless the related asset is recognized at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

l. ***Provisions*** - Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

m. ***Employee benefits*** - The costs of direct benefits and defined contribution to retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the right to contributions.

The retirement benefit liability is determined based on the present value of the defined benefit obligation at the date of the statement of financial position. Any compensation included in the determination of the liability premiums corresponds to seniority premiums for retirement.

Actuarial gains and losses are recognized on profit or loss of the year. The retirement benefit liability and the related net cost of the period are determined under the Projected unit credit method based on projected salaries using for this purpose, certain assumptions determined by independent actuaries.

Liabilities for employee benefits recognized in the consolidated statement of financial position represent the present value of the defined benefit obligation.

Republic operates various employee benefit plans. The contributions to these benefit plans are either contractually determined by the terms of a collective bargaining agreement with the United Steelworkers or they are under the terms of a defined contribution plan. Accordingly, the company pays fixed contributions to separate entities and they are expensed in the period in which the employees rendered the services entitling them to the benefits.

n. ***Earnings per share*** - Income per share is calculated by dividing controlling net income, by the weighted average shares outstanding during each year presented.

o. ***Income taxes*** - Income taxes represents the sum of the tax currently payable and deferred tax.

- ***Current tax*** - The Company causes Income Tax (ISR) (See note 15) and is recorded in the result in the year in which it is determined. Determined ISR is based in fiscal earnings. Fiscal earning differs from the gain reported in the Consolidated Comprehensive Income Statement, due to taxable income or deductible expenses in other years and items which never are taxable on deductible. The liability of the Company for caused taxes is computed using the fiscal rates promulgated or substantially approved at the end of the period on report.

- ***Deferred tax*** -Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are computed using the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The effects of changes in the statutory rates are accounted for in the period that includes the enactment date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

The Company follows the practice of recognizing the benefit from the amortization of acquired or generated tax losses in current earnings that are amortized.

- ***Current and deferred tax for the period*** - Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items that are recognized in other comprehensive income (loss) or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income (loss) or directly in equity, respectively. Or when it arises from initial recognition of a business combination.

- ***Interests on recoverable tax balances*** - Interest on recoverable tax balances are presented in the consolidated statements of comprehensive income as interest income.

p. ***Foreign currencies -*** In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. In the case of non-monetary items, which arise from the payment or collection of anticipated considerations, are recognized at the exchange rate in force of the date of the transaction.

Exchange differences are recognized in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

- Exchange differences on transactions entered into in order to hedge certain foreign currency risks and

- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to profit or loss on sell all or part of the net investment.

q. ***Financial instruments*** - Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly

attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

r. ***Financial assets*** - Financial assets are classified into the following specified categories: “financial assets at fair value through profit or loss”, “held-to-maturity investments”, “available-for-sale financial assets” and “loans and receivables”. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, (where appropriate), a shorter period, to the net carrying amount on initial recognition.

The Company does not have financial assets classified as “available-for-sale financial assets”.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and accounts receivable are measured at amortized cost using the effective interest method, less any impairment.

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty; or
- Breach of contract, such as a default or delinquency in interest or principal payments; or
- It becoming probable that the borrower will enter bankruptcy or financial re-organization; or
- The disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company’s past experience of collecting payments, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset’s carrying amount and the present value of estimated future cash flows, discounted at the financial asset’s original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a

trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

Except for equity instruments available for sale, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

The Company recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On recognition totally a financial asset, the difference between the asset’s carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

On partial derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Company retains control), the Company allocates the previous carrying amount of the financial asset between the part that continues to recognize under continuing involvement, and the part that no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss.

Financial liabilities - Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Financial liabilities are classified as either financial liabilities "at fair value through profit or loss" or "other financial liabilities".

s.

Financial liability at fair value with changes through profit or loss is a financial liability classified as held for trading or it is designated as at fair value with changes through profit or loss.

A financial liability is classified as held for trading if:

- It has been acquired principally for the purpose of repurchasing it in the near term; or

- On initial recognition, it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or

- It is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or

investment strategy, and information about the grouping is provided internally on that basis; or

- It forms part of a contract containing one or more embedded derivatives, and IAS 39, *Financial Instruments: Recognition and Measurement,* permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial liabilities at fair value through profit or loss are recorded at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the consolidated statement of comprehensive income.

Other financial liabilities including borrowings are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate a shorter period), to the net carrying amount on initial recognition.

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

t. ***Derivative financial instruments*** - The Company sometimes uses derivative financial instruments for hedging risks associated with natural gas prices; this commodity is used for the production of goods, for which it conducted studies on historical consumption, future requirement and commitments acquired, thus diminishing its exposure to risks other than its normal operating risks.

These derivatives are initially recognized at fair value at the date the derivative contracts are entered into and subsequently are remeasured to the fair value at the end of reporting period. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

To mitigate the risks associated with changes in natural gas prices occurring naturally as a result of the supply and demand on international markets, the Company uses natural gas cash-flow exchange contracts or natural gas swaps to offset fluctuations in the price of natural gas, whereby the Company receives a floating price and pays a fixed price. Fluctuations in natural gas prices from volumes consumed are recognized as part of the Company's operating cost.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting exposure to changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of *fair value of derivative financial instruments,* net of the corresponding income taxes. The gain or loss relating to the ineffective portion of hedge instrument is recognized immediately in profit or loss, and is included in the cost of sales line item.

The Company periodically evaluates the changes in cash flows of the derivative instrument to analyze if the swaps are highly effective for mitigating the exposure to natural gas price fluctuations. A hedge instrument is considered to be highly effective when changes in its fair value or cash flows of the primary position are compensated on a regular or cumulatively basis, by changes in fair value or cash flows of the hedging instrument in a range between 80% and 125%.

Amounts previously recognized in other comprehensive income are reclassified to profit or loss in the periods when the hedged item is recognized in profit or loss, in the same line of the consolidated statement of comprehensive income as the recognized hedged item. However, when the hedged forecasted transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously accumulated in equity are transferred

from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the Company revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exerted, or when it no longer qualifies for hedge accounting. Any gain or loss accumulated from the hedge instrument that had been recognized in other comprehensive income and accumulated in equity at that time remains in equity until the forecast transaction is ultimately recognized in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in profit or loss.

u. ***Revenue recognition*** - Revenue is measured at the fair value of the consideration received or receivable and is recognized in the period in which the Company transfers the risks and benefits of inventories to customer who purchased them, which usually coincides with the delivery of products to customers in fulfilling their orders. Net sales represent the goods sold at list price, less returns received and discounts.

v. ***Financial information by operating segment -*** An operating segment is an identifiable component of the Company that performs business activities, from which it may earn revenues and incur expenses, including those income and expenses related to transactions with other components of the entity and upon which the company has separate financial information that is evaluated regularly by the Board of Directors, in making decisions to allocate resources and assess segment performance.

w. ***Environmental liabilities -*** The Company and other steel companies are subject to stringent environmental laws and regulations. It is the policy of the Company to endeavor to comply with applicable environmental laws and regulations. The Company established a liability for an amount which the Company believes is appropriate, based on information currently available, to cover costs of environmental remediation it deems probable and estimable. The liability represents an estimate of the environmental remediation costs associated with the required future steps of remediation, based upon management's evaluation of probable outcomes. These estimates are based on currently available facts, existing technology and presently enacted laws and regulations. The precise timing of remediation activities cannot be reliably determined at this time due to the absence of any deadlines for remediation under the applicable environmental laws and regulations pursuant to which such remediation costs will be expended. Accordingly, the Company has not discounted its environmental liabilities. Currently no claims for recovery are netted against the recorded liabilities.

x. ***Cost of sales and expenses by function -*** The Company classifies its costs and expenses by function in the Consolidated Statements of Comprehensive Income, according to the industry practices where the Company operates.

5. Critical accounting judgments and key sources of estimation

In the application of the Company's accounting policies, which are described in Note 4, management is required to make judgments, estimates and assumptions regarding the carrying amounts of assets and liabilities. The estimates and associated assumptions are based on historical experience, the future and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis and the resulting changes are recorded on the period in which the estimate has been modified, if such change affects only that period or in future periods.

a. *Critical accounting judgments* - The following are the critical judgments in the application of accounting policies, apart from those involving estimations, that the management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

- ***Functional currency*** - The Company's management has evaluated all the indicators that in its opinion are relevant and has concluded that the Company's functional currency is the Mexican Peso. Likewise, the Company has

concluded that the functional currency of the companies located abroad are those mentioned in Note 4-a.

b. ***Key sources of estimation*** - The following are the key assumptions, and other key sources of estimation at the consolidated balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the following financial year.

- ***Allowance for doubtful accounts*** - Management applies judgment at each balance sheet date creating an allowance for doubtful accounts, in order to show the possible financial loss caused by the inability of customers to make the corresponding payments. The Company calculates its allowance based on the accounts receivable aging and other considerations for specific accounts.

- ***Net realizable value of inventory*** - At each balance sheet date, professional judgment is used to determine any impairment in inventory. Inventory is considered as impaired when its carrying value is higher than its net realization value.

- ***Impairment of long-lived assets in use*** - Management applies professional judgment at each balance sheet date to determine whether the long-lived assets in use are impaired. Long-lived assets in use are impaired when the carrying value is greater than the recoverable amount and there is objective evidence of impairment. The recoverable amount is the present value of the discounted future cash flows that will generate during the remaining useful life, or liquidation value (fair value).

- ***Estimating useful lives and residual values of property, plant and equipment*** - As described in Note 4 f, the Company reviews the estimated useful life and residual values of property, plant and equipment at the end of each annual reporting period.

- ***Impairment of goodwill*** - Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

- ***Employee Benefits*** - The valuation of employee benefits is carried out by independent actuaries based on actuarial studies. Among others, the following assumptions, which can have an effect are used:(I) discount rates, (ii) the expected growth rates of wages and iii) turnover rates and mortality recognized tables.

A change in the economic, employment and fiscal conditions could modify the estimates.

- ***Contingencies*** - The Company is subject to transactions or contingent events for which it uses professional judgment in the development of estimates of probability of occurrence. Factors that are considered in these estimates are the current legal situation at the date of the estimate and, the opinion of the legal advisers.

- ***Deferred income tax assets*** -The Company reviews the carrying amounts at the end of each reporting period and reduces deferred income tax assets to the extent that it is not probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. However, there is no assurance that the Company will generate sufficient taxable profit to allow all or part of its deferred income tax assets to be realized.

- ***Valuation of financial instruments*** - The Company has certain types of derivative financial instruments (gas swaps), and the valuation techniques that includes to determine the fair value are based in data obtained in observable markets.

The Company's management believes that the chosen valuation techniques and assumptions used are appropriate in determining the fair value of derivative financial instruments. At December 31, 2016 and 2015 the Company has not derivative financial instruments.

6. Cash and cash equivalents and other investments

Cash and cash equivalents are as follows:

	December 31,	
	2016	**2015**
Cash	$1,156,723	$787,038
Cash equivalents (1)	6,379,811	5,437,464
	$7,536,534	$6,224,502

(1) Most of these cash equivalents correspond to Treasury Bills issued by Treasury Department of USA, whose original maturity is less than three months.

The temporary investments included in Consolidated Statements of Financial Position at December 31, 2016 amounting $ 428,422 ($ 374,359 at December 31, 2015) consists in equity instruments for trading.

7. Trade receivables – Net

The average credit period on sales of goods is between 30 and 60 days. No interest is charged on trade receivables. The Company has recognized an allowance for doubtful debts to show the possible financial loss caused by the inability of customers to make the corresponding payments. Allowances for doubtful debts are calculated based on several factors including price adjustments, likelihood of recovery, aging and past default experience.

Credit limits and scoring by customer are reviewed twice a year. On December 31, 2016 and 2015 there are no customers who represent more than 5% of the total balance of trade receivables. The Company does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counterparty.

Trade receivables disclosed below include amounts that are past due at the end of the reporting period for which the Company has not recognized an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Company does not hold any collateral. In general terms, the accounts receivable does not show impairment.

Age of receivables that are past due but not impaired is as follows:

	At December 31,	
	2016	**2015**
30 - 60 days	$71,182	$116,580
61 - 90 days	29,553	53,185
91 + days	124,703	75,548
Total	$225,438	$245,313

During the years ended December 31, 2016 and 2015, the movement in the allowance for doubtful accounts was as follows:

	2016	**2015**
Balance at beginning of year	$75,548	$49,434
Provisions	169	33,313
Writes off	(21,964)	(11,154)

Translations effects	5,342	3,955
Balance at end of year	$59,095	$75,548

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is minimum, due to the fact that the customer base is large and unrelated.

Republic entered into an agreement with an unrelated third-party (“purchaser”) for the factoring of specific accounts receivable in order to reduce the amount of working capital required to fund such receivables. The agreement was amended on October 26, 2016, so that any party can terminate the agreement after giving notice 7 days before.

On the sale date, the purchaser advances funds equivalent to 80% of the value of receivables. The maximum amount of outstanding advances related to the assigned receivables was USD$ 30 million. The remaining amount between the receivable balance and the advance is held in reserve by the purchaser. Payment of the funds held in reserve less a discount fee are made by the purchaser within four days of receipt of payment on collection of funds related to each assigned receivable. The discount fee, which generally ranges from 1% if paid within 15 days (of the advance date) to 3.75% if paid within 90 days, and 1% for each 15 days additional until the account is paid. This discount fee is recorded as a charge to interest expense in the Consolidated Statements of Comprehensive Income (Loss).

The purchaser has no recourse against the Company if payments are not received due to insolvency of an account debtor within 120 days of the invoice date. However, while the facility calls for the sale, assignment, transfer and conveyance of all rights, title and interests in the selected accounts receivable, the purchaser may put and charge-back any receivable not paid to the purchaser within 90 days of purchase for any reason besides insolvency of the account debtor. As collateral for the repayment of advances for receivables sold, the purchaser has a priority security interest in all accounts receivable of the Company (as defined by the Uniform Commercial Code of the United States of America).

During the year ended December 31, 2016, the Company sold a nominal amount of USD $ 20.7 million ($29.0 million in 2015) of accounts receivable. The discount fees incurred by this contract were approximately USD $ 0.3 million in 2016 and USD$ 0.5 in 2015. These fees were included in expenses for interest in the Comprehensive Income Statement. As of December 31, 2016, and 2015 the buyer has USD$ 2,700,000 and USD$ 3,400,000, respectively, of receivables that have not been recovered by the buyer. The amount uncollected for 2016 is subject to a possible return of the Company by the buyer. These accounts receivable are included in the total trade receivables for the purpose of assessing the recoverability of them and, where appropriate, determine the adequacy of allowance for doubtful accounts.

8. Recoverable taxes

	December 31,	
	2016	**2015**
Valued Added Tax	$1,450,147	$896,919
Income Tax	54,983	53,177
Business Flat Tax	8,469	14,911
	$1,513,599	$965,007

9. Inventories

Short-term:

	December 31,	
	2016	**2015**
Finished goods	$1,590,555	$937,025
Work in process	48,599	91,792
Billet	1,531,732	2,851,579
Raw materials and supplies	2,804,771	1,207,244

Materials, spare parts and rollers	1,153,507	977,875
Materials in transit	52,319	45,332
	$7,181,483	$6,110,847

Long-term:

	December 31,	
	2016	**2015**
Coke	$1,433,145	$966,780
Spare parts	47,751	31,841
Rollers	116,030	114,043
Finished godos	353,095	726,097
	1,950,021	1,838,761
Less, valuation allowance at cost or net realizable value, the lower.	(353,095)	(353,095)
	$1,596,926	$1,485,666

The Company has $ 1,433,145 and $ 966,780 of coke inventory on hand as of December 31, 2016 and 2015 respectively (See note 5-e), which the Company would only use as an input to its blast furnace in Lorain facility which currently is out of operation. Management of the Company continually evaluates both the idled facility and the coke inventory for impairment. Management periodically evaluates the potential degradation of the coke inventory and has determined that it continues to be suitable as a blast furnace input or, alternatively, for sale to other blast furnace facilities.

As of March 30, 2017, Management considers that there will be recovery in the industries in which the Company operates; this would result in an expectation in those markets and therefore, the blast furnace would be restarted in the future. However, the blast furnace shows impairment that has obliged to present in books a value of zero. In prevention to the date in which the plant restarts operations, the Company has continued incurring in certain costs to keep the blast furnace (within Lorain plant) and the coke (such costs are applied to costs of the period). Restarting of the blast furnace, certain expenses will be required for the restoration of the equipment, in order to return to be a productive equipment, mainly in the refractory covering. However, there is still uncertainty on the date on which the blast furnace will restart its operation. The Company cannot offer any guarantee of the restarting of the total operation of the blast furnace on of conditions economically feasible.

10. Property, plant and equipment

Cost of investment property, plant and equipment is as follows (in million of Mexican pesos):

	Land	Buildings	Machinery and equipment	Transportation equipment	Furniture, mixtures and computer equipment	Constructions and machinery in-progress	Total
Balance as of December 31, 2014	928	3,207	19,817	153	143	883	25,131
Additions	111	5	930	1			1,047
Disposals			(79)				(79)
Transfers					(31)	(368)	(399)
Translation effects	(10)	57	422		5	58	532
Balance as of December 31, 2015	1,029	3,269	21,090	154	117	573	26,232
Additions	12	978	661	1	4	1,444	3,100
Disposals			(153)				(153)
Transfers							

Translation effects	64	612	962		8	1,276	2,922
Balance as of December 31, 2016	$1,105	$ 4,859	$ 22,560	$ 155	$ 129	$ 3,293	$32,101

Accumulated depreciation of property, plant and equipment is as follows (in million of Mexican pesos):

	Buildings	Machinery and equipment	Transportation equipment	Furniture, mixtures and computer equipment	Total
Balance as of December 31, 2014	922	10,460	67	63	11,512
Depreciation expense	20	976	6	3	1,005
Disposals		(79)			(79)
Impairment		2,072			2,072
Translation effects	11	579	1	2	593
Balance as of December 31, 2015	953	14,008	74	68	15,103
Depreciation expense	51	1,112	7	2	1,172
Disposals					0
Impairment					0
Translation effects	1	1,337	(3)	0	1,335
Balance as of December 31, 2016	$ 1,005	$ 16,457	$ 78	$ 70	$17,610

The depreciation expense for the years ended December 31, 2016, and 2015 amounted to $ 1,171,476, $ 1,005,117, respectively.

The net book value of property, plant and equipment is as follows (in million of Mexican pesos):

Net Book Value:	Land	Buildings	Machinery and Equipment	Transportation equipment	Furniture, mixtures and computer equipment	Constructions and machinery in-progress	Total
Balance as of December 31, 2014	$928	$ 2,285	$ 9,357	$ 86	$ 80	$ 883	$13,619
Balance as of December 31, 2015	$1,029	$ 2,316	$ 7,082	$ 80	$ 49	$ 573	$11,129
Balance as of December 31, 2016	$1,105	$ 3,854	$ 6,103	$ 77	$ 59	$ 3,293	$14,491

As of December 31, 2014, Republic had invested USD$158.8 million in an electric arc furnace and associated equipment at its steelmaking facility in Lorain, Ohio, USA, to meet growing customer demand for the Company's SBQ (especial bars) steel. The location was chosen for its strategic proximity to customers and its skilled workforce. The construction of the Lorain electric arc furnace began mid-year 2012 and the Company began steelmaking operations in July 2014. The amount indicated includes USD $ 45.4 million capitalized from labor and manufacturing overhead related to the construction of the furnace and is presented in the investment in machinery and equipment.

In June 2015, Republic Steel temporarily suspended operations in the newly constructed electric arc furnace at the Lorain facility in response to the severe economic downturn in the energy exploration for oil and gas sector, following the sharp drop in the price of oil which has led to significant market declines and demand for steel product, for those markets. As a consequence of this event management determined a triggering event took place to where the long-lived assets at the Lorain facility may not be fully recoverable. Management performed an analysis of the fair value of the Lorain facility with the assistance of an independent valuation firm and determined that net book value exceeded the fair value by approximately USD$130.7 million and as such recognized an asset impairment of this amount during the year ended December 31, 2015. The fair value determination at the Lorain facility was based on an independent valuation of the assets using the comparable match method of the market approach to determine fair value. The income approach was not considered an appropriate fair value measurement due to the absence of reliable forecast data on the future behavior of oil market and the facility was idled indefinitely in early 2016.

Subsequent to year end, the entire Lorain facility was temporarily idled effective March 31, 2016 and at the date of issuance, March 30, 2017, management has no near-term plans to restart the facility, and the expectation is that it will be restarted when oil and gas market conditions improve substantially, particularly in the oil and gas drilling industry. The Company has property, machinery, and equipment with a net book value of approximately USD$ 32.2 million as of December 31, 2015 and 2016, pertaining to the Lorain Ohio facility after recording the impairment charge of USD$ 130.7 million as mentioned above. The impairment charge did not impact the operation business neither the future cash flows of the Company, as it was a provision and not a-cash expenditures. Management further assessed if there were any impairments at the Company's other cash generating units and determined that as of December 31, 2016 no other cash generating units were impaired based on current projections.

As of December 31, 2015, the machinery and equipment includes a machine called Coss System, valued at $ 122,880 (which is equivalent to USD$ 9.9 million), plus related installation expenses in the amount of $ 22,079, which was installed in an industrial plant of the subsidiary Aceros D.M., S.A. de C.V. (Grupo San). This machinery did not work in accordance with the specifications promised by the supplier, so it is not in operation. Currently, actions are being taken for the recovery, through arbitration in the USA and directly with the supplier Fuchs Technology, A.G, in the amount of USD$ 5.9 million, which is equivalent to the installation expenses previously mentioned, plus damages. On the other hand, the supplier also has demanded the payment of the USD$ 9.9 million. In the year 2016 the court that knows the matter has issued a sentence in favor of the Company and its subsidiaries, confirming that the counter-claim of Fuchs Technology, A.G. for the claim of the payment, has been retired of the arbitration existing for the arguments contained in the resolution, a big protection against any future intend of counter-claim. It was also established that the Company is free to dispose of the equipment.

As a consequence of that above stated, the Company has written-off from the line of Machinery and Equipment the machinery named Coss System, with a value of $122,880 (equivalent to USD $9.9 million at its original value) as well as the related installation expense for $22,079, installed in the industrial plant of Aceros DM, S.A. de C.V., a subsidiary of Corporación Aceros DM, S.A. de C.V. with the liability that existed in favor of Fuchs Techonology, A.G.; additionally, in other expenses of the Comprehensive Income Statement, was presented the $35,293 amount, which correspond to the desintallation expenses of the equipment of Fuchs.

11. Intangible and other long-term assets

The balances as of December 31, 2016 and 2015 are as follows:

	2016			**Amortization period**
Assets	**Original value**	**Accumulated amortization**	Net	**(years)**
Republic trade mark	$ 111,305		$ 111,305	*
Kobe Tech contract	129,716	$ 123,410	6,306	12
Customers list	67,946	38,786	29,160	20
Total from Republic (1)	308,967	162,196	146,771	
Customers list	2,205,700	2,103,584	102,116	9
Trademark San 42 (2)	329,600		329,600	*
Goodwill (2)	1,814,160		1,814,160	*
Total from Grupo San (3)	4,349,460	2,103,584	2,245,876	
	4,658,427	2,265,780	2,392,647	
Other assets	151,626		151,626	
	$ 4,810,053	$ 2,265,780	$ 2,544,273	

	2015			Amortization
Assets	Original value	Accumulated amortization	Net	period (years)
Republic trade mark	$93,400		$93,400	*
Kobe Tech contract	108,848	$ 94,486	14,362	12
Customers list	57,016	29,696	27,320	20
Total from Republic (1)	259,264	124,182	135,082	
Customers list	2,205,700	1,858,508	347,192	9
Trademark San 42 (2)	329,600		329,600	*
Goodwill (2)	1,814,160		1,814,160	*

Total from Grupo San (3)	4,349,460	1,858,508	2,490,952
	4,608,724	1,982,690	2,626,034
Other assets	24,066		24,066
	$4,632,790	$ 1,982,690	$2,650,100

* Intangible assets with undefined useful life.

(1) Intangible assets from Republic acquisition.

(2) The trade mark San 42 and the goodwill are presented net of impairment losses recorded in 2009 for $16,000 and $ 2,352,000, respectively.

(3) Intangible assets proceeding from Grupo San acquisition.

The amortization amounted of these assets recorded in net income of the years ended December 31, 2016, 2015 and 2014 amounted to $ 257,905, $ 255,976 and $ 254,217, respectively.

The other assets are not subject to amortization and they are primarily comprised of guarantee deposits.

The reconciliation between the opening and closing balances of each year is presented below:

Assets	**Original value**	Accumulated amortization	Net
Balance as of December 31, 2014	4,609,359	(1,708,826)	2,900,533
Additions	12,678	(255,976)	(243,298)
Disposals	(28,217)		(28,217)
Translation effect of the year	38,970	(17,888)	21,082
Balance as of December 31, 2015	4,632,790	(1,982,690)	2,650,100
Additions	127,560	(257,905)	(130,345)
Disposals	0		0
Translation effect of the year	49,703	(25,185)	24,518
Balance as of December 31, 2016	$4,810,053	$(2,265,780)	$2,544,273

12. Short-term debt

On October 22, 1997 and August 17, 1998, the Company offered the holders of medium-term notes of Simec, to exchange their bonds at par, for new bonds denominated subordinated notes in third place. The new notes bear semi-annual interest each at an annual rate of 10.5% interest and principal repayments were semiannual from May 15, 2000 until November 15, 2007. At December 31, 2016 and 2015, the amount of such new notes outstanding totaled USD$ 0.3 million, plus accrued interest. At December 31, 2016 and 2015, liabilities in pesos for the new notes outstanding amounted $ 6,241 and $ 5,237, respectively.

13. Trade accounts payable and other accrued liabilities

	December 31,	
	2016	**2015**
Trade accounts payable	$2,827,559	$3,102,944

Other accrued liabilities	665,936	665,934
	$3,493,495	$3,768,878

The average credit period on purchases of certain goods or services is 30 to 60 days, from the date of the receipt of the good or service. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

14. Employee benefits

Mexican entities

a. ***Collective bargaining agreements*** - For the Mexican operations in 2016, approximately 52% (53% on 2015) of the employees are under collective bargaining agreements. The Mexican collective contracts expire in periods greater than one year.

b. ***Seniority premium benefits*** - In accordance with Mexican Labor Law, the Company provides seniority premium benefits to its employees under certain circumstances. Such benefits consist of a one-time payment equivalent to 12 days wages for each year of service (at the employee's most recent salary, but not to exceed twice the legal minimum wage), payable to all employees with 15 or more years of service, as well as to certain employees terminated involuntarily prior to the vesting of their seniority premium benefit. These obligations are calculated by independent actuaries using the projected unit credit method.

The most important actuarial hypothesis used for the purposes of the determination of the net cost of the period related to the retirement benefits plan were as follows:

	2016	2015	2014
Discount rate	6.75	6.75	6.75
Rate of salary increase	4.50	3.93	3.93

Components of net cost of benefits plan to employees are as follows:

	2016	2015	2014
Current service cost	$5,749	$4,447	$4,758
Financial cost	6,247	5,359	5,658
Past service cost	(7,906)		76
Anticipated reduction obligations			(3,507)
Actuarial losses (gains) recognized in the year	5,801	3,398	(2,305)
	$9,891	$13,204	$4,680

The expense for the years 2016, 2015 and 2014 was recorded as follows:

	2016	2015	2014
Cost of sales	$5,539	$7,395	$2,621
Administrative expenses	4,352	5,809	2,059
	$9,891	$13,204	$4,680

The amounts included in the Consolidated Statements of Financial Position as of December 31, 2016 and 2015 are $ 99,783 and $ 93,432, respectively, corresponding to the present value of defined benefit obligation.

Changes in the present value of the defined benefit obligation and the balance of the liability are integrated as follows:

	2016	2015
Opening balance of the defined benefit obligation	$93,432	$83,499
Current service cost	5,749	4,447

Past service cost	(7,906)	
Financial cost	6,247	5,359
Actuarial losses (gains)	5,801	3,398
Benefits paid	(3,540)	(3,271)
Closing balance of the defined benefit obligation	$99,783	$93,432

c. ***Severance benefits*** - Further, in accordance with the Mexican labor laws, the Company also provides statutorily mandated severance benefits to its employees terminated under certain circumstances. Such benefits consist of a one-time payment of three months' wages plus 20 days' wages for each year of service, payable upon involuntary termination without just cause. Severance benefits payments are recorded directly in the consolidated statement of comprehensive income (loss) at the time they are paid, unless they are related to restructuring expenses, which are recorded when there is a present obligation from past events.

d. ***Employee profit sharing (EPS)*** - The Mexican Constitution and the Labor Law grant employees the right to receive a 10% share of the employers' profits. Employees Profit Sharing is computed in similar terms to the taxable profit for income tax, excluding mainly the employee's profit sharing paid this year and the amortization of tax losses and decreasing the non-deductible part of the social security for purposes of income tax. For the years 2016 and 2015, EPS amounted to $ 0 and $ 48, respectively. EPS is recorded in the results of operations for the year in which it is incurred.

e. ***Governmental defined contribution plan*** – Under Mexican legislation, the Company must make payments equivalent to 2% of its workers' daily integrated salary (ceiling) to a defined contribution plan that is part of the retirement savings system. The expense in 2016, 2015 and 2014 was $11,323, $9,323 and $9,323, respectively.

Foreign entities (Republic)

Republic is the only subsidiary of the Company which offers other benefits and pension plans to their employees. Such benefit plans to employees are described below:

a. **Collective Bargaining Agreements**

As of December 31, 2016, 85% of the Republic employees are covered by a collective bargaining agreement (labor agreement) with the United Steelworkers ("USW"). The agreement expired on August 15, 2016 and was extended for a further three years through August 15, 2019. The extended agreement renews all the provisions, understandings and agreements set forth in the January 1, 2012 Basic Labor Agreement. The base rates of pay were determined under the extended agreement and will remain unchanged from those ruling under the expired agreement as of August 16, 2016. The extended agreement provides the Company's quarterly contributions to fund the Republic Retirement VEBA and Benefit Trust (the "Benefit Trust") to be reduced from $2.6 million to $0.25 million beginning in August 15, 2016 through June 30, 2019. Effective July 1, 2019, the Company's contribution to the Benefit Trust will change to $4.00 per hour for each hour worked by USW represented employees.

b. **Defined Contribution Plans**

Plan for employees.- Republic participates in the Steelworkers Pension Trust (SPT), a defined benefit multi-employer pension plan. The Company obligations to the plan are based upon fixed contribution requirements. Republic contributes a fixed amount of USD$1.68 per hour for each covered employee's contributory hours, as defined under the plan.

Participation in a multi-employer pension plan agreed under terms of a collective bargaining agreement differs from a traditional qualified single employer defined benefit pension plan. The SPT shares risks associated with the plan in the following respects:

I. Contributions to the SPT by Republic may be used to provide benefits to employees of other participating employers.

II. If a participating employer stops contributing to the SPT, the unfunded obligations of the plan may be borne by the remaining participating employers; and

III. If Republic chooses to stop participating in the SPT, Republic may be obliged to pay an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

c. **VEBA Benefit Trust**

The Company is required to make quarterly contributions to the defined contribution plan for post-retirement health benefits VEBA as determined by the terms of the USW collective bargaining agreement. The VEBA Benefit Trust is not a “qualified” plan under ERISA regulations. For the years ended December 31, 2016, 2015 and 2014, the Company recorded expenses of USD$ 6.9 million, USD$ 10. million and USD$ 10.4 million, respectively, related to this benefits plan.

For the years ended December 31, 2016, 2015 and 2014, Republic recorded combined expenses of USD$ 10 million, USD$ 15.7 and USD$ 16.2 million, respectively, related to the funding obligations of the retirement healthcare and pension benefits. The cost contributions to these two funds have been reduced from USD $ 2.6 million to USD$ 0.25 million per quarter effective after the review of the collective agreement on August 16 2016.

d. **401(k) Plans**

The Company has a 401 (k) defined contribution retirement plan that covers almost all the salaried and nonunion hourly employees. This plan is designed to provide retirement benefits through Company contributions and voluntary deferrals of employees' compensation. The Company funds contributions to this plan each pay period, based on the participant's age and years of service as of January first of each year. The amount of the Company contribution is equal to the monthly base salary multiplied by the appropriate percentage based on age and years of service. The contribution becomes 100% vested upon completion of three years of vesting service. In addition, employees are permitted to make contributions to this 401(k)-retirement plan through payroll deferrals. In this case, the Company provides a 25.0% matching contribution for the first 5.0% of payroll that an employee elects to contribute. Employees are 100% vested in both their and Republic matching 401(k) contributions. For the years ended December 31, 2016, 2015 and 2014, the Company recorded expense of USD$ 0.7 million, USD$ 1.7 million and USD$ 2.5 million, respectively, related to this defined contribution retirement plan.

Employees who are covered by the USW labor agreement are eligible to participate in the 401 (k) defined contribution retirement plan through voluntary deferrals of employees' compensation. There are no Company contributions or employer matching contributions relating to these employees.

e. **Profit Sharing and Incentive Compensation Plans**

The labor agreement includes a profit sharing plan to which the Company is required to contribute 3% of its quarterly pre-tax profit. At the end of each year, the Company contribution is based on annual pre-tax profit up to USD$ 50.0 million multiplied by 3%, USD$ 50.0 million to USD$ 100.0 million multiplied by 3%, and above USD$ 100.0 million multiplied by 4%, less the previous payouts during the year. For the years ended December 31, 2016, 2015 and 2014, the Company has not made payments under this plan.

Republic has a profit sharing plan for all salaried employees and nonunion workers. The profit-sharing plan was based on achieving certain EBITDA, inventory and shipments targets. In the year ended December 31, 2016, the Company made expenditures for USD $0.6 million of this plan. In the years ended December 31, 2015, the Company made no payments for this concept.

15. Income taxes

The Company is subject to Income Tax (ISR).

The analysis of the income tax charged (credited) to the results of 2016, 2015 and 2014 is as follows:

	2016	2015	2014
ISR of the year of Mexican companies	$6,751	$1,571,766	$277,907
ISR of the year of foreign companies	50,612	26,469	
Deferred ISR of Mexican companies	660,916	(185,540)	(87,692)
Deferred ISR of foreign companies	207,762	(642,123)	(28,218)
	$926,041	$770,572	$161,997)

Due to the high increase in the parity of the dollar against the peso, several Mexican Companies of the group suffered significant losses in changes, reason why for the ISR of the fiscal year 2016 they generated tax losses.

The amount of income tax for the year of the Mexican companies for 2015 includes $ 1,332,858 which was paid in Simec International 6, S.A. de C.V. and Simec International 8, S.A. de C.V. and it is derived from a review from the fiscal authority initiated in July 2015 by differences in criteria with the tax authority and from a deduction of losses on disposal of Treasury Bonds of the United States of America that the Company declared, and already have conclusive agreement between the Company, the Tax

Administration Service (SAT) and the Office of the Taxpayer Advocate (Prodecon) dated May 23, 2016. Such review corresponded to the year 2010.

During 2016, 2015 and 2014, the income tax expense (benefit) attributable to income was different from the one that will result for applying 30% (tax rate in Mexico) before these provisions, as a result of the losses shown below:

	2016	2015	2014
Expected benefit, expense	$(1,580,776)	$(747,102)	$203,975
Increase (decrease) as a result of:			
Inflation effects, net	(62,708)	34,264	(17,143)
Effect between nominal rate from USA and Mexico	(157,366)	(226,258)	(71,985)
Benefit from utilization of tax loss carry-forward and others (1)	(1,165,805)	(38,562)	(144,801)
Others, net (includes permanent items)	416,412	415,377	191,951
Income tax expense	$926,041	$(562,281)	$161,997
Effective tax rate (2)	17.57%	(22.50%)	23.80%

(1) This amount corresponds at the Income tax benefit obtained by those companies that amortized tax loss carry-forwards in the years presented and that were generated prior to 2016, 2015 and 2014, respectively, and were not registered the corresponding deferred tax asset, less the effect of tax losses obtained for some subsidiaries in the years that are presented which no deferred tax asset was recorded.

(2) The calculation of the effective tax rate in 2015 did not include the charge of $ 1,332,858, corresponding to the year 2010.

The Company has tax losses in some Mexican subsidiaries which, according to the ISR law in Mexico, can be utilized against taxable income generated in the next ten years. Tax losses can be updated by following certain procedures established in the law.

As of November 18, 2015, the Finance Ministry (SHCP) issued a decree in which a fiscal incentive is given to those who pay income tax (ISR) under terms of the Titles II or IV, Chapter II, Section I of the Law of ISR, to the taxpayers who had obtained income from its business activity in the last period, up to 100 million pesos, that consist in apply the immediate deduction of the investment of new fixed assets, up to 82% of the investments, incentive that was used by Aceros Especiales Simec Tlaxcala, S.A. de C.V. and by Fundiciones de Acero Estructural, S.A. de C.V.

As of December 31, 2016, Grupo Simec, S.A.B. de C.V. and certain of its Mexican subsidiaries have updated tax losses pending of amortize as follows:

Origin Date	**Settlement Date**	Tax losses pending of amortization	
2008	2018	$34	
2009	2019	38,779	
2010	2020	24,793	
2011	2021	9,307,375	(2)
2012	2022	4,034	
2013	2023	3,641	
2014	2024	41,455	
2015	2025	214,187	
2016	2026	1,939,139	
		$11,573,437	

(3) This amount includes $ 9,267,260 updated to December 31, 2016, corresponding to a tax loss obtained in a sale of shares which, according to the Income Tax Law, can only be amortized against taxable profits on the sale of shares to be generated in the future.

As of December 31, 2015, Republic had USD$ 160.1 million of tax losses pending of amortize for federal tax purposes, which expire between 2033 and 2035; USD$ 174.8 million of tax losses for state and local purposes that expire between 2019 and 2036 and approximately USD$ 3.6 million of tax losses at the subsidiary located in Canada, which expire between 2031 and 2034.

As of December 31, 2016, and 2015, GV do Brasil Industria e Comercio of Aço LTDA, a subsidiary established in Brazil, had 50 and 146 million of Brazilian Reals ($ 317 and $ 650 million of Mexican pesos) of tax losses pending of amortize for federal tax purposes, which do not have an expiration date.

Below is a summary of the effects of the main temporary differences comprising the deferred income tax liability included in the consolidated statements of financial position.

	December 31,	
	2016	**2015**
Deferred tax assets:		
Allowance for doubtful accounts	$37,183	$20,768
Provisions	(4,770)	2,700
Advances from customers	76,709	77,895
Deferred tax assets	109,122	101,364
Deferred tax liabilities:		
Property, plant and equipment	1,998,648	1,115,073
Intangible assets from Grupo San	321,748	302,980
Prepaid expenses	9,645	78,400
Total deferred liabilities	2,412,041	1,496,453
Deferred tax liabilities, net	$2,302,919	$1,395,090

16. Stockholders' equity

a. Common stock as of December 31, 2016 and 2015, is as follows:

	Number of shares	
	(in thousands)	Amount
Fixed capital	90,850	$441,786
Variable capital	406,859	1,978,444
	497,709	2,420,230
Effect of restatement		412,038
Total	497,709	$2,832,268

Common stock consists of nominative shares, fully subscribed, without nominal value. Variable capital could be increased without limitation.

All shares correspond to Series “B”. This series is divided in “Class I” with 90,850,050 shares that represent the fixed capital, and “Class II” with 406,859,164 corresponding to variable capital stock.

b. Retained earnings include the statutory legal reserve. According to the Mexican General Corporate Law, at least 5% of net profit of the year must be transferred to the legal reserve until the reserve equals 20% of capital stock at par value (historical Mexican Pesos). The legal reserve may be capitalized but should not be distributed unless the entity is dissolved, and it must be replenished if it is reduced for any reason. As of December 31, 2016, and 2015, the legal reserve of the Company amounted to $ 484,046 (nominal pesos), representing 20% of nominal capital.

c. In 2016, a reserve was approved for $ 1,000,000 for the repurchase and placement of own shares, with this increase the reserve amounted to $2,000,000 for purchase and re-purchase operations, in

d. order to increase the liquidity of the shares of the Company and promote stability and continuity of their prices through the Mexican Stock Exchange. As of December 31 2016, and 2015, the Company held 122,884 and 11,466,445 shares in treasury, respectively, which amounted to $11,531 and $501,322, respectively. The resulting profit in 2016 for the purchase and sale of treasury shares amounted to $ 507,714 (loss of $ 76,257 in 2015).

e. A conciliation of the number of shares outstanding shows below:

	Thousands of shares	
	2016	**2015**
Shares outstanding at beginning of year	486,243	492,489
Repurchase of own capital stocks, net	11,343	(6,246)
Shares outstanding at year end	497,586	486,243

17. Non-controlling interest

As mentioned in Note 4, Grupo Simec, S.A.B. de C.V. owns 100% of the capital stock of its subsidiaries, except for SimRep Corporation and subsidiaries (Republic), in which it owns 50.22%. The non-controlling interest represents the equity in this subsidiary owned by minority shareholders, and is presented in the consolidated statements of financial position after the controlling interest. The consolidated statements of comprehensive income (loss) also show total net profit or loss for the year as well as for the net comprehensive income or loss for the year. Controlling and non-controlling interest portions are presented after the consolidated comprehensive earning of the year. The table below shows the changes for the years ended December 31, 2016 and 2015:

	2016	2015
Balance at beginning of year	$(1,451,854)	$740,805
Share on profits and losses for the year	1,458,377	(2,046,621)
Share on translation effects of foreign subsidiaries	(111,709)	(146,038)
Balance at end of year	$(105,186)	$(1,451,854)

18. Transactions and balances with related parties

a. Transactions with related parties, carried out in the ordinary course of business, were as follows:

	2016	2015	2014
Holding company			
Interest expense	$4,590	$1,983	$1,662
Management personnel			
Administrative services expenditures	23,717	22,084	20,679
Other related parties			
Sales	5,160	7,479	4,386
Royalty expense	0	182,611	
Purchases	324,145	41,370	18,270
Direct short-term benefits	71,629	58,669	30,292

b. Balances receivable from and payable to related parties are integrated as follows:

	December 31,	
	2016	2015
Accounts receivable:		
Industrias CH, S.A.B. de C.V.	$524,974	$475,395
Compañia Laminadora Vista Hermosa, S.A. de C.V.	0	432
Operadora Construalco, S.A. de C.V.	578	449
Compañia Manufacturera de Tubos, S.A. de C.V.	8,302	5,296
Operadora Industrial de Herramientas, S.A. de C.V.	306	899
Joist del Golfo, S.A. de C.V.	4,618	1,416
Perfiles Comerciales Sigosa, S.A. de C.V.	678,310	
Operadora Manufacturera de tubos	1,549,795	
Proyecto Comercializadora el Ninzi	165,610	
Others	17,036	16,064
	$2,949,529	$499,951
Accounts payable:		
Industrias CH, S.A.B. de C.V.	$221,628	$219,777
Tuberias Procarsa, S.A. de C.V.	622,061	520,107
Procarsa Tube and Pipe Co.	62,303	52,152
Pytsa Industrial de Mexico, S.A. de C.V.	106,675	89,241
Aceros y Laminados Sigosa, S.A. de C.V.	1,856	1,851
Holding Protel, S.A. de C.V.	1,212	
Pytsa Industrial, S.A. de C.V.	3,221	59
Others	1,578	3,741
	$1,020,534	$886,928

As of December 31, 2016, and 2015, Industrias CH, S.A.B. accounts receivable corresponds to balances of recoverable ISR derived from some subsidiaries that until 2013 were consolidated for tax purposes. Likewise, in 2014 it includes a loan of $32,462 that does not generate interest. The amounts payable to Industrias CH, S.A.B. de C.V., Tuberías Procarsa, S.A. de C.V., Procarsa Tube and Pipe Co. and Pytsa Industrial de México, S.A. de C.V. correspond mainly to loans received in dollars and restructured in pesos in 2016 equivalent to (USD $38 million), with an indefinite period and that generate interest at an annual rate of 0.25%. The others receivable and payable balances are generated by the purchase and sale of finished goods as part of the Company’s normal operations

19. Cost and expenses by their nature

At the years ended at December 31, 2016, 2015 and 2014, the cost of sales and administration expenses are integrated as follows:

	2016	2015	2014
Raw materials and consumables	$10,968,932	$13,295,584	$11,120,434
Electrical energy	1,767,149	2,298,739	1,856,625
Ferroalloys	1,403,206	783,824	1,866,900
Refractories	466,815	252,746	555,987
Oxygen	211,051	123,263	316,574
Electrodes	276,473	214,517	349,790
Gas and fuels	518,072	839,802	586,966
Labor	2,931,108	2,847,491	3,542,852
Operation materials	890,002	588,769	407,604
Depreciation and amortization	1,429,380	1,261,093	1,100,534
Maintenance	2,565,772	1,035,586	1,851,520
Other expenses	625,120	1,138,042	3,130,230
	$24,053,080	$24,679,456	$26,686,016

	2016	2015	2014
Cost of sales	$22,775,593	$23,096,967	$25,492,298
Administrative expenses	1,277,487	1,582,489	1,193,718
	$24,053,080	$24,679,456	$26,686,016

20. Other (income) expenses, net

The integration of other income (expenses) net, in the years ended December 31, 2016, 2015 and 2014, is as follows:

	2016	2015	2014
Debugging of balances	$9,844	$5,594	$2,475
Allowance for doubtful accounts		17,841	
Unistalling expenses of equipment Fuch	35,293		
Land treatments in Pacific Steel, Inc.	9,833	5,251	710
Other expenses	54,970	28,686	3,185
Sale of scrap	(10,428)	(4,350)	(28,722)
Penalty to client for canceling its supply contract		(174,354)	
Update of balances in favor in taxes	(1,739)	(406)	(4,262)
Other income	(6,605)	(23,003)	(30,755)
Other income	(18,772)	(202,113)	(63,739)
Other (income) and other expenses, net	$36,198	$(173,427)	$(60,554)

21. Financial instruments

a. ***Capital risk management*** - The Company manages its capital to ensure that its subsidiaries will be able to continue as a going concern while maximizing the return to its stockholders through the reinvestment of its earnings. The Company's overall strategy remains unchanged in comparison with 2014. The Company's policy is to not obtain bank loans or any other financing transaction.

b. ***Market risk*** - Market risk is the risk that the fair value of future cash flows of a financial instrument fluctuates due to changes in market. Market prices include the exchange risk, interest rate risk and the raw material prices risk.

c. ***Foreign exchange risk management*** - The Company undertakes certain transactions denominated in foreign currencies, hence, exposures to exchange rate fluctuations arise. The exposures in exchange rate are managed within the settings of the approved policies. The book value of the monetary assets and monetary liabilities denominated in foreign currency at the end of the reporting period are as follows (includes foreign subsidiaries):

	Currency: Mexican peso	
	December 31,	
	2016	2015
Short – term assets	$ 10,354,780	7,749,794
Short – term liabilities	3,744,603	4,034,062
Net monetary asset position in foreign currency	$ 6,610,177	$ 3,715,732
Equivalent in U.S. Dollars (thousands)	USD$319,889	USD$214,289

a. ***Credit risk management*** – Credit risk refers to the risk that a counterpart will default on its contractual obligations resulting in financial loss for the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company only transacts with entities that have a risk grade equivalent to the investment grade and higher. The Company investigates and rates its major customers. The Company exposure and the credit ratings of its counterparties are continuously monitored and the accumulated value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved annually by the risk management committee.

Trade receivables consist of a large number of customers dedicated to construction and automotive industries, distributed in different geographic areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The Company does not have significant credit risk exposure with any single counterparty or any group of counterparties having similar characteristics. The Company defines that the counterparties that have similar characteristics are considered related parties. Concentration of credit risk to any other counterparty did not exceed 5% of gross monetary assets at any time during the year.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

b. ***Liquidity risk and risk tables*** – Ultimate responsibility for liquidity risk management rests in the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking and credit facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The following table sets out details of additional bank lines of credit (to be used as letter of credits) that the Company has at its disposal to reduce liquidity risk. These lines of credit are obtained by the Company and one part of them has been used for some of the subsidiaries of Industrias CH, S.A.B. de C.V.:

	(In thousands of US dollars) **December 31,**	
	2016	2015
Bank loans credit lines:		
Drawn balances	$350,000	$357,000
Undrawn balances	117,005	217,908
	$232,995	$139,092

As of December 31, 2016, and 2015 the amount drawn, $ 1,236 and $ 17,664, respectively, correspond to subsidiaries of Industrias CH, S.A.B. de C.V. holding company.

22. Non-cash flows transactions

During the years ended December 31, 2015, 2014 and 2013, all investing activities were paid in the same year and did not exist funding activities that does not represent cash flows.

23. Financial information by segments

The Company segments its information by region, due to the operational structure and the organization of its business. Information used for making decisions is based on such regions.

The Company's sales are made mainly in Mexico and the United States of America. The Mexican segment includes the plants in Mexicali, Guadalajara, Tlaxcala and San Luis Potosi. The USA segment includes the seven Republic plants; six of which are located in Ohio, Indiana and New York) and one in Canada (Ontario). The plant in Canada represents approximately 5% and 4% of the segment's total sales in 2016 and 2015, respectively, of all the sales of the segment. As of the year ended December 31, 2015, partial operations began at the plant in Brazil, and selective information is presented retrospectively. The segments are engaged in the manufacturing and sale of long steel products intended mainly for the building and automotive industries.

	Year ended December 31, 2016				
	Mexico	USA	Brazil	Operations between segments	Total
Net sales	$16,361,808	$9,339,527	$1,814,230		$27,515,565
Cost of sales	(13,724,060)	(7,332,094)	(1,718,619)		(22,775,593)
Impairment of property, plant and equipment					
Gross profit (loss)	2,636,928	2,007,433	95,611		4,739,972
Administrative expenses	(901,849)	(298,967)	(76,671)		(1,277,487)
Other income (expenses), net	40,134	(1,481,573)	0	1,477,637	36,198
Interest income	108,004	147	0		108,151
Interest expense	(15,053)	(45,120)	(50,980)	$70,983	(40,170)
Exchange rate gain (loss), net	(2,343,393)	(42,727)	(765,684)	1,376,820	(1,774,984)
Income (loss) before income taxes	4,131,289	3,187,793	733,644	(2,783,474)	5,269,252
Income taxes	667,667	256,089	2,285		926,041
Net income (loss) for the year	$3,463,622	$2,931,704	$731,359	$(2,783,474)	$4,343,211
Other information:					
Depreciation and amortization	$620,354	$551,650	$257,377		$1,429,381
Impairment of property, plant and equipment					0

Total assets	33,124,471	9,684,303	5,293,891	$(6,463,293)	41,639,372
Total liabilities	4,151,297	9,893,536	2,325,325	(7,940,930)	8,429,228
Acquisitions of property, plant and equipment	2,169,375	816,586	114,298		3,100,259

	Year ended December 31, 2015				
	Mexico	USA	Brazil	Operations between segments	Total
Net sales	$14,978,728	$9,467,604	$29,489		$24,475,821
Cost of sales	(11,247,661)	(11,828,885)	(20,421)		(23,096,967)
Impairment of property, plant and equipment		(2,071,901)			(2,071,901)
Gross profit	3,731,067	(4,433,182)	9,068		(693,047)
Administrative expenses	(1,100,622)	(457,435)	(24,432)		(1,582,489)
Other income (expenses), net	(5,656)	184,039	(16,268)		173,427
Interest income	33,872	155			34,027
Interest expense	(9,987)	(47,032)	(24,805)	$41,629	(40,195)
Exchange rate loss, net	840,156		(496,906)	(725,312)	(382,062)
Income (loss) before income taxes	3,500,142	(4,753,455)	(553,343)	(683,683)	(2,490,339)
Income taxes	(1,412,695)	642,123			(770,572)
Net income (loss) for the year	$2,087,447	$(4,111,332)	$(553,343)	$(683,683)	$(3,260,911)
Other information:					
Depreciation and amortization	$747,436	$512,393	$1,264		$1,261,093
Impairment of property, plant and equipment		2,071,901			2,071,901
Total assets	28,530,321	7,891,964	3,226,150	$(7,404,019)	32,244,416
Total liabilities	1,889,025	10,808,505	1,829,524	(7,404,019)	7,123,035
Acquisitions of property, plant and equipment	574,211	396	73,136		647,743

	Year ended December 31, 2014				
	Mexico	USA	Brazil	Operations between segments	Total
Net sales	$14,518,299	$12,310,462			$26,828,761
Cost of sales	(12,075,965)	(13,416,333)			(25,492,298)
Gross profit	2,442,334	(1,105,871)			1,336,463

Administrative expenses	(807,486)	(335,127)	$(51,105)		(1,193,718)
Other income (expenses), net	29,622	30,932			60,554
Interest income	24,773	366			25,139
Interest expense	(7,043)	(25,028)	(15,417)	$24,874	(22,614)
Exchange loss, net	397,598		(109,371)	185,865	474,092
Income (loss) before income taxes	2,079,798	(1,434,728)	(175,893)	210,739	679,916
Income taxes	(222,491)	60,494			(161,997)
Net income (loss) for the year	$1,857,309	$(1,374,234)	$(175,893)	$210,739	$517,919
Other information:					
Depreciation and amortization	$757,873	$358,872	$1,161		$1,117,906
Total assets	27,340,625	11,078,721	3,331,720	$(5,058,973)	36,692,093
Total liabilities	3,476,065	9,585,026	909,330	(5,058,973)	8,911,448
Acquisitions of property, plant and equipment	198,811	924,241	735,306		1,858,358

Information on products:

	Year ended December 31,		
	2016	**2015**	**2014**
Light structural	$1,467,727	$1,270,459	$1,348,564
Structural	2,321,771	1,957,388	1,720,764
Bars	1,122,116	1,272,580	1,435,075
Rebar	7,449,278	5,235,167	4,907,453
Flat rebar	1,090,841	906,243	746,161
Hot rolled bars	7,729,167	8,568,417	10,310,093
Cold drawn bars	3,207,924	2,750,380	3,646,684
Others	3,126,741	2,515,187	2,713,967
	$25,515,565	$24,475,821	$26,828,761

Information about geographical areas:

	Year ended December 31,		
	2016	**2015**	**2014**
Mexico	$16,077,884	$14,543,446	$14,165,166
USA	9,198,561	9,417,392	11,941,251
Brazil	1,828,279	0	0
Canada	350,673	371,610	493,911
Latin America	34,932	134,031	216,293
Other (Europe and Asia)	25,236	9,342	12,140
	$27,515,565	$24,475,821	$26,828,761

24. Contingencies

As of December 31, 2016, and 2015, the Company has the following contingencies:

a. Pacific Steel, Inc. (PS), a subsidiary located in National City in San Diego County, California, United States of America which main activity is the purchase and sale of scrap, has the following environmental contingencies:

California Regional Water Control Board, CRWCB

On August 16, 2011, the California Regional Water Quality Control Board (CRWCB) and the California Environmental Protection Agency (CALEPA) inspected the facilities of Pacific Steel in order to investigate drainage

from the facility into street waters. On September 1, 2011, PS received an “Order to Cease & Desist Clean and Abate”(OCDCA) from the CALEPA. On September 15, 2011, the CALEPA conducted a follow-up investigation, and indicated that it was satisfied with the compliance to the OCDCA of PS. As of December 31, 2016, the CRWCB had not notified PS the results of its inspection.

Department of Toxic Substances Control

On September 2002, the Department of Toxic Substances Control (DTSC) inspected PS facilities based on an alleged complaint from neighbors due to PS’s excavating to recover scrap metal on its property and on a neighbor property, which PS rents from a third party. In this same month, DTSC issued an enforcement order of imminent and substantial endangerment determination, which alleges that certain soil piles, soil management and metal recovery operations may cause an imminent and substantial danger to human health and the environment; consequently, DTSC sanctioned PS for violating Hazardous Waste Control Laws into the State of California Security Code and imposed the obligation to remedy the site. On July 26, 2004, in an effort to continue with this order, DTSC filed against PS a Complaint for Civil Penalties and Injunctive Relief in San Diego Superior Court. On July 26, 2004, the court issued a judgment, whereby PS was obligated to pay USD$ 0.2 million, which have already been paid.

On June 6, 2010, the DTSC and the San Diego Department of Environmental Health (DEH) inspected the facilities of PS, in response to a general complaint. On August 10, 2010 DTSC and DEH conducted a second inspection and found seven infractions. The DEH is satisfied with the compliance of PS on those issues; however, on October 19, 2010 the technical division of the DTSC recommended to the legal division of DTSC that it impose significant penalties. As of December 31, 2014, PS is waiting a final decision from DTSC.

The land remediation was suspended at the beginning of 2011 due to the inefficiency of the process, which was verified with several studies. As an alternative, once the necessary permits were obtained from the authorities in Mexico, in November 2011, the Mexicali plant began the process of importing raw land for final disposal in a secure landfill based in Nuevo Leon State. This landfill is after the separation of the metal content, which is used as raw material in the smelting process.

The daily load of 5 trucks of land in PS is performed in the presence of DTSC staff. As of December 31, 2014, PS had already shipped 27,800 tons of material classified as non RCRA to the Mexicali plant.

The disposition of a stack which is estimated at 8,000 tons of material classified RCRA (hazardous for Federal purposes) is still pending. The company is in process of obtaining the appropriate permissions of the Mexican authorities for this type of material. The process began in early 2013, but the response of the authorities has been slow.

Therefore, on April 9, 2015, a letter from the Attorney General Department of Justice State of California was received where PS is required to, in the absence of obtaining permission from the Mexican authorities, present a program for transport the pile of contaminated soil classified as RCRA to an authorized confinement in the United States at the latest on April 22, 2015. This program establishment should include the completion of the shipment of the stack no later than July 9, 2015 and warns that if the company does not comply with this, the DTSC will immediately proceed with a civil lawsuit seeking the maximum amount of fines established by law and corresponding legal redress.

On April 21, 2015, a letter was sent to the Attorney General explaining that contrary to what they mention in their letter, the authorities in Mexico have not denied permission to the Company but have simply requested that it presents its application in a different format, which has already been presented and reviewed by the authority on April 17, 2015. It is expected to be approved in a maximum of 60 days, so an extension was requested for the commencement of loading, committing to, in case of not get permits in Mexico during this time, it proceeds to confinement in the United States of America.

On July 23, 2015, the Attorney General denied the extension requested by PS and demand the immediate start of shipments of the land RCRA and an authorized confinement; in the event that Pacific Steel do not start the shipments before July 30, 2015, DTSC will initiate the lawsuit against the Company; however, given the delay in their response, it was agreed to extend the 10 weeks estimated for the process of the start date.

Therefore, PS began transporting classified material RCRA on July, 29, 2015 to complete shipments on September, 12 of 2015 with a total of 3,000 metric tons.

The Company, based on the experience of past years' shipments, believes the cost of shipping the remaining piles would result in a total of between USD$ 0.3 million and USD$ 0.5 million. As of December 31, 2015, the Company has created a reserve for USD$ 0.4 million under the heading of accrued expenses payable in the consolidated statement of financial position.

On January 5, 2016, it was filed before the Superior Court of San Diego's the "final judgment and order on consent" or Consent Judgment negotiated between the Attorney General of California, the Department of Toxic Substances Control (DTSC) and the Company, where the following is determined:

- Remove the stack of land classified as hazardous material or RCRA and send it to an approved confinement. The Judgment indicates that the Company complied with this commitment on October 2, 2015.

- After removing the stack of land, the Company must take samples of the soil in the area where the stack of land was located. Samples were taken and the results indicate that the soil had pollution levels, although are not equal to those of the RCRA stack, they exceed the limits set by the State. On April 7, 2016, the Attorney for the State and DTSC, demanded that the Company remove soil 10 feet across and 2 feet deep on the perimeter of the area where the stack of land RCRA was located and disposed of it in an approved confinement. So far the estimated amount of land to remove is 400 tons and the cost involved is unknown.

- The Company shall continue to meet the conditions of the final judgment, the agreement corrective measures and all tasks arising from this, that were entered in the same court in 2004. At this time what will result from these reports, the corrective measures that will be suggested and/or its cost is unknown.

- The DTSC inform us, on August 5, 2016, not dig the perimeter of the area where the soil pile RDRA was located, but carry out the workplan of the zone.

- The Company, based on the experience of the shipments in recent years, believes that the cost of sending the remaining stack would result in a total of USD $ 0.3 million and $ 0.5 million. As of December 31, 2016, the Company has created a reserve for USD $ 0.4 million under the heading of other accounts payable in the consolidated statement of financial position.

b. As with most steel producers in United States of America, Republic could incur significant costs related to environmental issues in the future, including those arising from environmental compliance activities and remediation stemming from historical waste management practices at the Republic's facilities. The reserve created to cover probable environmental liabilities of USD$ 2.7 million and USD$ 2.9 million were recorded as of December 31, 2016 and 2015, respectively. The reserve includes incremental direct costs of remediation efforts and post-remediation monitoring costs that are expected to be paid after corrective actions are complete. As of December 31, 2016, the current and non-current portions of the reserve amounted to USD$ 1.0 million and USD$ 1.7 million, (USD$ 1.2 million and USD$ 1.7 million in 2015), respectively, are included in accounts payable and accumulated liabilities in the short and long term, respectively, in the Consolidated Statements of Financial Position.

c. On the other hand, the Company is not aware of any material environmental remediation liabilities or contingent liabilities relating to environmental matters with respect to facilities, for which the establishment of an additional reserve would be necessary at this time. In the event that, in the future, the Company incurs in any such additional expenses, these costs will most likely be incurred over a number of years. However, future regulatory action regarding historical waste management practice in the facilities of Republic PS and future changes in applicable laws and regulations may require the Company to incur significant costs that may have a material adverse effect on the future financial performance of the Company.

d. The Company is involved in a series of lawsuits and legal claims that have arisen during the normal course of its operations. The Company and its legal advisors do not expect the outcome of these matters to have any significant adverse effect on the Company's financial position and results of operations, therefore it has not been recognized any liabilities for such lawsuits and claims.

e. Mexican tax authorities have the right to review, at least the previous five years and could determine differences in taxes payable, plus any corresponding adjustments, surcharges and fines. Such authorities are currently reviewing some subsidiaries and it has not completed its reviews.

f. Tax authorities in United States of America have the right to review, at least the previous three years and could determine differences in taxes payable, plus its corresponding adjustments, surcharges and fines.

g. Canadian tax authorities have the right to review, at least the previous four years and could determine differences in taxes payable, plus its corresponding adjustments, surcharges and fines.

h. Brazilian tax authorities have the right to review, at least the previous five years and could determine differences in taxes payable, plus its corresponding adjustments, surcharges and fines.

i. On January 19, 2017, the Company was notified with the excerpt issued by the General Direction of Crimes and Sanctions of the National Banking and Exchange Commission (CNBV), for the probable realization, in the re-purchase of own stock operations, of several behaviors that, under the judgment of the CNBV, could be different to the ones established in the “Ley del Mercado de Valores (LMV)”. On February 9, 2017 Grupo Simec filed the statement of manifestations to the administrative sanction procedure, which up to date, is pending of resolution and therefore it is not possible to determine its result. The possible sanction imposed, as the case may be, to the Company will be determined in accordance with the parameters established in the LMV.

25. Commitments

a. Republic leases certain equipment, office space and computer equipment under non-cancelable operating leases. The leases expire at various dates through 2020. During the years ended December 31, 2016, and 2015, rental expenses relating to operating leases amounted to USD$ 1.1 million, and USD$ 1.5 million, respectively. As of December 31, 2016, total minimum lease payments under non-cancelable operating leases will amount USD$ 0.87 million, USD$ 0.50 million, USD $0.49 million and USD$ 0.01 millons and 2017, 2018, 2019, and 2020 respectively. Currently there are no additional obligations post-2020.

b. On August, 2012, the Company entered into a contract with the supplier Russula, S.A. for an amount of USD$ 5.4 million for the development of a treatment plant wastewater for its subsidiary GV do Brasil Industria e Comercio de Aço LTDA. As of December 31, 2016, only 10% remains outstanding, until delivery of final acceptance certificate of the plant and the warranty. Such payment was made on January, 17, 2017.

c. On August of 2012 the Company entered into a contract with the provider Mochetti Gino Industrie Sollevamenti S.r.l. for an amount of USD$ 4.1 million for the development of two overhead cranes to its subsidiary GV do Brasil Industria e Comercio de Aço LTDA. As of December 31, 2016, only 5% remains outstanding, until delivery of the proforma invoice and the final acceptance certificate. Such payment was made on January, 2017.

d. In January 2013, the Company entered into an agreement with EnerNOC which enables Republic to receive payments for reducing the electricity consumption during a dispatch declared by PJM Interconnection as an emergency. The agreement is for 5 years, effective January 31, 2013 and expires on May 31, 2018. During the years ended December 31, 2016 and 2015, the Company recognized income from this agreement of USD$ 1.0 million and USD$ 3.2 million, respectively. Unlike the previous contract the payments are earned by event and how they accrue.

e. As mentioned in Note 2-h a new plant of special steels is on construction, consequently, on October 20 began the contract “turnkey” signed with Danieli & Officine Meccaniche for the construction of the new plant (except civil engineering) and the supply of all equipment. The contract value is approximately USD$ 203 million, of which at 31 December 2015 have been paid advances for USD$ 27.7 million and during 2016, and until the date of the financial statements issue others USD$ 59.4 million. The civil work is almost finished, the last shipment of the machinery is scheduled for July 2017, and all the services needed to start operations are already contracted. The project is estimated to conclude in April. 2018.

f. In January 2013, the Company entered into a 15-year product supply agreement with Air Products and Chemicals, Inc. The agreement required that Air Products and Chemicals build and install a plant for the production of oxygen, nitrogen and argon in the Lorain, Ohio facilities. The fifteen-year term of this agreement would come in force at the moment the plant came into operation. The plant did not start operations because of what is indicated in Note 10. In August 2016, the Company entered into a new agreement with Air Products and Chemicals, Inc. to purchase the previously installed plant for USD $ 30 million and totally cancel the supply contract. The amount of the purchase was agreed to settle it as follows: an initial payment of USD $1.2 million and the remaining of USD $28.8 million over a period of 6 years with monthly payments equal to USD $0.4 million without payment of interest.

26. Financial statements issuance authorization

On March, 30, 2017, the issuance of the accompanying consolidated financial statements was authorized by Ing. Luis Garcia Limon and C.P. Mario Moreno Cortez, Chief Executive Officer and Coordinator of Finance, of Grupo Simec, S.A.B. de C.V, respectively, for the approval of the Audit Committee and the board of directors.