

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 20-F**

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, 2021

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 1-14878

**GERDAU S.A.**

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

**Federative Republic of Brazil**

(Jurisdiction of incorporation or organization)

**Av. Dra. Ruth Cardoso, 8,501 – 8º floor  
São Paulo, São Paulo - Brazil CEP 05425-070**

(Address of principal executive offices) (Zip code)

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

Title of each class	Name of each exchange in which registered
Preferred Shares, no par value per share, each represented by American Depositary Shares	New York Stock Exchange

Securities 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**

The total number of issued shares of each class of stock of GERDAU S.A. as of December 31, 2021 was:

573,627,483 Common Shares, no par value per share

1,146,031,245 Preferred Shares, no par value per share

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.

---

[Table of Contents](#)

Yes  No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 every Interactive Data File required to be submitted 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 such files).

Yes  No

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

Large accelerated filer                       Accelerated filer                       Non-accelerated filer                       Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

†The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

If “Other” has been checked in response to the previous question, 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

---

---

---

**TABLE OF CONTENTS**

	<b>Page</b>
<a href="#">INTRODUCTION</a>	1
<a href="#">PART I</a>	3
<a href="#">ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</a>	3
<a href="#">ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE</a>	3
<a href="#">ITEM 3. KEY INFORMATION</a>	3
<a href="#">ITEM 4. COMPANY INFORMATION</a>	18
<a href="#">ITEM 4A. UNRESOLVED SEC STAFF COMMENTS</a>	51
<a href="#">ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS</a>	51
<a href="#">ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES</a>	70
<a href="#">ITEM 7. MAJOR SHAREHOLDERS AND RELATED-PARTY TRANSACTIONS</a>	84
<a href="#">ITEM 8. FINANCIAL INFORMATION</a>	86
<a href="#">ITEM 9. THE OFFER AND LISTING</a>	90
<a href="#">ITEM 10. ADDITIONAL INFORMATION</a>	92
<a href="#">ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES REGARDING MARKET RISK</a>	103
<a href="#">ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</a>	105
<a href="#">PART II</a>	107
<a href="#">ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</a>	107
<a href="#">ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</a>	107
<a href="#">ITEM 15. CONTROLS AND PROCEDURES</a>	107
<a href="#">ITEM 16. [RESERVED]</a>	108
<a href="#">ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT</a>	108
<a href="#">ITEM 16B. CODE OF ETHICS AND CONDUCT</a>	108
<a href="#">ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES</a>	108
<a href="#">ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</a>	109
<a href="#">ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</a>	109
<a href="#">ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</a>	109
<a href="#">ITEM 16G. CORPORATE GOVERNANCE</a>	110
<a href="#">ITEM 16H. MINE SAFETY DISCLOSURE</a>	111
<a href="#">PART III</a>	111
<a href="#">ITEM 17. FINANCIAL STATEMENTS</a>	111
<a href="#">ITEM 18. FINANCIAL STATEMENTS</a>	112
<a href="#">ITEM 19. FINANCIAL STATEMENTS AND EXHIBITS</a>	113

## INTRODUCTION

Unless otherwise indicated, all references herein to:

- (i) “CPI” means consumer price index, “CDI” means Interbanking Deposit Rates (Certificados de Depósito Interfinanceiro), “IGP-M” means Consumer Prices Index (Índice Geral de Preços do Mercado), measured by FGV (Fundação Getulio Vargas), “LIBOR” means London Interbank Offered Rate, “GDP” means Gross Domestic Product;
- (ii) “Gerdau Açominas” is a reference to Gerdau Açominas S.A.
- (iii) “Installed capacity” means the annual projected capacity for a particular facility (excluding the portion that is not attributable to our participation in a facility owned by a joint venture), calculated based upon operations for 24 hours each day of a year and deducting scheduled downtime for regular maintenance;
- (iv) “Preferred Shares” and “Ordinary Shares” refer to the Company’s authorized and outstanding preferred stock and ordinary stock, designated as *ações preferenciais* and *ações ordinárias*, respectively, all without par value. All references herein to the “*real*”, “*reais*” or “*R\$*” are to the Brazilian *real*, the official currency of Brazil. All references to (i) “U.S. dollars”, “dollars”, “U.S.\$” or “\$” are to the official currency of the United States, (ii) “Euro” or “€” are to the official currency of members of the European Union, (iii) “billions” are to thousands of millions, (iv) “km” are to kilometers, and (vi) “tonnes” are to metric tonnes;
- (v) “proven” or “probable mineral reserves” have the meanings defined by SEC in Regulation S-K, §229.1300.
- (vi) “Shipments” means the volumes shipped and “Consolidated shipments” means the combined volumes shipped from all our operations in Brazil, South America, North America and Asia, excluding our joint ventures and associate companies;
- (vii) the “Company”, “Gerdau”, “we” or “us” are references to Gerdau S.A., a corporation organized under the laws of the Federative Republic of Brazil (“Brazil”) and its consolidated subsidiaries;
- (viii) “Tonne” means a metric tonne, which is equal to 1,000 kilograms or 2,204.62 pounds;
- (ix) “Worldsteel” means World Steel Association, “IABr” means Brazilian Steel Institute (Instituto Aço Brasil) and “AISI” means American Iron and Steel Institute;

The Company has prepared the Consolidated Financial Statements included herein in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The following investments are accounted following the equity method: Bradley Steel Processor and MRM Guide Rail, all in North America, of which Gerdau Ameristeel holds 50% of the total capital, the investment in the holding company Gerdau Metaldom Corp., in which the Company holds a 50% stake, in the Dominican Republic, the investment in Gerdau Corsa S.A.P.I. de C.V., in Mexico, in which the Company holds a 75% stake, the investment in Dona Francisca Energética S.A. in Brazil, in which the Company holds a 51.82% stake, the investment in Diaco S.A., in Colombia, in which the Company holds a 49.87% stake, the investment in Gerdau Summit Aços Fundidos e Forjados S.A., in Brazil, in which the Company holds a 58.73% stake and the investment in Juntos Somos Mais Fidelização S.A., in Brazil, in which the Company holds a 27.50% stake.

Unless otherwise indicated, all information in this Annual Report is stated as of December 31, 2021.

## CAUTIONARY STATEMENT WITH RESPECT TO FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements within the meaning of the Private Securities Litigation Act of 1995. These statements relate to our future prospects, developments and business strategies.

Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates” and similar expressions are forward-looking statements. Although we believe that these forward-looking statements are based upon reasonable assumptions, these statements are subject to several risks and uncertainties and are made considering information currently available to us.

It is possible that our future performance may differ materially from our current assessments due to several factors, including the following:

- general economic, political and business conditions in our markets, both in Brazil and abroad, including demand and prices for steel products;
- interest rate fluctuations, inflation and exchange rate movements of the *real* in relation to the U.S. dollar and other currencies in which we sell a significant portion of our products or in which our assets and liabilities are denominated;
- our ability to obtain financing on satisfactory terms;
- prices and availability of raw materials;
- changes in international trade;
- changes in laws and regulations;
- electric energy shortages and government responses to them;
- the performance of the Brazilian and the global steel industries and markets;
- global, national and regional competition in the steel market;
- protectionist measures imposed by steel-importing countries; and
- other factors identified or discussed under “Risk Factors.”

Our forward-looking statements are not guarantees of future performance, and actual results or developments may differ materially from the expectations expressed in the forward-looking statements. As for the forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainty of estimates, forecasts and projections. Because of these uncertainties, potential investors should not rely on these forward-looking statements.

We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable, as the Company is filing this Form 20-F as an annual report.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable, as the Company is filing this Form 20-F as an annual report.

**ITEM 3. KEY INFORMATION**

**A. [RESERVED]**

**B. CAPITALIZATION AND INDEBTEDNESS**

Not required, as the Company is filing this Form 20-F as an annual report.

**C. REASONS FOR THE OFFER AND USE OF PROCEEDS**

Not required, as the Company is filing this Form 20-F as an annual report.

**D. RISK FACTORS**

We are subject to various risks and uncertainties resulting from changing competitive, economic, political and social conditions that could harm our business, results of operations or financial condition. The risks described below could adversely affect our business, consolidated financial position, results of operations or cash flows. These risks are not the only ones we face. Other risks that we do not presently know about or that we presently believe are not material could also adversely affect us.

**Risks Relating to our Business and the Steel Industry**

*Demand for steel is cyclical and a reduction in prevailing world prices for steel could adversely affect the Company's results of operations.*

The steel industry is highly cyclical. Consequently, the Company is exposed to substantial swings in the demand for steel products, which in turn causes volatility in the prices of most of its products and eventually could cause write-downs of its inventories. In addition, the demand for steel products, and hence the financial condition and results of operations of companies in the steel industry, including the Company itself, are generally affected by macroeconomic changes in the world economy and in the domestic economies of steel-producing countries, including general trends in the steel, construction and automotive industries. Slow growth in steel consumption was not accompanied by a corresponding slowdown in capacity expansion over the last few years, resulting in an even greater excess of global steel capacity. Since then, the price has experienced a high volatility. A material decrease in demand for steel or exports by countries not able to consume their production could have a significant adverse effect on the Company's financial condition and results of operations.

*Global crises and subsequent economic slowdowns may adversely affect global steel demand. As a result, the Company's financial condition and results of operations may be adversely affected.*

Historically, the steel industry has been highly cyclical and deeply impacted by economic conditions in general, such as world production capacity and fluctuations in steel imports/exports and the respective import duties. After a steady period of growth between 2004 and 2008, the marked drop in demand resulting from the global economic crisis of 2008-2009 once again demonstrated the vulnerability of the steel market to volatility of international steel prices and raw materials. That crisis was caused by the dramatic increase of high risk real estate financing defaults and foreclosures in the United States, with serious consequences for bank and financial markets throughout the world. Developed markets, such as North America and Europe, experienced a strong recession due to the collapse of real estate financings and the shortage of global credit. As a result, the demand for steel products suffered a decline in 2009, but since 2010 has been experiencing a gradual recovery, principally in the developing economies. For the last ten years to 2021, driven by population and GDP growth, global demand for steel has been growing strongly in recent years and is expected to

continue to increase, especially because of economic expansion in India, ASEAN countries and Africa, even as demand in China gradually declines.

The global economy can negatively impact the consuming markets, affecting the business environment with respect to the following:

- Decrease in international steel prices;
- Slump in international steel trading volumes;
- Crisis in automotive industry and infrastructure sectors; and
- Lack of liquidity in the international market.

If the Company is not able to remain competitive in these shifting markets, our profitability, margins and income may be negatively affected. A decline in this trend could result in a decrease in the Company's shipments and revenues. As a result, the Company's financial condition and results of operations may be adversely affected.

**Our results and financial condition are affected by global and local market conditions that we do not control and cannot predict**

We are subject to the risks arising from adverse changes in domestic and global economic and political conditions. Our industry is cyclical by nature and fluctuates with economic cycles, including the current global economic instability. Recessions and significant disruptions in the global financial markets may affect the Company. Our operations experienced significant disruptions in 2008 and the United States, Europe and other economies went into recession. New challenges including the uncertain effects of the United Kingdom's withdrawal from the European Union (BREXIT) and increasing political uncertainty and instability in a number of countries. In 2020, the COVID-19 Pandemic, as explained below, resulted in the temporary closing of several industries, including the steel industry. Measures were taken to contain the virus spread among employees, in accordance with regulations promulgated by local authorities. The effects extended to operations and impacted the Company's results, mainly in April, May and June. There continues to be considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies that have been adopted by the central banks and financial authorities of some of the world's leading economies, including China. These policies may have a negative impact on the global and local economy, and consequently our business, financial condition and results of operations. We cannot predict if the actions taken in the United States, Europe, China and elsewhere in the world to address the adverse effects of the COVID-19 Pandemic will be successful in reducing the duration and impact of the economic instability, inflation and political uncertainty. More recently, the risk of trade protection measures in favor of local producers of competing products and the disruption in existing trade agreements or increased trade friction between countries (e.g., the U.S. and China) could have a negative effect on our business and results of operations by restricting the free flow of goods and services across borders and exacerbating global economic conditions. Global economic weakness may prompt banks to limit or deny lending to us or to our customers, which could have a material adverse effect on our liquidity, on our operations and on our ability to carry out our announced capital investment programs and may prompt our customers to slow down or reduce the purchase of our products. We may experience longer sales cycles, difficulty in collecting sales proceeds and lower prices for our products. We cannot provide any assurance that any of these events will not have a material adverse effect on market conditions, the prices of our securities, our ability to obtain financing and our results of operations and financial condition.

***Gerdau faces significant competition in relation to their steel products, including with regard to prices of other domestic and foreign producers, which may adversely affect its profitability and market share.***

The global steel industry is highly competitive with respect to price, quality of products and customer service, as well as in relation to technological advances that allow the reduction of production costs. Brazilian exports of steel products are influenced by several factors, including protectionist policies of other countries, foreign exchange policy of the Brazilian government and growth rate of the world economy. Moreover, continuous advances in material sciences and the resulting technologies facilitate the improvement of products such as plastic, aluminum, ceramics and glass, allowing them to replace steel.

Due to the high initial investment costs, the operation of a steel plant on a continuous basis may encourage mill operators to maintain high production levels, even in periods of low demand, which would increase the pressure on industry profit margins. A competitive pressure that forces the fall in steel prices can also affect the profitability of Gerdau.

The steel industry has historically suffered from excess production capacity, which has recently worsened due to a substantial increase in production capacity in emerging countries, particularly China and India and other emerging markets. China is currently the largest global steel producer. In addition, China and certain steel exporting countries have favorable conditions (excess steel capacity, devalued currency or high market prices for steel products in markets outside these countries) which may significantly impact the price of steel in other markets. If Gerdau is unable to remain competitive with China and other steel-producing countries, its financial condition and results of operations may be adversely affected in the future.

***An increase in China's steelmaking capacity or a slowdown in China's steel consumption could have a material adverse effect on domestic and global steel pricing and could result in increased steel imports into the markets in which the Company operates.***

One significant factor in the global steel market has been China's high steel production capacity, which has been exceeding its domestic consumption needs. This has made China a net exporter of steel products, increasing its importance in different countries of the transoceanic market and consequently pushing down international steel prices. Moreover, China's lower growth rate has resulted in a slower pace of steel consumption in the country, consequently reducing demand for imported raw materials and putting pressure on global commodity prices. Any intensification of these factors could adversely affect the Company's exports, results of operations and financial condition.

***Higher steel scrap prices or a reduction in supply could adversely affect production costs and operating margins.***

The main metal input for the Company's mini mills is steel scrap. Although international steel scrap prices are determined essentially by scrap prices in the U.S. local market, because the United States is the main scrap exporter, scrap prices in the Brazilian market are set by domestic suppliers and demand. The price of steel scrap in Brazil varies from region to region and reflects demand and transportation costs. Should scrap prices increase significantly without a corresponding increase in finished steel selling prices, the Company's profits and margins could be adversely affected. An increase in steel scrap prices or a shortage in the supply of scrap to its units would affect production costs and potentially reduce operating margins and revenues. As a result, the Company's financial condition and results of operations may be adversely affected.

***Increases in iron ore and coal prices, or reductions in market supply, and price increases in other inputs, could adversely affect the Company's operations.***

When the prices of raw materials, particularly iron ore and coking coal, increase, and the Company needs to produce steel in its integrated facilities, the production costs in its integrated facilities also increase. The Company uses iron ore to produce hot pig iron at its Ouro Branco, Barão de Cocais and Divinópolis mills located in the state of Minas Gerais.

The Ouro Branco mill is the Company's largest mill in Brazil, and its main metal input for the production of steel is iron ore. This unit represented 55% of the total crude steel output (in volume) of the Brazil Business Segment. A shortage of iron ore in the domestic market may adversely affect the steel producing capacity of the Brazilian units, and an increase in iron ore prices could reduce profit margins.

The Company has iron ore mines in the Brazilian state of Minas Gerais. To mitigate its exposure to the volatility in iron ore prices, the Company invested in expanding the production capacity of these mines.

All of the Company's coking coal requirements for its Brazilian units are imported due to the low quality of Brazilian coal. Coking coal is the main energy input at the Ouro Branco mill and is used at the coking facility. Although this mill is not dependent on coke supplies, a contraction in the supply of coking coal could adversely affect the integrated operations at this site. The coking coal used in this mill is imported from Canada, the United States, Australia, Mozambique, Peru, Russia and Colombia. Although the market for the supply of coking coal is relatively balanced at the moment, and we have entered into long-term contracts with negotiable prices periodically to minimize the risks of shortages, a shortage of coking coal in the international market would adversely affect the steel producing capacity of the Ouro Branco mill. In addition, an increase in prices could reduce profit margins. Another related risk is the currency depreciation to which the Ouro Branco Mill is exposed, since all coking coal consumed by the operation is imported.

Volatility in the supply and prices of these and other raw materials, energy and transportation, could adversely affect the Company's results of operations. We are increasingly vulnerable to inflationary cost pressures, especially in relation to the prices of electricity, natural gas and CO<sub>2</sub>. These inflationary cost pressures could become exacerbated as a consequence of the Russian invasion of Ukraine, the resulting disruption of markets and supply chains and the uncertain impact of sanctions.



As a result, the Company's financial condition and results of operations may be adversely affected.

***Russia's invasion of Ukraine, international responses to it including sanctions and any regional or global escalation of the conflict, could adversely affect the Company's business, results of operations and financial condition.***

The Russian invasion of Ukraine could have a material adverse effect on the overall macroeconomic environment, which might include demand for steel and iron ore and prices, as well as increasing energy costs. Both the conflict itself and the sanctions imposed (and further sanctions that may be imposed), as well as potential Russian responses to sanctions, have had and could have further destabilizing effects on financial markets and certain commodity markets. The conflict could escalate militarily both regionally and globally; any substantial escalation would have a material adverse effect on macroeconomic conditions. In addition, sanctions may remain in place beyond the duration of any military conflict and have a long-lasting impact on the region and globally, and could adversely impact the Group's Company's results of operations and financial condition.

### **Risks Relating to our Operations**

***The Company's projects are subject to risks that may result in increased costs or delay or prevent their successful implementation.***

The Company invested to further increase productivity of its operations. These projects are subject to several risks that may adversely affect the Company's growth prospects and profitability, including the following:

- the Company may encounter delays, availability problems or higher than expected costs in obtaining the necessary equipment, services and materials to build and operate a project;
- the Company's efforts to develop projects according to schedule may be hampered by a lack of infrastructure, including availability of overburden and waste disposal areas as well as reliable power and water supplies;
- the Company may fail to obtain, lose, or experience delays or higher than expected costs in obtaining or renewing the required permits, authorizations, licenses, concessions and/or regulatory approvals to build or continue a project; and
- changes in market conditions, laws or regulations may make a project less profitable than expected or economically or otherwise unfeasible.

Any one or a combination of the factors described above may materially and adversely affect the Company's financial condition and results of operations.

***Unexpected equipment failures may lead to production curtailments or shutdowns.***

Unexpected interruptions in the production capabilities at Gerdau's principal sites and installations would increase production costs, reducing shipments and earnings for the affected period. These interruptions result from: (i) unpredictable/periodic equipment failures, which are essential to the development of the production processes of Gerdau, such as steelmaking equipment, such as its electric arc furnaces, continuous casters, gas-fired reheat furnaces, rolling mills and electrical equipment, including high-output transformers; and/or (ii) unanticipated events such as fires, explosions or violent weather conditions. As a result, Gerdau has experienced and may in the future experience material plant shutdowns or periods of reduced production. Unexpected interruptions in production capabilities would adversely affect Gerdau's productivity and results of operations. Moreover, any interruption in production capability may require Gerdau to make additions to fixed assets to remedy the problem, which would reduce the amount of cash available for operations. Gerdau's insurance may not cover the losses. In addition, long-term business disruption could harm the Company's reputation and result in a loss of customers, which could adversely affect the business, results of operations, cash flows and financial condition.

***Failure to obtain the necessary permits and licenses could adversely affect our operations.***

We depend on the issuance of permits and licenses from governmental agencies in order to undertake some of our activities that are considered polluting or potentially polluting. For the purpose of obtaining said licenses, certain investments in conservation are required to offset any such impact. The operational licenses require, among other things, that we periodically report our compliance with emissions standards set by environmental agencies. Failure to obtain, renew or comply with our operating licenses

may cause delays in our deployment of new activities, increased costs, monetary fines or even suspension of the affected activity, which may materially adversely affect us.

***Climate change may negatively affect our business, financial condition, results of operations and cash flows.***

A significant number of scientists, environmentalists, international organizations, regulators and other commentators sustain that global climate change has contributed, and will continue to contribute, to the increasing unpredictability, frequency and severity of natural disasters (including, but not limited to, hurricanes, droughts, tornadoes, freezes, other storms and fires) in certain parts of the world. As a result, a number of legal and regulatory measures as well as social initiatives have been introduced in numerous countries in an effort to reduce carbon dioxide and other greenhouse gas emissions and combat global climate change. Such reductions in greenhouse gas emissions could result in increased energy, transportation and raw material costs and may require us to make additional investments in facilities and equipment. Although we cannot predict the impact of changing global climate conditions, if any, or of legal, regulatory and social responses to concerns about global climate change, any such occurrences may negatively affect our business, financial condition, results of operations and cash flows.

Laws and regulations seeking to reduce greenhouse gases can be enacted in the future, which could have a significant adverse impact on the operating results, cash flows, and the financial condition of the Company.

One of the possible effects of the increasing requirements related to the reduction of greenhouse gas emissions is the increase in costs, mainly due to the demand to reduce the consumption of fossil fuels and the implementation of new technologies in the production chain.

The Company believes that the operations in the countries where it operates may be affected in the future by federal, state and municipal initiatives related to climate change, intended to deal with the issue of greenhouse gases (GHG).

In Brazil, Bill 528/21 is being considered in the Congress, establishing the Brazilian Emissions Reduction Market, which regulates the purchase and sale of carbon credits in the country. The proposal regulates the main points of the new market, such as legal nature, registration, certification and accounting of carbon credits. It also sets a deadline (five years) for the government to regulate the mandatory national program to offset greenhouse gas emissions. The text provides for the creation of a voluntary carbon credits market, which is intended for negotiation with companies or governments that do not have mandatory GHG reduction targets, but wish to offset the environmental impact of their activities. At state levels, there are demands for accounting for the inventory of greenhouse gases and reporting to regulatory bodies in the states of São Paulo, Rio de Janeiro and Minas Gerais.

In the U.S., future federal and/or state carbon regulation potentially presents a significantly greater impact to our operations. To date, the U.S. Congress has not legislated carbon constraints. In the absence of comprehensive federal carbon legislation, numerous state, regional and federal regulatory initiatives are under development or are becoming effective, thereby creating a disjointed approach to GHG control and potential carbon pricing impacts.

In Canada, the Output Based Pricing System Regulation requires the three Gerdau sites to report on their greenhouse gas emissions. These emissions, along with production data, are required by legislation to be verified by a third party. The objective of this regulatory activity is to compare the individual site's emissions intensity against a performance standard, called the Output Based Standard. Since there is a price on carbon (\$40/t CO<sub>2</sub>e in 2021), a site owes the government if the intensity of its emissions is greater than the Output Based Standard. However, if the emissions' intensity is less than the Output Based Standard, then there is an opportunity to be awarded credits that can be banked for future compliance or sold to others within the same program.

***The Company's operations are energy-intensive, and energy shortages or higher energy prices could have an adverse effect.***

Crude steel production is an energy-intensive process, especially in melt shops with electric arc furnaces. Electricity represents an important production component at these units, as also does natural gas, although to a lesser extent. Electricity cannot be replaced at Gerdau's mills and power rationing or shortages could adversely affect production at those units. As a result, the Company's financial condition and results of operations may be adversely affected.

***Layoffs in the Company's labor force could generate costs or negatively affect the Company's operations.***

A substantial number of our employees are represented by labor unions and are covered by collective bargaining or other labor agreements, which are subject to periodic negotiation. Strikes or work stoppages have occurred in the past and could reoccur in

connection with negotiations of new labor agreements or during other periods for other reasons, including the risk of layoffs during a down cycle that could generate severance costs. Moreover, the Company could be adversely affected by labor disruptions involving unrelated parties that may provide goods or services to the Company. Strikes and other labor disruptions at any of the Company operations could adversely affect the operation of facilities and the timing of completion and the cost of capital of our projects.

***We could be harmed by a failure or interruption of our information technology systems or automated machinery.***

We rely on our information technology systems and automated machinery to effectively manage our production processes and operate our business. Advanced technology systems and machinery are nonetheless subject to defects, interruptions and breakdowns. Any failure of our information technology systems and automated machinery to perform as we anticipate could disrupt our business and result in production errors, processing inefficiencies and the loss of sales and customers, which in turn could result in decreased revenue, increased overhead costs and excess or out-of-stock inventory levels resulting in a material adverse effect on our business results. Although we have procedures in place to prevent and minimize the impact of a potential failure, including a data back-up system for our management systems, 24/7 monitoring of our servers, and a cybersecurity program that maintains a Corporate Information Security Policy and a Data Privacy Policy in place, there is no assurance that these will work properly or that there will not be an impact on our results of operations or financial condition.

In addition, our information technology systems and automated machinery may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, systems failures, viruses, cyber-attacks and other security breaches, including breaches of our production processing systems that could result in damage to our automated machinery, production interruptions or access to our confidential financial, operational or customer data. Any such damage or interruption could have a material adverse effect on our business results, including as a result of our facing significant fines, customer notice obligations or costly litigation, harming our reputation with our customers or requiring us to expend significant time and expense developing, repairing or upgrading our information technology systems and automated machinery.

Further, while we have some backup data-processing systems that could be used in the event of a failure of our primary systems, we do not yet have a disaster recovery plan or a backup data center that covers all of our units. While we endeavor to prepare for failures of our network by providing backup systems and procedures, we cannot guarantee that our current backup systems and procedures will operate satisfactorily in the event of a regional emergency. Any substantial failure of our backup systems to respond effectively or on a timely basis could have a material adverse effect on our business and results of operations.

***We are subject to information technology risks related to breaches of security pertaining to sensitive company, customer, employee and vendor information as well as breaches in the technology used to manage operations and other business processes.***

Cybersecurity is a significant concern due to the importance of information technology to the successful conduct of our business operations. We have an executive dedicated to leading the Information Security and Data Protection effort as well as an internal team with qualified specialists and analysts to conduct and evaluate the adequacy of the security and data protection controls. Additionally, we also have an incident response service provider to support our team to prevent and respond to cyber incidents.

We rely upon secure information technology systems for data capture, processing, storage and reporting. Despite careful security and controls design, implementation, updating and independent third-party verification, that also includes specific policies, procedures, and specialized software tools for cybersecurity and data protection, our information technology systems, and those of our third-party providers, could become subject to employee error or malfeasance, natural disasters or be susceptible to cyberattacks. Network, system, application, and data breaches could result in operational disruptions or information misappropriation. Access to internal applications required to plan our operations, source materials, manufacture and goods and account for orders could be denied or misused. Theft of intellectual property or trade secrets, and inappropriate disclosure of confidential company, employee, customer or vendor information, could stem from such incidents. Any of these operational disruptions and/or misappropriation of information could result in lost sales, business delays, negative publicity and could have a material effect on our business. We also could be required to spend significant financial and other resources to remedy the damage caused by a security breach, including to repair or replace networks and information technology systems, liability for stolen information, increased cybersecurity protection costs, litigation expense and increased insurance premiums.

***Outbreaks of disease and health epidemics could have a negative impact on our business revenues and results of operations.***

In late December 2019 a notice of pneumonia of unknown cause originating from Wuhan, Hubei province of China was reported to the World Health Organization. A novel corona virus called COVID-19 virus was identified, with cases soon confirmed in

multiple provinces in China, as well as in several other countries. The Chinese government placed Wuhan and multiple other cities in Hubei province under quarantine, with approximately 60 million people affected. Since that time the virus has been identified in virtually every country, and travel to and from China, most Europe, India, the United States and other countries, including Brazil, has been suspended or restricted by certain air carriers and foreign governments. On March 2, 2020, the World Health Organization declared the coronavirus outbreak a “pandemic”, which is disease that is widespread around the world with an impact on society. The term has been applied to only a few diseases in history, including the deadly flu of 1918, the H1N1 flu in 2009 and HIV/AIDS. The ongoing COVID-19 pandemic has resulted in extended shutdowns of certain businesses and other activities in many countries, including the United States, Europe and Brazil.

The COVID-19 pandemic continues to impact worldwide economic activity and pose the risk that we or our employees, contractors, suppliers, customers and other business partners may be prevented from conducting certain business activities for an indefinite period of time, including due to shutdowns that may be requested or mandated by governmental authorities or otherwise elected by companies as a preventive measure. In addition, mandated government authority measures or other measures elected by companies as preventative measures may lead to our customers being unable to complete purchases or other activities. COVID-19 may continue to have an adverse effect on trading and our operations and, given the uncertainty around the extent and timing of the potential future spread or mitigation and around the imposition or relaxation of protective measures, we cannot reasonably estimate the impact to our future results of operations, cash flows or financial condition.

The nature of our business is complex and, to keep operating, most of our work cannot be performed remotely. Our focus is on protecting the health of our employees: We encourage them to take two doses of the Covid-19 vaccine to reduce the risk of spreading the virus at our operations, since operational continuity is key to people’s jobs, to local communities and to the economies of the countries and regions where we operate. Employees who must go to Gerdau’s units follow the standard mandatory hygiene procedure.

The COVID-19 pandemic impacted the Company production and delivery of steel, resulting in interruption of production in some steel mills as of the second half of March, 2020. In the Brazil Segment, the electric steel mills resumed production throughout April and the Blast Furnace 2 in Ouro Branco - MG resumed production in July. In the North America Segment, the plants continued to operate normally, with production levels gradually adjusted according to the reduction in demand observed in the industry. Civil construction continued with healthy demand levels. In the Special Steel Segment, in Brazil and in the USA, there were scheduled shutdowns at its different electrical mills and rolling mills, considering the level of existing inventories and the demand requested by each customer. In the South America Segment, operations continue to operate with production levels gradually adjusted to the demand observed in the industry.

The Company is following all COVID-19 pandemic prevention guidelines issued by the competent health agencies in the countries in which it operates. For this reason, the Company has adopted a series of measures to mitigate the risk of transmission in the workplace, such as using home office, creating crisis committees, canceling national and international trips and participation in external events. The Company daily monitors the evolution of the pandemic scenario and the impacts that this situation brings to the routines of employees, their families and, also, to the business.

The extent to which COVID-19 may adversely impact our business depends on future developments, which are highly uncertain and unpredictable, including new variants of the virus, information concerning the severity of the pandemic, the adoption rate of vaccines, and the effectiveness of actions globally to contain or mitigate the effects of the pandemic.

Demand for our steel products is directly linked to overall economic activity within those international markets in which we sell our products. A decline in the level of activity in either the domestic or the international markets within which we operate as a consequence of future waves of the COVID-19 pandemic and related measures to contain them could adversely affect to a greater extent than experienced in 2020 and impact both the demand and the price of our products and have a material adverse effect on us.

The deterioration of Brazilian and global economic conditions could, among other things:

- further negatively impact global demand for steel, or further lower market prices for our products, which could result in a continued reduction of our sales, operating income and cash flows;
- make it more difficult or costly for us to obtain financing for our operations or investments or to refinance our debt in the future;

- impair the financial condition of some of our customers, suppliers or counterparties, thereby increasing customer bad debts or non-performance by suppliers or counterparties; and
- decrease the value of certain of our investments.

### **Risks Relating to our Mining Operations**

***Estimates of Gerdau's mineral resources are based on interpretations and assumptions and may differ substantially from the quantities that actually can be extracted.***

Gerdau's mineral resources refer to estimated quantities of iron ore and minerals. There are a number of uncertainties that are inherent to such estimates of resources, including many factors that are beyond our control, such as geological and technological factors. The engineering of reserves involves estimating mineral deposits that have yet to be measured accurately, and the accuracy of any reserve estimates is directly related to the quality of the data available, geological interpretations and judgments and engineering. Moreover, estimates from different engineers may vary. As a result, the volume of mineral resources available that will or may be extracted at commercially feasible rates cannot be guaranteed, which could adversely affect the operating results and financial condition of the Company.

Moreover, in order to determine whether a project should advance to its development stage, Gerdau relies on estimates of the mineralized material occurring on its properties. Since Gerdau may not have conducted a feasibility study demonstrating proven or probable reserves, estimates of mineralized material content are less accurate than if they had been made in accordance with the definition of proven and probable reserves recognized by the SEC. Furthermore, until iron ore is effectively mined and processed, any reserves and grades of mineralization must be considered mere estimates. Such estimates are inaccurate and based on geological interpretation and statistical deduction drawn from analyses of drillings and samples, which may not be reliable. We cannot guarantee that such estimates on mineralized material are accurate and that such mineralized material can be extracted or processed profitably. Therefore, any decision to advance to the development stage is inherently risky. We also cannot guarantee that any minerals recovered in small-scale testing can be replicated in large-scale testing under actual conditions or on a production scale. Any material changes in the estimates of mineralized material will affect the financial feasibility of making a property productive, as well as the return on capital of such property.

***Gerdau does not have any proven or probable mineral reserves, and Gerdau's decision to start industrial production to supply its steelmaking activities and sell the surplus is not based on studies demonstrating the economic recovery of any mineral reserves, and therefore is inherently risky. Any resources employed in exploration or development may not be recovered.***

Gerdau has not established any proven or probable mineral reserve on any of its properties. All exploration activities are based on mineral resources classified as mineralized materials, since they do not comply with the SEC definitions of proven or probable reserves. Gerdau is conducting comprehensive exploration studies to determine, in accordance with SEC definitions, the quantity of mineralized material that could be transformed into proven or probable reserves. Therefore, part of the volume of mineralized materials may never make it to the development or production stage.

To demonstrate the existence of proven or probable reserves, it is necessary to carry out additional exploration activities to prove the existence of sufficient mineralized material, with satisfactory continuity, and to obtain a positive feasibility study demonstrating, with reasonable certainty, that the deposits can be extracted and produced profitably and legally. The absence of proven or probable reserves makes it more probable that the Company's properties cease to be profitable and that the financial resources employed for exploration and development are never recovered, which would adversely affect the operating results and financial condition of the Company.

***Drilling and production risks could adversely affect the mining process.***

After the discovery of mineral deposits, it could take several years from the initial drilling phase to the feasibility of production, and during such period the economic feasibility of production could suffer changes. Substantial time and investments are necessary to:

- create mineral reserves through drilling;
- establish adequate mining and metallurgical processes to optimize the recovery of the metal contained in the ore;

## [Table of Contents](#)

- obtain environmental and other types of licenses;
- build mining and processing facilities as well as the necessary infrastructure for greenfield properties; and
- obtain ore or extract minerals from the ore.

If a mining project proves to be economically unfeasible when Gerdau reaches the profit-earning stage, we could incur substantial losses and be forced to write off mineral assets. Furthermore, potential changes or complications involving metallurgical or technological processes during a project cycle could cause delays and generate higher-than-expected costs, rendering the project economically unfeasible and adversely affecting the financial condition and operating results of the Company.

***The Company has one mining dam for the disposal of tailings, and any accident or defect that affects the structural integrity of any of its dams could affect its image, operating results, cash flows and financial condition.***

Gerdau has one mining dam for the disposal of tailings in the state of Minas Gerais, the Alemães Dam, which has been in operation since 2011 and is regularly monitored. The data from the monitoring instruments are within the safety limits, with the dam classified as Class B (low risk) in accordance with the National Mining Dam Registry available on the website of the National Mining Agency (ANM). Gerdau adopts rigorous standards for engineering control and environmental supervision and conducts a half-yearly Geotechnical Stability Audit to ensure the stability of the dam. Gerdau has Mining Dam Emergency Action Plans that are filed at the regulatory agencies, as required by applicable law.

The Company also has other structures that are treated as Mining Dams by the ANM: UTM 2 Bays, North Dike of Tailing Pile 01, and North and South Bays of Tailings Pile A. These are structures that receive stormwater runoff and/or effluents from drainage at the Ore Treatment Units to enable the sedimentation of solid waste before the water is returned to the environment.

They also undergo external audits that attest to their geotechnical stability, as well as regular inspections and monitoring.

An accident involving any of these dams could have serious adverse consequences, including:

- Temporary/permanent shutdown of mining activities and consequently the need to buy iron ore to supply mills;
- High expenditures on contingencies and on recovering the regions and people affected;
- High investments to resume operations;
- Payment of fines and damages;
- Potential environmental impacts.

Any of these consequences could have a material adverse impact on the Company's operating results, cash flow and financial condition.

### **Financial Risks**

***Any downgrade in the Company's credit ratings could adversely affect the availability of new financing and increase its cost of capital.***

In 2007, the international rating agencies, Fitch Ratings and Standard & Poor's, classified the Company's credit risk as "investment grade", enabling the Company to access more attractive borrowing rates. During reviews in 2021, the Company maintained its investment grade with S&P and Fitch, respectively, with stable outlook and was upgraded to Baa3 from Ba1 rating with Moody's with stable outlook, reflecting the Company's history of conservative capital allocation, combined with the expectation of strong operating performance throughout the year.

The loss of any one or more of Gerdau's investment grade ratings could increase its cost of capital, impair its ability to obtain capital and adversely affect its financial condition and results of operations.

***The Company's level of indebtedness could adversely affect its ability to raise additional capital to fund operations, limit the ability to react to changes in the economy or the industry and prevent it from meeting its obligations under its debt agreements.***

The Company's degree of leverage, together with a resulting change in rating by the credit rating agencies, could have important consequences, including the following:

- It may limit the ability to obtain additional financing for working capital, additions to fixed assets, product development, debt service requirements, acquisitions and general corporate or other purposes;
- It may limit the ability to declare dividends on its shares;
- A portion of the cash flows from operations must be dedicated to the payment of interest on existing indebtedness and is not available for other purposes, including operations, additions to fixed assets and future business opportunities;
- It may limit the ability to adjust to changing market conditions and place the Company at a competitive disadvantage compared to its competitors that have less debt;
- The Company may be vulnerable in a downturn in general economic conditions; and
- The Company may be required to adjust the level of funds available for additions to fixed assets.

As a result, the Company's financial condition and results of operations may be adversely affected.

***Variations in the foreign exchange rates between the U.S. dollar and the currencies of countries in which the Company operates may increase the cost of servicing its debt denominated in foreign currency and adversely affect its overall financial performance.***

The Company's results of operations are affected by fluctuations in the foreign exchange rates between the Brazilian *real*, the currency in which the Company prepares its financial statements, and the currencies of the countries in which it operates.

For example, the North America Business Segment reports its results in U.S. dollars. Therefore, fluctuations in the exchange rate between the U.S. dollar and the Brazilian *real* could affect its results of operations. The same occurs with all other businesses located outside Brazil with respect to the exchange rate between the local currency of the respective subsidiary and the Brazilian *real*.

Export revenue and margins are also affected by fluctuations in the exchange rate of the U.S. dollar and other local currencies of the countries where the Company produces in relation to the Brazilian *real*. The Company's production costs are denominated in local currency, but its export sales are generally denominated in U.S. dollars. Revenues generated by exports denominated in U.S. dollars are reduced when they are translated into Brazilian *real* in periods during which the Brazilian currency appreciates in relation to the U.S. dollar.

The Brazilian *real* depreciated against the U.S. dollar by 4.0% in 2019, 28.9% in 2020 and 7.4% in 2021. To date in 2022, the *real* has appreciated by 7.9% by the end of February, 2022.

The Company held debt denominated in foreign currency, mainly U.S. dollars, in an aggregate amount of R\$ 11.1 billion at December 31, 2021, representing 79% of its consolidated gross debt (loans, financings, and debentures). Significant further depreciation in the Brazilian *real* in relation to the U.S. dollar or other currencies could reduce the Company's ability to service its obligations denominated in foreign currencies, particularly since a significant part of its net sales revenue is denominated in Brazilian *reals*. As a result, the Company's financial condition and results of operations may be adversely affected.

Exchange rate instability also may adversely affect the amount of dividends we can distribute to our shareholders, including the holders of our ADSs and the market price of our shares and ADSs.

***Unfavorable outcomes in judicial, administrative and regulatory litigation may negatively affect our results of operations, cash flows and financial condition.***

We are involved in several tax, civil and labor disputes involving significant monetary claims.

The principal litigations are described more fully in “Legal Proceedings.” and in Note 19 to the Consolidated Financial Statements appearing elsewhere in this Annual Report. Among the material matters for which no provision has been established because they are considered as possible contingent liabilities (possibility of any outflow in settlement is possible):

- The Company and its subsidiaries Gerdau Aços Longos S.A. and Gerdau Açominas S.A. have lawsuits related to the ICMS (state VAT) which are mostly related to credit rights and rate differences, representing claims that totaled R\$ 498,889.
- The Company and certain of its subsidiaries in Brazil are parties to claims related to: (i) Imposto sobre Produtos Industrializados - IPI, substantially related to IPI credit on inputs, whose demands total the updated amount of R\$ 481,501; (ii) PIS and COFINS, substantially related to disallowance of credits on inputs totaling R\$ 1,513,111, (iii) social security contributions in the total of R\$ 135,625 and (iv) other taxes, the updated total amount of which is currently R\$ 671,593.
- The Company and its subsidiary Gerdau Aços Longos SA are parties to administrative proceedings related to Withholding Income Tax, levied on interest remitted abroad, linked to export financing formalized through “Prepayment of Exports Agreements “(PPE) or” Advance Export Receipt “(RAE), in the updated amount of R\$ 1,362,842.
- The Company is party to administrative proceedings related to goodwill amortization pursuant to articles 7 and 8 of Law 9,532/97, from the basis of calculation of Corporate Income Tax (IRPJ) and Social Contribution on net income (CSLL), resulting from a corporate restructuring started in 2010. The updated total amount of the assessments is R\$ 471,829.
- Gerdau S.A. (as successor of Gerdau Aços Especiais S.A.) and its subsidiary Gerdau Internacional Empreendimentos Ltda. are parties to administrative and judicial proceedings relating to IRPJ — Corporate Income Tax and CSLL — Social Contribution Tax, in the current amount of R\$ 1,274,156.
- Gerdau S.A. (as successor of Gerdau Aços Especiais S.A.) and its subsidiaries Gerdau Aços Longos S.A. and Gerdau Açominas S.A. are parties to administrative and judicial proceedings relating to the disallowance of goodwill amortization generated in accordance with Article 7 and 8 of Law 9,532/97 — as a result of a corporate restructuring carried out in 2004/2005 — from the tax base of the Corporate Income tax - IRPJ and Social Contribution on Net Income - CSLL. The total updated amount of the proceedings is R\$ 8,221,463.

Brazilian federal authorities and the judiciary branch are investigating certain issues relating to CARF proceedings, as well as specific political contributions made by the Company, with the purpose of determining whether the Company engaged in any illegal conduct. The Company believes it is not possible at this time to predict the term or outcome of the proceedings in Brazil, and currently there is not enough information to determine whether a provision for losses is required or any additional disclosures.

***The failure to be paid by our clients or not receiving amounts invested with financial institutions could adversely affect the Company’s financial condition.***

Gerdau may suffer losses from the default of our clients. Gerdau has a broad base of active clients and, in the case of default of a group of clients, Gerdau may suffer an adverse effect on its business, financial condition, results of operations and cash flows.

This risk arises from the possibility of the Company not receiving amounts arising from sales to customers or investments made with financial institutions, which could also have an adverse effect on the business, financial condition, results of operations and cash flows of Gerdau.

**Regulatory Risks**

***Restrictive measures on trade in steel products may affect the Company’s business by increasing the price of its products or reducing its ability to export.***

Gerdau is a steel producer that supplies both the domestic market in Brazil and several international markets. The Company’s exports face competition from other steel producers, as well as restrictions imposed by importing countries in the form of quotas, ad valorem taxes, tariffs or increases in import duties, any of which could increase the costs of products and make them less competitive or prevent Gerdau from selling in these markets. There are no assurances that importing countries will not impose quotas, ad valorem taxes, tariffs or increase import duties, which could adversely affect the Company’s financial condition and results of operations.



***Costs related to compliance with environmental regulations could increase if requirements become stricter, which could have a negative effect on the Company's results of operations.***

The Company's industrial units and other activities must comply with a series of federal, state and municipal laws and regulations regarding the environment and the operation of plants in the countries in which they operate. These regulations include procedures relating to control of air emissions, disposal of liquid effluents and the handling, processing, storage, disposal and reuse of solid waste, hazardous or not, as well as other controls necessary for a steel company.

Non-compliance with environmental laws and regulations could result in administrative or criminal sanctions and closure orders, in addition to the obligation of repairing damage caused to third parties and the environment, such as clean-up of contamination. If current and future laws become stricter, spending on fixed assets and costs to comply with legislation could increase and negatively affect the Company's financial condition. Moreover, future acquisitions could subject the Company to additional spending and costs in order to comply with environmental legislation. As a result, the Company's financial condition and results of operations may be adversely affected.

***Laws and regulations to reduce greenhouse gases and other atmospheric emissions could be enacted in the near future, with significant, adverse effects on the results of the Company's operations, cash flows and financial condition.***

One of the possible effects of the expansion of greenhouse gas reduction requirements is an increase in costs, mainly resulting from the demand for renewable energy and the implementation of new technologies in the productive chain. On the other hand, demand is expected to grow constantly for recyclable materials such as steel, which, being a product that could be recycled numerous times without losing its properties, results in lower emissions during the lifecycle of the product.

The Company expects operations overseas to be affected by future federal, state and municipal laws related to climate change, seeking to deal with the question of greenhouse gas (GHG) and other atmospheric emissions. Thus, one of the possible effects of this increase in legal requirements could be an increase in energy costs. As a result, the Company's financial condition and results of operations may be adversely affected.

***Our operations expose us to risks and challenges associated with conducting business in compliance with applicable anti-bribery anti-corruption and antitrust laws and regulations.***

We have operations in Brazil and other countries in South America and North America. We face several risks and challenges inherent in conducting business internationally, where we are subject to a wide range of laws and regulations such as the Brazilian Anti-Corruption Law (Law 12,846/2013), Antitrust Law (Law 12,529/2011), the U.S. Foreign Corrupt Practices Act, or FCPA, and similar anti-bribery, anti-corruption and antitrust laws in other jurisdictions. In recent years there has been an increased focus on corruption in Brazil and also the investigation and enforcement activities of the United States under the FCPA and by other governments under similar laws and regulations. These laws generally prohibit corrupt payments to governmental officials and certain payments, gifts or remunerations to or from clients and suppliers.

Violations of these laws and regulations could result in fines, criminal penalties and/or other sanctions against us, our officers or our employees, requirements to impose more stringent compliance programs, and prohibitions on the conduct of our business and our ability to participate in public biddings for contracts. We may incur expenses and recognize provisions and other charges in respect of such matters. In addition, the increased attention focused upon liability issues as a result of investigations, lawsuits and regulatory proceedings could harm our brand or otherwise impact the growth of our business. The retention and renewal of many of our contracts depends on creating a sense of trust with our customers and any violation of these laws and regulations may irreparably erode that trust and may lead to termination of such relationships and have a material adverse effect on our financial condition and results of operations. If any of these risks materialize, our reputation, strategy, international expansion efforts and our ability to attract and retain employees could be negatively impacted, and, consequently our business, financial condition and results of operations could be adversely affected.

Brazilian federal authorities and the judiciary branch are investigating certain issues relating to Administrative Board of Tax Appeals (CARF) proceedings, as well as specific political contributions made by the Company, with the purpose of determining whether the Company engaged in any illegal conduct. The Company previously disclosed that, in addition to its interactions with Brazilian authorities, the Company was providing information requested by the U.S. Securities and Exchange Commission (“SEC”). The Company has since been informed by the SEC’s staff that it has closed its inquiry and therefore is not seeking any further information from the Company regarding these matters. The Company believes it is not possible at this moment to predict the term or outcome of the proceedings in Brazil, and that currently there is not enough information to determine whether a provision for losses is required or any additional disclosures.

Neither the Company, its controlling shareholders, board members and executive officers are part of any ongoing criminal publicly disclosed investigations, procedures or legal actions associated to the investigations made by the Brazilian federal authorities and judiciary branch related to CARF proceedings and political contributions made by the Company.

***Our governance and compliance processes may fail to prevent regulatory penalties and reputational harm.***

We operate in a global environment, and our activities extend over multiple jurisdictions and complex regulatory frameworks with increased enforcement activities worldwide. Our governance and compliance processes, which include the review of internal control over financial reporting, may not prevent future breaches of legal, accounting or governance standards. We may be subject to breaches of our Code of Ethics and Conduct, anti-corruption policies and business conduct protocols and to instances of fraudulent behavior, corrupt practices and dishonesty by our employees, contractors or other agents. Our failure to comply with applicable laws and other standards could subject us to fines, loss of operating licenses and reputational harm.

### **Risks Relating to Brazil**

***Any further downgrading of Brazil’s credit rating could adversely affect the price of our shares.***

We can be adversely affected by investors’ perceptions of risks related to Brazil’s sovereign debt credit rating. Rating agencies regularly evaluate Brazil and its sovereign ratings, which are based on a number of factors including macroeconomic trends, fiscal and budgetary conditions, indebtedness metrics and the perspective of changes in any of these factors.

Brazil’s sovereign credit rating is currently rated below investment grade by the three main credit rating agencies. Consequently, the prices of securities issued by Brazilian companies have been negatively affected. A prolongation or worsening of the current Brazilian recession and continued political uncertainty, among other factors, could lead to further ratings downgrades. Any further downgrade of Brazil’s sovereign credit ratings could heighten investors’ perception of risk and, as a result, adversely affect the price of our shares.

***Brazil continues to experience political instability, which may adversely affect the Company.***

Brazil’s political environment has historically influenced, and continues to influence, the performance of the country’s economy. Political crises have affected and continue to affect the confidence of investors and the general public, which have historically resulted in economic deceleration and heightened volatility in the securities issued by Brazilian companies.

In addition, the Brazilian economy remains subject to government policies, which may affect our operations and financial performance. Governmental policies and actions, if unsuccessful or poorly implemented, may affect our operations and financial performance. Uncertainty regarding the implementation by the new administration of promised transformational changes in monetary, fiscal and pension policies, as well as the enactment of corresponding legislation, could contribute to economic instability.

***Inflation and government actions to combat inflation may contribute significantly to economic uncertainty in Brazil and could adversely affect the Company’s business.***

If Brazil experiences high levels of inflation once again, the country’s rate of economic growth could slow, which would lead to lower demand for the Company’s products in Brazil. Inflation is also likely to increase some costs and expenses which the Company may not be able to pass on to its customers and, as a result, may reduce its profit margins and net income. In addition, high inflation generally leads to higher domestic interest rates, which could lead the cost of servicing the Company’s debt denominated in Brazilian *reais* to increase. Inflation may also hinder its access to capital markets, which could adversely affect its ability to refinance

debt. Inflationary pressures may also lead to the imposition of additional government policies to combat inflation that could adversely affect our business. As a result, the Company's financial condition and results of operations may be adversely affected.

***Developments and the perception of risks in other countries, especially in the United States and emerging market countries, may adversely affect the market prices of our shares.***

The market for securities issued by Brazilian companies is influenced, in some degree, by economic and market conditions in the United States and emerging market countries, especially other Latin American countries. The reaction of investors to economic developments in one country may cause the capital markets in other countries to fluctuate. Developments or adverse economic conditions in other emerging market countries have at times resulted in significant reductions of the investments from investment funds and declines in the amount of foreign currency invested in Brazil.

The Brazilian economy is also affected by international economic and market conditions, especially economic and market conditions in the United States. Share prices on the B3, for example, have historically been sensitive to fluctuations in United States interest rates as well as movements of the major United States stocks indexes.

Economic developments in other countries and securities markets could adversely affect the market prices of our shares, which could make it more difficult for us to access the capital markets and finance our operations in the future on acceptable terms, besides having a material adverse effect on our financial condition and results of operations.

### **Risks Related to our Corporate Structure**

***The interests of the controlling shareholder may conflict with the interests of the non-controlling shareholders.***

Subject to the provisions of the Company's bylaws, the controlling shareholder has powers to:

- elect a majority of the directors and nominate executive officers, establish the administrative policy and exercise full control of the Company's management;
- sell or otherwise transfer the Company's shares; and
- approve any action requiring the approval of shareholders representing a majority of the outstanding capital stock, including corporate reorganization, acquisition and sale of assets, and payment of any future dividends.

By having such power, the controlling shareholder can make decisions that may conflict with the interest of the Company and other shareholders, which could adversely affect the financial condition and the results of operations of the Company.

***As a foreign issuer, we have different disclosure and other requirements than U.S. domestic registrants.***

As a foreign issuer, we may be subject to different disclosure and other requirements than domestic U.S. registrants. For example, as a foreign issuer, in the United States, we are not subject to the same disclosure requirements as a domestic U.S. registrant under the United States Securities Exchange Act of 1934, as amended (the Exchange Act), including the requirements to prepare and issue quarterly reports on Form 10-Q or to file current reports on Form 8-K upon the occurrence of specified significant events, the proxy rules applicable to domestic U.S. registrants under Section 14 of the Exchange Act or the insider reporting and short-swing profit rules applicable to domestic U.S. registrants under Section 16 of the Exchange Act. In addition, we intend to rely on exemptions from certain U.S. rules which will permit us to follow Brazilian legal requirements rather than certain of the requirements that are applicable to U.S. domestic registrants.

Furthermore, foreign issuers are required to file their annual report on Form 20-F within 120 days after the end of each fiscal year, while U.S. domestic issuers that are accelerated filers are required to file their annual report on Form 10-K within 75 days after the end of each fiscal year. As a result of the above, even though we are required to file reports on Form 6-K disclosing the information which we have made or are required to make public pursuant to Brazilian law, or are required to distribute to shareholders generally, and that is material to us, you may not receive information of the same type or amount that is required to be disclosed to shareholders of a U.S. company.

***As a foreign issuer, we are permitted to, and we do, rely on exemptions from certain NYSE corporate governance standards, including the requirement that a majority of our board of directors consist of independent directors. This may afford less protection to our shareholders.***

The NYSE's rules require listed companies to have, among other things, a majority of their board members be independent and to have independent director oversight of executive compensation, nomination of directors and corporate governance matters. As a foreign issuer and a controlled Company, we are permitted to, and we will, follow home country practice in lieu of the above requirements. Brazilian law, the law of our home country, does not require that a majority of our board consist of independent directors or the implementation of a compensation committee or nominating a corporate governance committee, and our board include fewer, independent directors than would be required if we were subject to the NYSE rules applicable to most U.S. companies. As long as we rely on the foreign issuer exemptions to the NYSE rules, a majority of our board of directors is not required to consist of independent directors, our compensation committee is not required to be comprised entirely of independent directors, and we will not be required to have a nominating and corporate governance committee. Therefore, our board's approach may be different from that of a board with a majority of independent directors, and, as a result, the management team's oversight of the Company may be more limited than if we were subject to the NYSE rules applicable to most U.S. companies.

#### **Risks Relating to Our Preferred Shares and ADSs**

***If we do not maintain a registration statement and no exemption from the Securities Act registration is available, U.S. Holders of ADSs may be unable to exercise preemptive rights with respect to our preferred shares.***

We may not be able to offer our preferred shares to U.S. holders of ADSs residing in the U.S. pursuant to preemptive rights granted to holders of our preferred shares in connection with any future issuance of our preferred shares unless a registration statement under the Securities Act is effective with respect to such preferred shares and preemptive rights, or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file or maintain a registration statement relating to any preemptive rights offerings with respect to our preferred shares, and we cannot assure you that we will file or maintain any such registration statement. If such a registration statement is not filed and maintained and an exemption from registration does not exist, our depositary, will attempt to sell the preemptive rights, and you will be entitled to receive the proceeds of such sale. However, these preemptive rights will expire if the depositary does not sell them, and U.S. holders of ADSs will not realize any value from the granting of such preemptive rights. Even if a registration statement is effective, we may decide and are allowed to not extend any preemptive or subscription rights to U.S. Persons (as defined in Regulation S under the Securities Act) that are holders of our preferred shares and ADSs.

***Judgments of Brazilian courts with respect to our preferred shares will be payable only in reais.***

If proceedings are brought in the courts of Brazil seeking to enforce our obligations in respect of the preferred shares, we will not be required to discharge its obligations in a currency other than *reais*. Under Brazilian exchange control limitations, an obligation in Brazil to pay amounts denominated in a currency other than *reais* may only be satisfied in Brazilian currency at the exchange rate, as determined by the Central Bank, in effect on the date the judgment is obtained, and such amounts are then adjusted to reflect exchange rate variations through the effective payment date. The then prevailing exchange rate may not afford non-Brazilian investors with full compensation for any claim arising out of, or related to, our obligations under the preferred shares or the ADSs.

***If an ADS holder surrenders its ADSs and withdraws preferred shares, it risks losing the ability to remit foreign currency abroad and certain Brazilian tax advantages.***

An ADS holder benefits from the electronic certificate of foreign capital registration obtained by the custodian for our preferred shares underlying the ADSs in Brazil, which permits the custodian to convert dividends and other distributions with respect to the preferred shares into non-Brazilian currency and remit the proceeds abroad. If an ADS holder surrenders its ADSs and withdraws preferred shares, it will be entitled to continue to rely on the custodian's electronic certificate of foreign capital registration for only five business days from the date of withdrawal. Thereafter, upon the disposition of or distributions relating to the preferred shares unless it obtain its own electronic certificate of foreign capital registration or qualifies under Brazilian foreign investment regulations that entitle some foreign investors to buy and sell shares on Brazilian stock exchanges without obtaining separate electronic certificates of foreign capital registration, such former holder of ADSs would not be able to remit abroad non-Brazilian currency. In addition, if an ADS holder does not qualify under the foreign investment regulations, it will generally be subject to less favorable tax treatment of dividends and distributions on, and the proceeds from any sale of, our preferred shares.

If an ADS holder attempts to obtain its own electronic certificate of foreign capital registration, it may incur expenses or suffer delays in the application process, which could delay its ability to receive dividends or distributions relating to our preferred shares or the return of its capital in a timely manner. The depositary's electronic certificate of foreign capital registration may also be adversely affected by future legislative changes.

#### **ITEM 4. COMPANY INFORMATION**

##### **A. HISTORY AND DEVELOPMENT OF THE COMPANY**

Gerdau S.A. is a Brazilian corporation (*Sociedade Anônima*) that was incorporated on November 20, 1961 under the laws of Brazil. Its main registered office is located at Av. Dra. Ruth Cardoso, 8501 – 8<sup>th</sup> floor, São Paulo, SP, Brazil, and the telephone number is +55 (11) 3094 6300.

##### **Recent History**

The current Company is the product of a number of corporate acquisitions, mergers and other transactions dating back to 1901. The Company began operating in 1901 as the Pontas de Paris nail factory controlled by the Gerdau family based in Porto Alegre, who is still the Company's indirect controlling shareholder. In 1969, Pontas de Paris was renamed Metalúrgica Gerdau S.A., which today is the holding company controlled by the Gerdau family and the parent company of Gerdau S.A.

A detailed chronology of the development of the Company from its founding is set forth in our [Annual Report on Form 20-F for the year ended December 31, 2020 \(File No. 001-14878\)](#), "Item 4A. History and Development of the Company", which is not incorporated by reference into this Annual Report.

Gerdau is Brazil's largest producer of steel, a leading producer of long steel in the Americas and one of the world's leading suppliers of special steel. In Brazil, it also produces flat steel and iron ore for its own use.

Gerdau is the largest recycling company in Latin America and uses scrap as an important input, with 73% of the steel it produces made from the material. Every year, Gerdau transforms 11 million tonnes of scrap into a variety of steel products. Gerdau's shares are listed on the São Paulo (B3), New York (NYSE) and Madrid (Latibex) stock exchanges.

In 2021, the Company signed a binding agreement for the formation of a joint venture with Shell, with equal participation of the two companies in the business, for the development, construction and operation of a new solar park in the state of Minas Gerais.

With installed capacity of 260MWdc, the solar park will supply part of the clean energy used by Gerdau's steel production units, while the remainder will be sold in the free market through Shell's energy trading company, starting in 2024.

This project also intends sell energy to free consumers, which will help expand the power generation base in Minas Gerais and contribute to the state's energy security with more renewable energy.

The joint venture, whose ownership will be divided equally between the companies, is part of the Company's energy transition and decarbonization strategy.

##### **B. BUSINESS OVERVIEW**

##### **Steel Industry**

The world steel industry is composed of hundreds of steel producing facilities and is divided into two major categories based on the production method utilized: integrated steel mills and non-integrated steel mills, sometimes referred to as "mini mills". Integrated steel mills normally produce steel from iron oxide, which is extracted from iron ore melted in blast furnaces, and refine the iron into steel, mainly using basic oxygen furnaces or, more rarely, electric arc furnaces. Non-integrated steel mills produce steel by melting in electric arc furnaces scrap steel, which occasionally is complemented by other metals such as direct-reduced iron or hot-compressed iron. According to World Steel, in 2020 (the most recent year for which information is available), 27.7% of the total crude steel production in the world was through mini mill process and the remaining 72.3% was through the integrated process.

**Crude Steel Production by Process in 2020\***

<b>Blast Furnace</b>	<b>Crude Steel Production (in million tonnes)</b>	<b>Production by Process (%)</b>	
		<b>Mini mill</b>	<b>Integrated</b>
<b>World</b>	<b>1,880</b>	<b>26.2</b>	<b>73.4</b>
China	1,065	9.2	90.8
India	100	55.5	44.5
Japan	83	25.4	74.6
U.S.A.	72	70.6	29.4
Russia	71	32.1	65.9
S. Korea	67	31.0	69.0
Turkey	35	69.2	30.8
Germany	35	32.3	67.7
Brazil	31	23.3	75.2

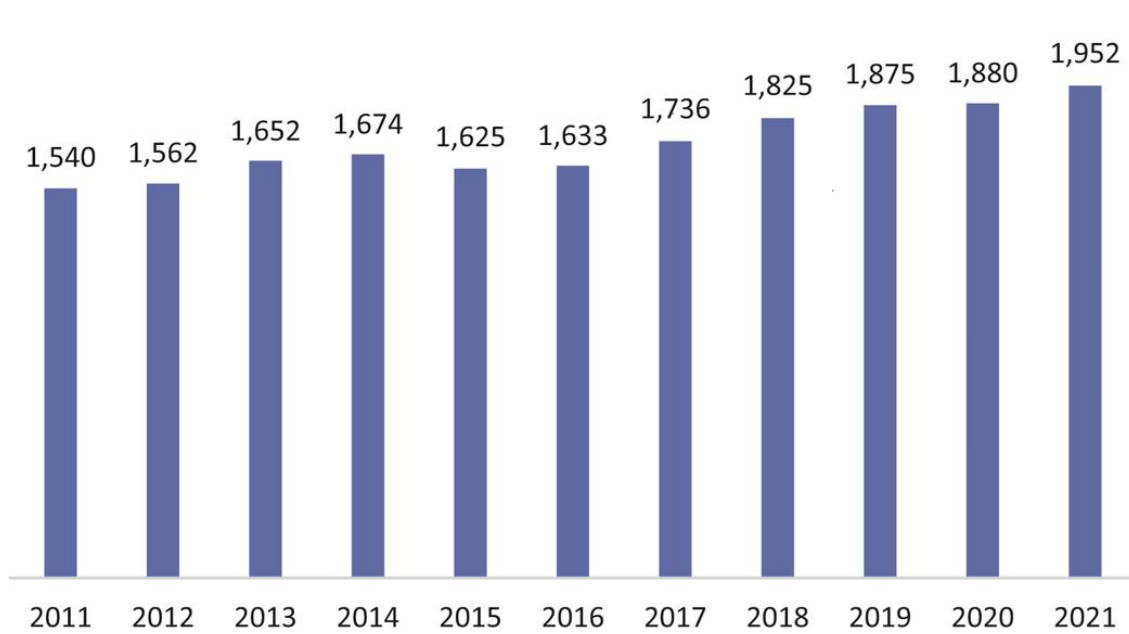
Source: World Steel/ Steel Statistic Yearbook 2021.

\*Most recent year for which information is available

Over the past 10 years, according to World Steel, total annual crude steel production has grown from 1,540 million tonnes in 2011 to 1,880 million tonnes in 2020, an increase of 22.07%.

The main factor responsible for the increase in the demand for steel products has been China. Since 1993, China has become the world's largest steel market and currently consumes as much as the United States and Europe combined.

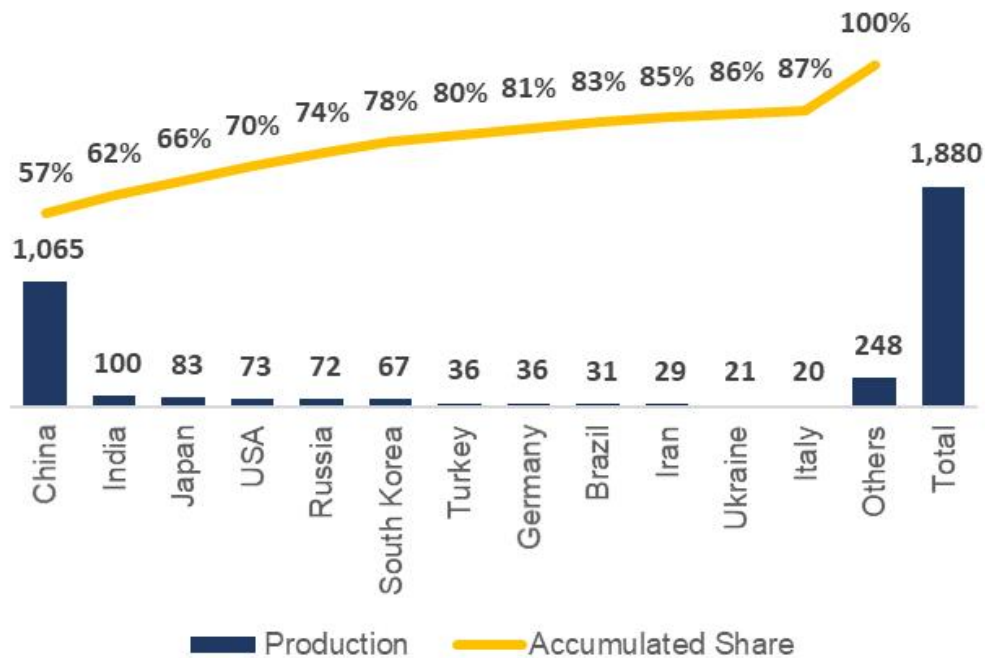
**Crude Steel Production (in million tonnes)**



Source: World Steel/Annual Statistics.

China is rebalancing its economy to move more towards a consumer-driven economy. GDP growth was aligned with the government expectation and despite the injection of credit into the construction and infrastructure sectors, the country showed a reduction in steel consumption for the third year in a row. In 2020, China's crude steel production was 1,065 million tonnes, an increase of 6.8% compared to 2019. In 2020, China's share of world steel production was 56% of world total crude steel.

**Crude Steel Production by Country in 2020 (million tonnes)**



Source: World Steel/Annual Statistics

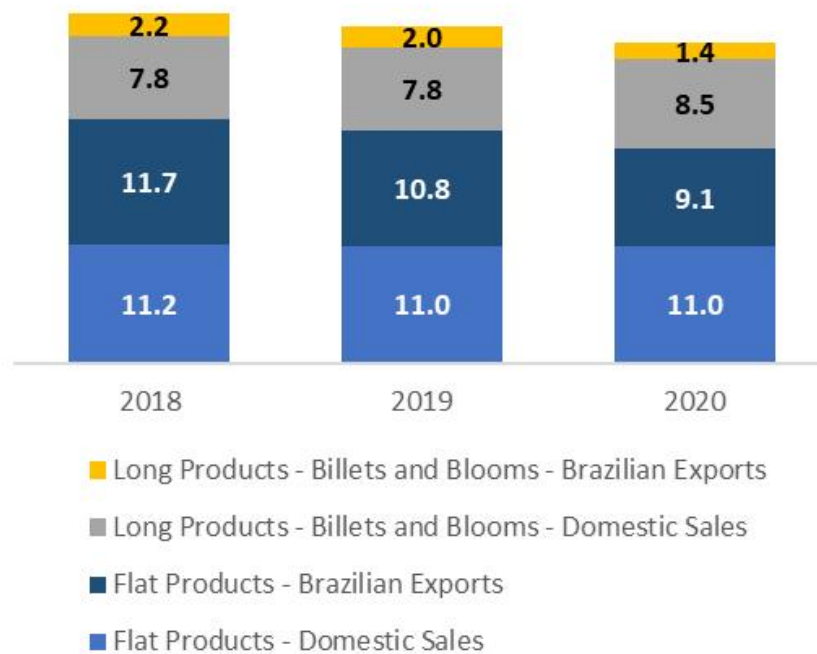
***The Brazilian Steel Industry***

According World Steel Association, in 2020 Brazil was the world’s 9th largest producer of crude steel, with a production of 31.4 million tonnes, a 1.7% share of the world market and 56.1% of the total steel production in South America during the year.

In 2020, the total of Brazilian steel products sales was 30.0 million tonnes. The breakdown of total sales was 66.9% or 20.1 million tonnes of flat steel products, formed by domestic sales of 11 million tonnes and exports of 9.1 million tonnes. The remaining 33.1% or 9.9 million tonnes represented sales of long steel products, which consisted of domestic sales of 8.5 million tonnes and exports of 1.4 million tonnes.



**Breakdown of Total Sales of Brazilian Steel Products (million tonnes)**



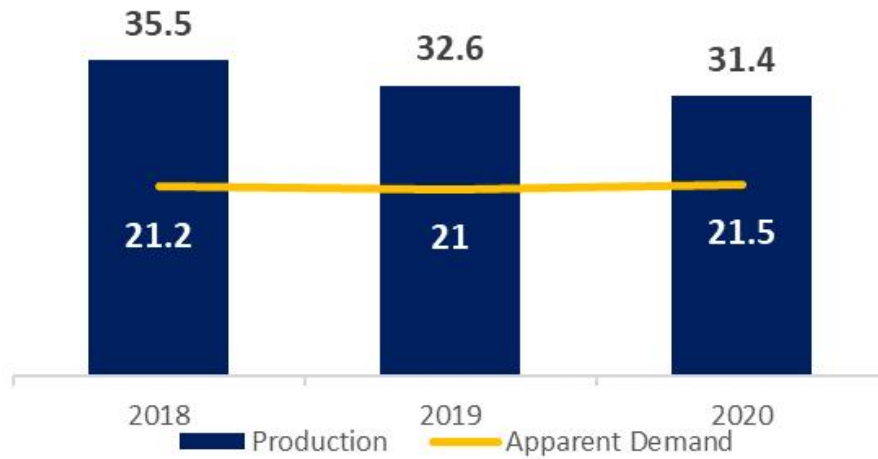
Source: Instituto Aço Brasil

*Domestic demand* — Historically, the Brazilian steel industry has been affected by significant variations in domestic steel demand. Although domestic consumption varies in accordance with Gross Domestic Product (GDP), variations in steel consumption tend to be more accentuated than changes in the level of economic growth. In 2020, the Brazilian GDP decreased by 4.1% and steel consumption increased by 1.2%.

*Exports and imports* — Over the past 20 years, the Brazilian steel industry has been characterized by a structural need for exports. The Brazilian steel market has undergone periods of excess capacity, cyclical demand and intense competition in recent years. Demand for finished steel products has lagged total supply (total production plus imports).

In 2020, Brazilian steel exports totaled 10.5 million tonnes, representing 35.1% of total sales (domestic sales plus exports). Brazil has performed an important role in the world export market, principally as an exporter of semi-finished products (slabs, blooms and billets) for industrial use or for re-rolling into finished products. Brazilian exports of semi-finished products totaled 7.7 million tonnes in 2020, 8.5 million tonnes in 2019 and 9.6 million tonnes in 2018, representing 73.3 % 68.5% and 67.8% of Brazil’s total exports of steel products, respectively.

***Brazilian Production and Apparent Demand for Steel Products (million tonnes)***



Source: Instituto Aço Brasil

*Raw materials* — One of Brazil’s major competitive advantages is the low cost of its raw materials. Brazil has an abundance of high quality iron ore. Various integrated producers are located in the state of Minas Gerais, where some of the world’s biggest iron ore mines are located. The cost of iron ore from small miners in Brazil is very competitive if compared to the cost of iron ore in China, for example.

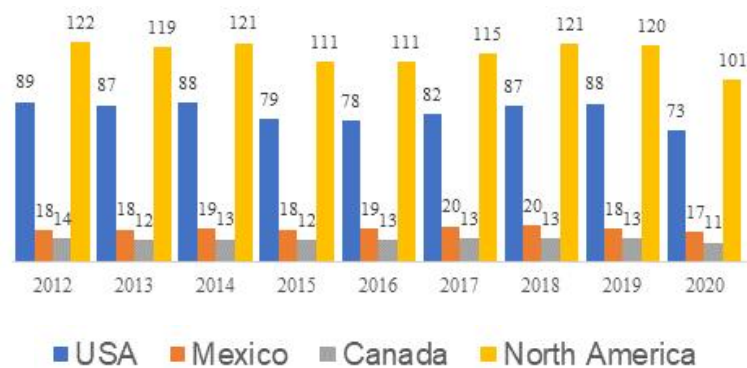
In Brazil, most of the scrap metal consumed by steel mills comes from Brazil’s southeast and south regions. Mill suppliers deliver scrap metal obtained from obsolete products and industrial scrap directly to the steel mills.

Brazil is a major producer of pig iron. Most of the pig iron used in the steel industry comes from the state of Minas Gerais and the Carajás region, where it is produced by various small and mid-sized producers. The price of pig iron follows domestic and international markets, with charcoal and iron ore the main components of its cost formation.

***North American Steel Industry***

The global steel industry is highly cyclical and competitive due to the large number of steel producers, the dependence upon cyclical end markets and the high volatility of raw material and energy prices. The North American steel industry is currently facing a variety of challenges, including volatile pricing, high fixed costs and low priced imports. The future success of North American steel producers is dependent upon numerous factors, including general economic conditions, levels and prices of steel imports and the strength of the U.S. dollar.

**Crude Steel Production by North American Countries (million tonnes)**



Source: World Steel/Annual Statistics

Beginning in mid-2000 and continuing through 2002, the North American steel industry experienced a severe downward cycle due to excess global production capacity, high import levels at low prices, including prices that were below the combined costs of production and shipping, and weak general economic conditions. These forces resulted in lower domestic steel prices and significant domestic capacity closures. Prices for many steel products reached 10-year lows in late 2001. As a result of these conditions, over 20 U.S. steel companies have sought protection under Chapter 11 of the United States Bankruptcy Code since the beginning of 2000.

In response to these conditions, in March 2002, Former President George W. Bush imposed a series of tariffs and quotas on certain imported steel products under Section 201 of the Trade Act of 1974. These measures were intended to give the domestic steel industry an opportunity to strengthen its competitive position through restructuring and consolidation. On November 10, 2003, the World Trade Organization (“WTO”) Appellate Body issued a ruling that upheld an initial WTO panel ruling that declared the Section 201 tariffs on steel imports to be in violation of WTO rules concerning safeguard measures. On December 4, 2003, Former President Bush signed a proclamation terminating the steel safeguard tariffs, and announced that the tariffs had achieved their purpose and that changed economic circumstances indicated it was time to terminate them. International trade negotiations, such as the ongoing Organization for Economic Cooperation and Development steel subsidy agreement negotiations and the WTO Doha Round negotiations, may affect future international trade rules with respect to trade in steel products. On October 31, 2021 the United States and the EU announced an agreement to replace the existing 25 percent tariff on EU steel products under Section 2321 with a tariff-rate quota (TRQ) with a date of effectiveness of January 1, 2022. Under the TRQ arrangement, historically-based volumes of EU steel products will enter the U.S. market without the application of Section 232 tariffs subject to certain exceptions. Under the new terms, the European Union will be allowed to ship 3.3 million metric tons of steel annually into the United States duty-free, while any volume above that would be subject to a 25 percent tariff. Products that were granted exclusions from the tariffs this year would also temporarily be exempt. More recently, in mid-March the United States and Britain announced that the U.S. had agreed to lift tariffs on British steel that is imported in volumes below new quotas established for the imports. Under this agreement Chinese-owned steel companies in Britain must undergo annual audits to ensure that Chinese steel cannot enter the United States tariff-free.

The agreement will also place restrictions on products that are finished in Europe but use steel from China, Russia, South Korea and other countries. To qualify for duty-free treatment, steel products must be entirely made in the European Union.

Global steelmaking production decreased from 2015 to 2018, but the latest available information suggests that capacity increased in 2020 and 2021 for the third year in a row. The Company believes that this trend should continue throughout 2022.

**Company Profile**

Gerdau S.A. is mainly dedicated to the production and commercialization of steel products in general, through its mills located in Argentina, Brazil, Canada, Colombia, the United States, Mexico, Peru, the Dominican Republic, Uruguay and Venezuela.

## [Table of Contents](#)

Gerdau is the leading manufacturer of long steel in North and South America. Gerdau believes it is one of the major global suppliers of special steel for the automotive industry. In Brazil, Gerdau also produces flat steel and iron ore, activities that are expanding Gerdau's product mix and the competitiveness of its operations. In addition, Gerdau believes it is one of Latin America's biggest recyclers and, worldwide, transforms millions of tonnes of scrap metal into steel every year, reinforcing its commitment to sustainable development in the regions where it operates. Gerdau's shares are listed on the New York, São Paulo and Madrid stock exchanges.

Gerdau holds significant market share in the steel industries of almost all countries where it operates and was classified by World Steel Association as the world's 32<sup>nd</sup> largest steel producer based on its consolidated crude steel production in 2020, the most recent year for which information is available.

Gerdau operates steel mills that produce steel by direct iron ore reduction (DRI) in blast furnaces and in electric arc furnaces (EAF). In Brazil it operates three integrated steel mills, including its largest mill, Ouro Branco, located in the state of Minas Gerais. Gerdau currently has a total of 39 steel producing facilities globally.

As of December 31, 2021, Gerdau's total consolidated installed annual capacity, excluding investments in joint ventures and associates companies, was approximately 17.7 million tonnes of crude steel and 15.9 million tonnes of rolled steel products. The Company had total consolidated assets of R\$ 73.8 billion, shareholders' equity (including non-controlling interests) of R\$ 42.8 billion, consolidated net sales of R\$ 78.3 billion and a total consolidated net income (including non-controlling interests) of R\$ 15,558.9 million as of and for the year ended December 31, 2021.

Its product mix includes crude steel (slabs, blooms and billets), which is sold to rolling plants; finished products for the construction industry, such as rebar, wire-rods, structural shapes, hot-rolled coils and heavy plates; finished industrial products, such as commercial rolled-steel bars, light profiles and wires; and agricultural products, such as stakes, smooth wire and barbed-wire. Gerdau also produces special steel items using cutting-edge technology.

The Company currently operates 11 steel production units in the United States, Canada and Mexico, and believes it is one of the leading companies in North America in the production of certain long steel products, such as rebar, wire rod, bars and beams.

The Company's operating strategy is based on the acquisition and construction of steel mills located near its clients and the sources of the raw materials needed make steel, such as scrap steel, pig iron and iron ore. Therefore, historically, most of production has been directed to supply the local markets of the regions where the Company operates. However, the Company also exports an excess portion of its production to other countries.

Through its subsidiaries and associate companies, the Company also engages in other activities related to the production and sale of steel products, including reforestation projects; electric power generation projects; production of iron ore and pig iron; as well as fab shops and downstream operations.

### **Operations**

The Company sells its products to a diversified list of customers for use in the construction, manufacturing and agricultural industries. Shipments by the Company's Brazilian operations include both domestic and export sales. Most of the shipments by the Company's business segments in North and Latin America (except Brazil) are aimed at their respective local markets.

The Company manages its Business Segments as follows:

- Brazil Business Segment - includes operations in Brazil (excluding Special Steel) and iron ore operation in Brazil;
- North America Business Segment - includes all operations in North America (Canada and United States), except special steel, in addition to joint venture, located in Mexico;
- South America Business Segment - includes all operations in South America (Argentina, Peru, Uruguay and Venezuela), except the operations in Brazil, in addition to the joint ventures in the Dominican Republic and Colombia; and

- Special Steel Business Segment - includes the special steel operations in Brazil and the United States, in addition to the joint venture Gerdau Summit Al os Fundidos e Forjados S.A. located in Brazil.

The following tables present the Company's consolidated shipments in tonnage, net sales, and production by Business Segment for the periods indicated:

**Shipments**

<b>Gerdau S.A. Consolidated Shipments by Business Segments <sup>(1)</sup></b>			
<b>(1,000 tonnes)</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>TOTAL</b>	<b>12,722</b>	<b>11,461</b>	<b>12,090</b>
Brazil	5,755	5,129	5,609
North America	4,451	4,334	4,275
South America	1,255	962	1,059
Special Steel	1,654	1,252	1,586
Eliminations and Adjustments	(393)	(216)	(439)

(1) The information does not include data from associate and joint ventures.

**Net Sales**

<b>Gerdau S.A. Consolidated Net Sales by Business Segments <sup>(1)</sup></b>			
<b>(R\$million)</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>TOTAL</b>	<b>78,345</b>	<b>43,815</b>	<b>39,644</b>
Brazil	34,758	17,753	16,122
North America	27,838	17,458	14,656
South America	6,857	3,831	3,259
Special Steel	10,980	6,096	6,702
Eliminations and Adjustments	(2,088)	(1,323)	(1,095)

(1) The information does not include data from associate and joint ventures.

**Production**

<b>Gerdau S.A. Consolidated annual production <sup>(1)</sup> (million tonnes)</b>			
	<b>2021</b>	<b>2020</b>	<b>2019</b>
Crude Steel Production	13,294	12,194	12,453
Rolled Steel Production	12,402	10,933	10,972
Iron Ore Production	3,864	6,667	6,130

(1) The information does not include data from associate and joint ventures.

***Brazil Business Segment***

The Brazil Business Segment minimizes delays by delivering its products directly to customers through outsourced companies under Gerdau's supervision. Sales trends in both the domestic and export markets are forecasted monthly. The Brazil Business Segment uses a proprietary information system to stay up-to-date on market developments so that it can respond swiftly to fluctuations in demand. Gerdau considers its flexibility in shifting between markets (Brazilian and export markets) and its ability to monitor and optimize inventory levels for most of its products in accordance with changing demand as key factors to its success.

Crude steel production increased in 2021, mainly due to the performance of the domestic market. Given the strong demand observed, the Company directed 88% of its shipments in the Brazil Business Segment to the domestic market, which is 15% higher than in 2020, while only 12% was directed to the international market.

The numbers demonstrate the resilience of the construction sector, in both the retail segment and direct sales to contractors, as well as the industry's gradual recovery.

Gerdau's mineral assets were incorporated to its business through the acquisition of lands and mining rights of Grupo Votorantim, in 2004, encompassing the Miguel Burnier, Várzea do Lopes, and Gongo Soco compounds, located in the iron producing region in the state of Minas Gerais, Brazil. From 2004 to 2019, several geological surveys (drilling and superficial geological mapping) were conducted in order to obtain further information on the acquired resources.

### ***North America Business Segment***

The North America Business Segment has annual production capacity of 6.2 million tonnes of crude steel and 4.8 million tonnes of finished steel products. It has a vertically integrated network of 10 steel units, scrap recycling facilities and downstream operations. North America Business Segment's products are generally sold to steel service centers, steel fabricators or directly to original equipment manufacturers for use in a variety of industries, including construction, automotive, mining, cellular and electrical transmission, metal construction fabrication and equipment fabrication. Most of the raw material feed stock for the mini mill operations is recycled steel scrap.

The mills of this business operation manufacture and commercialize a wide range of steel products, including steel reinforcement bars (rebar), merchant bars, structural shapes, beams and special sections. Some of these products are used by the downstream units to make products with a higher value-add, which consists of railroad spikes, super light beam processing, elevator guide rails and grinding balls.

Sales of finished products to U.S. and Canadian customers are centrally managed by sales office in Tampa, Florida. There is also a sales office in Selkirk, Manitoba for managing sales of special sections and one in Midlothian, Texas for managing sales of structural and merchant bar products. Metallurgical service representatives at the mills provide technical support to the sales group. Sales of the super light beam products are managed by sales representatives located at their respective facilities. Elevator guide rails are generally sold through a bidding process in which employees at Gerdau's facilities work closely with customers to tailor product requirements, shipping schedules and prices.

Steel production in 2021 was slightly higher than in 2020, in line with the level of shipments.

### ***South America Business Segment***

The South America Business Segment comprises five steel facilities, retail facilities, fab shops (including joint ventures and associate companies) and scrap processing facilities. The entire operation is focused on the respective domestic markets of each country, operating mini mills facilities with annual manufacturing capacity of 890 thousand tonnes of crude steel and 903 thousand tonnes of finished steel products. The countries in the South America Business Segment are Argentina, Peru, Venezuela and Uruguay. Gerdau also operates in the markets of Colombia and Dominican Republic through joint ventures.

Steel production and shipments in 2021 increased compared to 2020, with the result driven by the good performance of the construction industry.

### ***Special Steel Business Segment***

The Special Steel Business Segment consists of the operations in Brazil (Charqueadas, Pindamonhangaba and Mogi das Cruzes) and the United States (Fort Smith, Jackson and Monroe). The segment produces special steels for engineering steel, tool steel and forged bars. To meet the needs of more demanding markets, this segment is constantly developing new products, such as high-resistance steels, clean steel, high temper steel, good machinability steel, among others.

In Brazil, Gerdau special steel units are located in the states of Rio Grande do Sul (Charqueadas) and São Paulo (Pindamonhangaba and Mogi das Cruzes). The special steel units in Brazil have aggregate annual production capacity of 1.4 million

tonnes of crude steel and 1.8 million tonnes of rolled steel. The operation has over 300 clients that are located primarily in Brazil. However, it also exports products, primarily to South America, North America and Europe.

In North America, the Special Steel Segment is present in the United States, with three units located in Jackson (Michigan), Monroe (Michigan) and Fort Smith (Arkansas). The company also operates a downstream unit in Huntington (Indiana). The segment has annual installed production capacity of 1.1 million tonnes of crude steel and 1.1 million tonnes of rolled steel products, with a portfolio of more than 200 clients located mainly in the United States, Canada and Mexico. The plants of this business segment have commercial and operational synergies.

Steel production and shipments increased in 2021, mainly due to the good performance of the heavy vehicle sector and of the oil and gas industry. The Special Steel BD was the business segment most affected by the pandemic, mainly due to the shutdowns at many auto assemblers in both Brazil and the United States. During 2021, that segment was affected by the shortage in the supply of semiconductors, which are used in all electronic components installed in vehicles.

### ***Exports***

In 2021 steel demand presented a solid recovery after the restrictive measures to contain COVID-19 spread were gradually easing around the globe. World steel production increased 3.6% year-on-year, to 1,912 million tonnes, even though China reduced its annual steel output for the first time since 2016. Yet, due to the fast economic rebound, with robust manufacturing activity bolstered by pent-up demand as the main contributor, total global steel production was above the level also seen in 2019 (1,846 million tonnes).

According to Worldsteel, China's total output was 1,033 million tonnes in 2021, which represents a 3% decrease, comparing to 2020's 1,065 million tonnes. This decrease was due to measures taken by the government to reduce global carbon emissions and relax the pressure on domestic raw materials prices. The country was responsible for 54% of world steel production. As the measures to decrease production intensified, China semi-finished imports went from around 800 thousand tonnes in April to 1.8 million tonnes in November, but maintained the net exporter status year round.

Aside from China, steel production increased all over the world, driven by the recovery of steel demand. European Union saw a 15.4% increase, with Germany going up 12.3%. North America and South America grew 16.6% and 17.8%, respectively compared to 2020.

As in the previous year, Gerdau's Brazilian exports in 2021 remained focused in South and Central America, boosted by the supply in their Joint Ventures. Asia remained an important destination, while North America almost tripled in terms of volume, compared to 2020.

On the international front, domestic flat prices in the US behaved quite distinctly from other countries and rose to record breaking levels. Hot-Rolled Coil and Plate prices increased 239% and 175%, respectively, from their pre-pandemic levels. By December, as new capacities began production and stocks at distributors leveled, prices began their decrease.

European countries faced energy restrictions and rising costs that affected steel supply and boosted domestic prices. In the US market with the 25% tariff under Section 232 being replaced by quotas for European steel products coming to the US, both parties saw an easing on trade tensions and better prospects for 2022.

Turkish steel production rebounded in 2021, after the 10.4% decrease in 2020, reaching pre-pandemic levels, with 40 million tonnes production. The main destination for Turkish products was Israel, followed by Italy and Spain. Lira depreciation and higher scrap prices impacted production costs especially in the second half of the year.

As for raw materials, both seaborne coking coal and iron ore prices reached record levels throughout 2021, putting pressure on the integrated cost, basic oxygen furnace (BOF), margins and sustaining billet prices all year.

The following table presents Gerdau's Brazilian exports by destination for select periods:

**Consolidated Exports of Gerdau**

<b>by Destination (%)</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Total including shipments to subsidiaries (1,000 tonnes)</b>	<b>714</b>	<b>825</b>	<b>1,650</b>	<b>1,585</b>	<b>1,991</b>	<b>2,360</b>
Africa	—	2 %	2 %	—	6 %	3 %
Central America	12 %	21 %	34 %	31 %	21 %	27 %
North America	9 %	3 %	7 %	7 %	11 %	22 %
South America	61 %	54 %	50 %	47 %	42 %	31 %
Asia	17 %	17 %	4 %	6 %	6 %	5 %
Europe	1 %	3 %	3 %	9 %	11 %	12 %
Middle East	—	—	—	—	2 %	1 %

Gerdau remains focused on serving strategic markets that contribute results to its operation, analyzing the impacts and opportunities arising from the volatile international political-economic scenario and consolidating the presence of its entire product portfolio in these markets in 2022.

**Products**

The Company supplies its customers with a wide range of products, including steel products and iron ore:

***Semi-finished products (Billets, Blooms and Slabs)***

The semi-finished products (billets, blooms and slabs) have relatively low added value compared to other steel products. Billets are bars from square sections of long steel that serve as inputs to produce wire rod, rebars and merchant bars. They represent an important part of the products from the Ouro Branco mill. Blooms are used to manufacture products such as springs, forged parts, heavy structural shapes and seamless tubes. Slabs are used in the steel industry for the rolling of a broad range of flat rolled products, and mainly used to produce hot and cold rolled coils, heavy slabs, profiles and heavy plates.

The semi-finished products are produced using continuous casting and, in the case of blooms and billets there is subsequent rolling process.

***Common Long Rolled Products***

Common long rolled products represent a major portion of the Company's production. The Company's main long rolled products include rebars, wire rods, merchant bars, light shapes and profiles, which are used mainly by the construction and manufacturing industries.

***Drawn Products***

Drawn products include barbed and barbless fence wire, galvanized wire, fences, concrete reinforcing wire mesh, nails and clamps. These products are not exported and are usually sold to the manufacturing, construction and agricultural industries.

***Special Steel Products***

Special steel requires advanced manufacturing processes because they have specific physical and metallurgical characteristics for applications with high mechanical demands. This steel is a key product for the automotive industry, as it is used in auto parts, light and heavy vehicles and agricultural machinery. Special steels also serve other significant markets, such as oil and gas, wind energy, machinery and equipment, mining and rail, among others.

***Flat Products***

The Ouro Branco unit produces cast slabs, which are rolled into flat products, such as hot-rolled steel coils and heavy plates. Gerdau also produces hot-rolled coils, which are sold in the domestic market, and heavy plates, which are sold in the domestic and export markets. The Company, through its distribution channel and direct sales, distributes these hot-rolled coils and heavy plates and



[Table of Contents](#)

resells flat steel products manufactured by other Brazilian steel products, which adds more value through additional processing at flat steel service centers.

**Iron Ore**

Gerdau operates three mines producing iron ore, all located in the Brazilian state of Minas Gerais (Várzea do Lopes and Miguel Burnier). The mines produce the following: sinter feed (featuring low content of contaminants and good metallurgical properties, enabling its use as a base material); pellet feed/concentrated (superior quality enabling its use as a chemical balancer in the synthesizing process, while being also adequate for pelletizing, blast furnace quality - low loss by calcination — PPC); hematite fines (small scale production, used as input in Gerdau's furnaces); and granulated (high quality, used chiefly for own consumption at the Ouro Branco Mill).

The following table presents the main products and the contributions to net revenue and net income by Business Segment for the periods shown (consolidated):

Products	Brazil <sup>1</sup>			North America			South America			Special Steel			Eliminations and Adjustments		
	Rebars, merchant bars, beams, drawn products, billets, blooms, slabs, wire rod, structural shapes, hot rolled coil, heavy plate and iron ore.			Rebars, merchant bars, wire rod, light and heavy structural shapes.			Rebar, merchant bars and drawn products.			Stainless steel, special profiles and wire rod.			-		
Year	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019
Net Sales	34,757.8	17,573.0	16,122.2	27,838.0	17,458.0	14,656.0	6,856.8	3,831.0	3,259.3	10,980.1	6,092.0	6,702.9	(2,087.6)	(1,139.0)	(1,095.4)
% of Consolidated Net Sales	44.4 %	40.1 %	40.7 %	35.5 %	39.8 %	37.0 %	8.8 %	8.7 %	8.2 %	14.0 %	13.9 %	16.9 %	-2.6%	-2.6%	-2.8%
Net (Loss) Income (R\$million)	8,317.3	1,924.0	855.3	3,847.9	469.0	492.1	969.0	557.0	195.6	895.5	(18.0)	234.2	1,159.3	(524.0)	(482.7)
% of Consolidated Net (Loss) Income	53.5 %	79.9 %	66.1 %	24.7 %	19.5 %	38.0 %	6.2 %	23.1 %	15.1 %	5.8 %	-0.7%	18.1 %	7.5 %	-21.8%	-37.3%

<sup>1</sup> Include iron ore sales.

**Production Process**

In Brazil, the Company has a decentralized production process, using both mini mills and integrated facilities. In general, the Company has used the mini mill model to produce steel products outside of Brazil.

**Semi-integrated Process (Mini mills)**

The Company operates 26 mini mills worldwide. Mini mills are equipped primarily with electric arc furnaces that can melt steel scrap and produce steel product at the required specifications requested by customers. After loading the furnace with a preset mixture of raw material (i.e., steel scrap, pig iron and sponge iron), electric power is applied in accordance with a computer controlled melting profile. The Company's mini mill production process generally consists of the following steps: obtaining raw material, melting, casting, rolling and drawing. The basic difference between this process and the integrated mill production process described below is in the first processing phase, i.e., the steelmaking process. Mini mills are smaller plants than integrated facilities and the Company believes they provide certain advantages over integrated mills, including:

- lower capital costs,
- lower operational risks due to the low concentration of capital and installed capacity in a single production plant,
- proximity of production facilities to raw-material sources,
- proximity to local markets and easier adjustment of production levels, and
- more effective managerial structure due to the relative simplicity of the production process.

### ***Integrated Process***

Gerdau operates four integrated mills, three of which are located in Brazil and one in Peru. The Ouro Branco Mill is the largest integrated facility operated by the Company. It produces steel from pig iron from the blast furnace and has some of the advantages of a mini mill, since it is located near key suppliers as well as the ports from which Gerdau exports most of its production.

Gerdau's steel manufacturing process at integrated units consists of four basic stages: preparation of raw materials, production of pig iron, production of steel and production of semi-finished steel products (billets, blooms and slabs). In the primary stage of steelmaking, sinter (a mixture of iron ore and limestone), coke and other raw materials are consumed in the blast furnace to produce pig iron. Coke acts as both fuel and a reducing agent in this process. Gerdau's blast furnaces have aggregate installed capacity of approximately 3.8 million tonnes of molten pig iron per year.

The pig iron produced is transported by rail to the desulphurization unit to reduce the steel's sulfur content. After the desulphurization process, the low-sulfur pig iron is transformed into steel using LD-type oxygen converters. The LD steelmaking process utilizes molten pig iron and scrap to produce steel by blowing oxygen over the metallic charge inside the converters. The process does not require any external source of energy, which is fully supplied by the chemical reactions occurring between oxygen and the impurities in the molten pig iron. The LD steelmaking process is currently the most widely used in the world. Some mills further refine the LD converters' output with ladle furnaces and outgassing process.

Liquid steel is then sent to the continuous casting equipment, where it is solidified into billets, blooms or slabs. These products may be sold to clients directly, be transferred to other Gerdau Units for transformation or be used in the production of finished rolled steel products at the integrated units. Gerdau's integrated units in Brazil have rolling mills for rebars, bars and profiles, wire-rod, structural shapes, hot-rolled coils and heavy plates.

### **Logistics**

Gerdau sells its products through independent distributors, direct sales from the mills and its retail network.

Logistics costs are an important component of most steel businesses and represent a significant factor in maintaining competitive prices in the domestic and export markets. The Gerdau mills are strategically located in various different geographic regions. The Company believes that the proximity of its mills to raw material sources and important consumer markets gives it a competitive advantage in serving customers and obtaining raw materials at competitive costs. This represents an important competitive advantage in inbound and outbound logistics.

To monitor and reduce logistic costs, Gerdau uses specific solutions, directed to different types of transportation modes (road, rail, sea and cabotage), terminals, technology and equipment. Gerdau continuously seeks to improve its performance to receive raw materials, and to deliver products to its customers or ports of destination. Accordingly, Gerdau develops and maintain long-term relationships with logistic suppliers specialized in delivering raw materials and steel products.

In 1996 Gerdau acquired an interest in MRS Logística, one of the most important rail companies in Brazil, which operates connecting the states of São Paulo, Rio de Janeiro and Minas Gerais, which are Brazil's main economic centers, and also reaches the main ports of the country in this region. This interest assures the availability of this mode to transport raw materials (scrap and pig iron) as well as final products.

Gerdau uses a variety of ports to deliver products from the entire Brazilian coastline. Most exports are shipped from the Praia Mole Private Steel Terminal in Vitoria, Espírito Santo.

Overseas, Gerdau owns a private port terminal in Chimbote (Peru), where the Company has a steel mill, used to deliver inputs, raw material and products for the operation.

### **Competition**

The steel market is divided into manufacturers of long steel products, flat steel products and special steel.

The Company operates in the long steel market, which is the most important market for Gerdau, by supplying to the following customer segments: (i) construction, to which it supplies rebars, merchant bars, nails and meshes; (ii) manufacturing, to

which it supplies products for machinery, agricultural equipment, tools and other industrial products; and (iii) other markets, to which it supplies wires and posts for agricultural installations and reforestation projects. In North America, the Company also supplies customers with special sections, including elevator guide rails and super light beams. The Company also provides its customers with higher value-added products at rebar and wire rod fabrication facilities.

The Company operates in the flat steel market through its Ouro Branco mill that produces slabs, which are used to roll flat products such as hot and cold rolled steel coils and heavy plates. Gerdau also produces hot-rolled coils, which are sold in the domestic and export markets. The Company distributes these hot-rolled coils and also resells flat steel products manufactured by other Brazilian steel producers to which it adds further value through additional processing at its flat steel service centers.

The Company produces special and stainless steel used in tools and machinery, chains, fasteners, railroad spikes, special coil steel, grader blades, smelter bars, light rails, super light I-beams, elevator guide rails and other products that are made on demand for the Company's customers at its special steel units in Brazil and United States.

#### ***Competitive Position — Brazil***

The Brazilian steel market is very competitive. In the year ended December 31, 2020 (most recent information), ArcelorMittal Brasil and the Company were the two largest Brazilian crude steel producers, according to the Brazilian Steel Institute (IABr - Instituto Aço Brasil).

World common long rolled steel demand is met principally by steel mini mills and, to a much lesser extent, by integrated steel producers. In the Brazilian market, no single company competes against the Company across its entire product range. The Company has been facing some competition from long steel products imports, mainly coming from Turkey. The Company believes that the diversification of its products, the solution developed by its fab shops units and the decentralization of its business provide a competitive edge over its major competitors.

Intense competition exists between the Company and ArcelorMittal in the slab and wire rod markets. With respect to the rebar market, competition in the Brazilian domestic market has increased in recent years due to new competitors like Simec and Companhia Siderurgica Nacional (CSN), which started rebar production.

#### ***Competitive Position — Outside Brazil***

Gerdau's geographic market in North America encompasses primarily the United States and Canada. The Company faces substantial competition in the sale of each of its products from numerous competitors in its markets. Rebar, merchant bars and structural shapes are commodity steel products for which pricing is the primary competitive factor. Due to the high cost of freight relative to the value of steel products, competition from non-regional producers is somewhat limited. Proximity of product inventories to customers, combined with competitive freight costs and low-cost manufacturing processes, are key to maintaining margins on rebar and merchant bar products. Rebar deliveries are generally concentrated within a 350-mile radius of the mini mills and merchant bar deliveries are generally concentrated within a 500-mile radius. Some products produced by the Selkirk, Midlothian, Jackson, Cartersville and Petersburg mini mills are shipped greater distances, including overseas.

The Company's principal competitors include Commercial Metals Company (CMC), Nucor Corporation, Steel Dynamics Inc. and Cleveland-Cliffs.

In South America, each country has a specific competitive position that depends on conditions in their respective markets. Most compete domestically and face significant competition from imports. More than 80% of shipments from Gerdau's South American Operation originate from Argentina and Peru. In this market, the main barriers faced by Gerdau sales are freight and transportation costs and the availability of imports. The main products sold in the South American market are the construction, mechanic, agriculture and mining markets.

Despite the large-scale characteristic of rebars, bars and profiles, Gerdau believes that it stands out from many of its competitors for its wide range of products, quality, consistent delivery performance and, the ability to fulfill large orders. Gerdau believes that it produces one of the most complete lines of bars and profiles. The variety of products offered by Gerdau is an important competitive advantage in a market where many customers seek to meet their needs with few key suppliers.

## **Business Cyclicity and Seasonality**

The steel industry is highly cyclical. Consequently, the Company is exposed to fluctuations in the demand for steel goods that in turn cause fluctuations in the prices of these goods. Furthermore, since the production capacity of Brazil's steel industry exceeds its demand, it is dependent on export markets. The demand for steel goods and consequently the financial conditions and results of operations of steel producers, including the Company, are generally affected by fluctuations in the world economy and in particular the performance of the manufacturing, construction and automotive industries. Since 2003, the good performance of the world economy, especially in developing economies, such as China, has led to strong demand for steel goods, which contributed to historically high prices for Gerdau's steel goods. However, with the financial crisis that emerged in mid-2008, these prices have become unsupportable, especially given the expansion in world installed production capacity and the recent softening of demand. In the second quarter of 2008 and especially in early 2009, the United States and other European economies showed strong signs of a slowdown, which in turn affected many other countries. Over the past few years, developing economies have shown signs of a gradual recovery, while developed economies still present a challenging demand scenario.

In Gerdau's Brazilian and South American operations, shipments in the second and third quarters of the year tend to be stronger than in the first and fourth quarters, given the reduction in construction activity. In Gerdau's North American operations, demand is influenced by winter conditions, when consumption of electricity and other energy sources (i.e., natural gas) for heating increases and may be exacerbated by adverse weather conditions, contributing to increased costs and decreased construction activity, and in turn leading to lower shipments.

## **Information on the Extent of the Company's Dependence**

The Company is not dependent on industrial, commercial or financial agreements (including agreements with clients and suppliers) or on new production processes that are material to its business or profitability. The Company also has a policy of diversifying its suppliers, which enables it to replace suppliers without affecting its operations in the event of failure to comply with the agreements, except in the case of its energy and natural gas supply.

In addition to the government regulations that apply to its industry in general, the Company is not subject to any specific regulation that materially or adversely affect its business.

In the case of a power outage, there are no alternative supply options available at most Gerdau mills due to the high volume and tension required for the operation of these plants. Some Gerdau small plants may choose, as an alternative, to use generators to compensate for the energy shortage. Moreover, the Ouro Branco mill generates 70% of its power needs internally using gases generated in the steel-making process.

In case of a lack of natural gas, the equipment could be adjusted to use diesel and LPG.

Gerdau's operations are spread across various geographic regions, which provides a risk diversification of any electricity or natural gas supply problems in Brazil.

The distribution of electric power and natural gas is a regulated monopoly in most countries, which leads the distributor to be the only supplier in each geographic region. In some countries, regulations allow for a choice of electrical power or natural gas commodity supplier, allowing Gerdau to diversify its supply agreement portfolio.

## **Production Inputs**

### ***Price volatility***

Gerdau's production processes are based mainly on the mini mill concept, with mills equipped with electric arc furnaces that can melt ferrous scrap and produce steel products at the required specifications. The main raw material used at these mills is ferrous scrap, which at some plants is blended with pig iron. The component proportions of this mixture may change in accordance with prices and availability in order to optimize raw material costs. Iron, iron ore (used in blast furnaces) and ferroalloys are also important.

Although international ferrous scrap prices suffer high influence by the U.S. domestic market (since the United States is the largest scrap exporter), the price of ferrous scrap in Brazil varies from region to region and is influenced by demand and transportation costs.

*Brazil and Special Steel Business Segments* — The Company's Brazilian mills use scrap and pig iron purchased from local suppliers. Due to the nature of the raw materials used in its processes, Gerdau has contracts with scrap generators, especially scrap from industrial sources, for its mini mills in Brazil, acquiring scrap as necessary for the mills' needs. Scrap for the Brazilian Operation is priced in Brazilian reais, thus input prices are not directly affected by currency fluctuations.

Due to its size, the Ouro Branco mill has developed over the last few years a strategy to diversify its raw materials, which are supplied through various types of contracts and from multiple sources, which include: (i) coking coals imported from Colombia, United States, Canada, Russia, Australia and Peru as well as petroleum coke purchased from Petrobrás and charcoal chaff also acquired from other domestic suppliers; (ii) ferroalloys, of which 86% are purchased in the domestic market; and (iii) iron ore, which is mainly produced from its own mines and partially supplied by mining companies, most of them strategically located close to the plant.

*North America Business Segment* — The main input used by the Company's mills in North America is ferrous scrap, and has consistently obtained adequate supplies of raw materials, not depending on a smaller number of suppliers. Due to the fact that the United States are one of the largest scrap exporters in the world, the prices of this raw-material, in this country, may fluctuate according to supply and demand in the world's scrap market.

*South America Business Segment* — The main input used by the Company's mills in South America is ferrous scrap. This operation is exposed to market fluctuations, varying its prices according to each local market.

### ***Ferrous Scrap***

There are two broad categories of ferrous scrap: (i) obsolete scrap, which is steel from various sources, ranging from cans to car bodies and white goods; and (ii) industrial scrap, which is composed of scrap from manufacturing processes, essentially steel bushings and flashings, steel turnings and even scrap generated by production processes at steel producers, such as Gerdau. In Brazil, the use of scrap in electric arc furnaces varies between scrap from obsolescence and industrial scrap. Special Steel mills mainly use industrial scrap.

Because ferrous scrap is one of its main raw materials in steel production, Gerdau is dedicated to improving its supply chain in various countries, aiming to develop and integrate micro and small suppliers into the Company's business. In Brazil, the main part of the scrap consumed by the Company comes from small scrap collectors who sell all their material to Gerdau, which provides a direct supply at more competitive costs for the Company. In North America, although smaller, the number is still significant, ensuring the competitiveness of the business in the region.

*Brazil and Special Steel Business Segments* — The price of steel scrap in Brazil varies by region and reflects local supply, demand and transportation costs. The Southeast is the country's most industrialized region and generates the highest volume of scrap. Due to the high concentration of players in this region, competition is more intense.

Gerdau has six scrap shredders, including a mega-shredder at the Cosigua mill in Rio de Janeiro, with capacity to process scrap in volumes superior to 200 carcasses of vehicles per hour.

*North America Business Segment* — Ferrous scrap is the main raw material. The availability of this input varies according to the level of economic activity, seasonality, export levels, climatic conditions and price fluctuations. Twelve units in the North America Business Segment have facilities for processing scrap within the mills, including crushers that supply much of their scrap demand. Considering that not all the scrap consumed comes from their yards, the rest of the demand is guaranteed through direct acquisitions or via resellers who originate and prepare the scrap.

In North America, all production units are semi-integrated mills or mini mills, in which results of operations are closely related to the cost of ferrous scrap and its substitutes, which are the main input of mini mills. Ferrous scrap prices are relatively higher during the winter months in the north hemisphere due to the impact of climate on collection and supply. More than half of North America's products are currently produced in electric arc furnaces with the use of ferrous scrap. Prices of ferrous scrap are subject to market forces beyond the Company's control, including demand from the United States and international steel producers, freight costs and speculation.

*South America Business Segment* — The price of scrap in South America varies widely from country to country in accordance with supply, demand and transportation cost.

### ***Pig Iron and Sponge Iron***

*Brazil Business Segment* — Brazil is an exporter of pig iron. Most of Brazil's pig iron is produced in the state of Minas Gerais by a number of small producers. Pig iron is a drop-in substitute for scrap and in Brazil it is an important component of the metal mix used to make steel in the mills. The price of pig iron follows domestic and international demand, and its cost production is basically composed by reducers and minerals.

*North America Business Segment* — The availability of scrap plays an important role for operations in North America. Sponge iron and pig iron are used in limited quantities only to produce steels with particular characteristics.

### ***Iron Ore***

Iron ore is the main input used to produce pig iron at Gerdau's blast furnace mills located in the state of Minas Gerais, southeastern Brazil. The pig iron is used in the melt shops together with scrap, to produce steel.

Iron ore is purchased in its natural form as lump ore, pellet feed or sinter feed, or agglomerated as pellets. The lump ore and pellets are loaded directly into the blast furnace, while the sinter feed and pellet feed need to be agglomerated in the sinter plant and then loaded into the blast furnace, to produce pig iron. The production of 1.0 tonne of pig iron requires about 1.6 tonnes of iron ore.

Iron ore consumption in Gerdau mills in Brazil amounted to 7.2 million tonnes in 2021, partially supplied by mining companies adjacent to the steel plants and partially supplied by Gerdau's mines.

### ***Other Inputs***

In addition to scrap, pig iron, sponge iron and iron ore, Gerdau's operations use other inputs to produce steel such as ferroalloys, electrodes, furnace refracting materials, oxygen, nitrogen and other industrial gases and limestone, albeit in smaller amounts. Additional inputs associated with the production of pig iron are thermal-reducer, which is used in blast furnace mills, and natural gas, which is used at the DRI unit.

The Ouro Branco mill's significant raw materials and inputs also include solid fuels, comprising the metallurgical coal, used in the production of coke and also for the blast furnace pulverized injecting, this last one providing increase in productivity and consequently reduction in the final cost of pig iron. Besides the metallurgical coal, the Company also uses the anthracite, solid fuel used in the production of sinter. The gas resulting from the production of coke and pig iron are reused for generation of thermal energy that can be converted in electric energy for the mill.

The North American operations also use additional inputs. Various domestic and foreign companies supply other important raw materials or operating supplies required for the business, including refractory materials, ferroalloys and graphite electrodes that are available in the national and international market. Gerdau North America Business Segment has obtained adequate quantities of these raw materials and supplies at competitive market prices. The Company is not dependent on any one supplier as a source for any particular material and believes there are adequate alternative suppliers available in the marketplace if the need to replace an existing one arises.

### ***Energy Requirements***

Steel production is a process that consumes large amounts of electricity, especially in electric arc mills. Electricity represents an important role in the production process, along with natural gas, which is used mainly in furnaces to re-heat billets in rolled steel production.

In Brazil, electricity is currently supplied to the Company's industrial units under two types of contracts:

- Contracts in the Regulated Contractual Environment in which the Company is a "Captive Consumer" are used at the following units: Usiba and Alonorte. These involve state-owned companies or holders of government concessions. In these contracts, prices are defined by the National Electric Power Agency (ANEEL).
- Contracts executed in the Free Market Environment, in which Gerdau is a "Free Consumer," are used by the following units: Araçuaia, Charqueadas, Cosigua, Cearense, Ouro Branco, Divinópolis, Barão de Cocais, Riograndense, SCS

José dos Campos, Cumbica, Cotia, Pindamonhangaba, Mogi das Cruzes and Miguel Burnier. The load of these units is served by a portfolio of contracts and by self-generation. The power supply contracts are entered into directly with generation and/or distributing companies at prices that are pre-defined and adjusted in accordance with conditions pre-established by the parties. The transmission and distribution rates are regulated and revised annually by ANEEL. The Ouro Branco mill generates internally approximately 70% of its energy needs, using the gases produced during the steelmaking process. As a result, this makes the plant has significantly lower exposure to the energy market than mini mills.

The Company holds the following power generation concession in Brazil:

- Dona Francisca Energética S.A. (DFESA) operates a hydroelectric power plant with nominal capacity of 125 MW located between Nova Palma and Agudo, Rio Grande do Sul State (Brazil). Its corporate purpose is to operate, maintain and maximize use of the energy potential of the Dona Francisca Hydroelectric Plant. DFESA participates in a consortium (Consórcio Dona Francisca) with the state power utility Companhia Estadual de Energia Elétrica (CEEE). The shareholders of DFESA are Gerdau S.A. (51.82%), COPEL Participações S.A. (23.03%), Celesc (23.03%), and Statkraft (2.12%).

The terms of the aforementioned generation concession agreements are for 39 years as of the signature of the agreement. As such, DFESA expires in 2037.

The supply of natural gas to all Brazilian units is regulated and performed under long-term contracts. The Barão de Cocais and Divinópolis units do not have access to natural gas supplies.

In the United States, there are essentially two types of electricity markets: regulated and deregulated. In the regulated market, contracts are approved by Public Utility commissions and are subject to an approved rate of return. These regulated tariffs are specific to local distributors and generally reflect the average fuel costs of the distributor. In deregulated markets, the price of electricity is set by the marginal resource and fluctuates with demand. Natural gas in the United States is completely deregulated. The U.S. energy market is benefiting from the increased exploration of shale gas, which is driving down prices of both electricity and natural gas.

In Uruguay, electricity is purchased under agreements that are renewed automatically on an annual basis from the state-owned utility UTE. Natural gas is purchased from Montevideo Gas with prices set by the Argentinean export tariff agreement (fuel oil as substitute). During 2018, the plant operated mostly on fuel oil, due to competitive reasons.

In Peru, the Company has a current electricity contract until December 2025. The plant receives CNG (Compressed Natural Gas) by trucks and then is decompressed and distributed through internal pipeline to production processes.

Argentina uses natural gas (liquefied petroleum gas) as a substitute. The natural gas purchase agreement was renewed for another year. In 2008, Gerdau Sipar entered into a long-term agreement to supply the new mill's power requirements.

In Mexico, electricity is purchased under agreements regulated by the state-owned utility Compañía Federal de Electricidad (CFE) and bilateral contracts with private companies. The natural gas agreements are annually and automatically renewed. Electricity and natural gas prices are indexed and adjusted monthly based on the NYMEX prices indices.

### **Technology and Quality Management**

All Gerdau mills have a Quality Management System supported by a wide array of quality control tools. Product development projects are headed by specialists who use quality tools such as "Six Sigma", a set of statistical methods for improving the assessment of process variables, and the concept of "Quality Function Deployment", a methodology through which technicians can identify and implement the customer requirements.

Given this level of quality management, mills are ISO 9001 or ISO TS 16949 certified, and certain products receive laboratory certification as required. In general, production, technical services and quality teams are responsible for developing new products to meet customer and market needs.

Gerdau uses a Quality Management System developed in house that applies tests for product design, manufacturing processes and final-product specifications. A specially trained team and modern technologies also exist to assure the manufactured product high

standards of quality. Gerdau's technical specialists do planned visits, some are randomly selected, and some are scheduled visits, to its customers to check on the quality of the delivered products in order to guarantee the final user satisfaction for products purchased indirectly.

Due to the specialized nature of its business, the Gerdau special steel mills are constantly investing in technological upgrading and in research and development. These mills are active in the automotive segment and maintain a technology department (Research and Development) responsible for new products and the optimization of existing processes.

International machinery manufacturers and steel technology companies supply most of the sophisticated production equipment that Gerdau uses. These suppliers generally sign technology transfer agreements with the purchaser and provide extensive technical support and staff training for the installation and commissioning of the equipment. Gerdau has technology transfer and benchmarking agreements with worldwide recognized performance companies.

As is common with mini mill steelmakers, Gerdau usually acquires technology in the market rather than develops new technology through intensive process research and development, since steelmaking technology is readily available for purchase.

The Company is not dependent on patents or licenses or new manufacturing processes that are material to its business. See item "Information on the Extent of the Company's Dependence" for further details.

### **Sales Terms and Credit Policy**

The Company's Brazilian sales are usually made on a 21/28-day settlement CIF (Cost, Insurance and Freight) basis. Comercial Gerdau, the retail arm of Gerdau in Brazil, sells on an 28/34 day settlement basis, mainly CIF. Brazilian customers are subject to a credit approval process. The concession of credit limits is controlled by a corporate-level system (ECC) that can be accessed by all sales channels. The credit and collection department is responsible for evaluating, determining and monitoring credit in accordance with the credit limit policy. This policy includes the active participation of staff from the various sales channels. At Comercial Gerdau, in particular, the criteria for retail sales also include practices such as the use of credit card services. Gerdau exports are guaranteed via letters of credit and/or pre-payment before the product is shipped. Exports to Gerdau's subsidiaries may be sold on credit at market interest rates.

Gerdau North American credit terms to customers are generally based on customary market conditions and practices. The Company's North American business is seasonal, with orders in the second and third quarters tending to be stronger than those in the first and fourth quarters, primarily due to weather-related slowdowns in the construction industry.

The Company's Special Steel operations in the United States and Brazil have their own credit departments for customer' credit analysis.

The Company's impairment loss on financial assets has been at low levels. On December 31, 2021, provision for expected credit losses was 1.9% based on gross account receivables per Note 5 to the Consolidated Financial Statements, compared to the same 3.7% on December 31, 2020 and 3.5% on December 31, 2019. Gerdau has improved its credit approval controls and enhanced the reliability of its sales process through the use of risk indicators and internal controls.

### **Insurance**

The Company maintains insurance coverage in amounts that it believes suitable to cover the main risks of its operating activities. The Company has purchased insurance for its integrated mill Ouro Branco to insure against operating losses, which covers assets of approximately US\$ 5.1 billion (R\$ 28 billion as of December 31, 2021), including material damage to installations of US\$ 4.6 billion (R\$ 25.6 billion as of December 31, 2021) and losses of gross revenues of US\$ 554 million (R\$ 3.1 billion as of December 31, 2021), such as halts in production due to business interruptions caused by accidents for a period up to twelve months. The Company's current insurance policy relating to the Ouro Branco mill remains effective until April 30, 2022. The Company's mini mills are also covered under insurance policies which insure against certain operational losses resulting from business interruptions.

### **Trade Investigations and Government Protectionism**

Over the past several years, exports of steel products from various companies and countries, including Brazil, have been subject to antidumping, countervailing duties and other trade-related investigations in importing countries. Most of these



investigations resulted in duties limiting the investigated companies' ability to access such import markets. Until now, however, these investigations have not had a significant impact on the Company's export volumes.

#### **Material effects of government regulation on the Company's activities**

The Company's steel production activities are not subject to special authorizations other than the licenses and permits typical to the industry. The Company maintains a good relationship with the government agencies responsible for issuing common authorizations and does not have any history of problems in obtaining them.

Gerdau's mining operation in Brazil are subject to the rules of the Brazilian Mining Code and its regulation (Decree-Law 227, of February 28, 1967 and Decree 9,406, of June 12, 2018) and to the applicable mining legislation, with mining exploration governed by Mining Property Rights and Concessions.

Gerdau acquired the surface of the properties located in the polygon of the respective mining rights, as well as all other Mining Property Rights and Concessions, under an Agreement for the Sale of Assets and Assignment of Rights entered into by and between Gerdau Açominas S.A. and Companhia Paraibunas de Metais, Siderúrgica Barra Mansa S.A., Votorantim Metais Ltda., and Votorantim International Holding N.V., on May 19, 2004.

The Company's mining exploration activities are subject to the conditions and limitations imposed by the Federal Constitution of Brazil, the Brazilian Mining Code and related laws and regulations, which include requirements connected to, among other factors, how mineral deposits are used, occupational safety and health, environmental protection and restoration, pollution prevention and the health and safety of the local communities where the mines are located. The Brazilian Mining Code also establishes some requirements for the submission of notifications and information.

Companies authorized to economically explore mineral resources are required to pay royalties to the Federal Government, which distributes most of them to States and Municipalities. On July 26, 2017, Provisional Presidential Decree 789/17 was published, which was later converted into Federal Law 13,540/17, amending Federal Laws 7,990/89 and 8,001/90, which provide for the Financial Compensation for Exploration of Mineral Resources (CFEM). The structure for the charging of royalties was changed to the following:

1) TRIGGERING EVENT: the exploration of mineral resources will trigger the payment of CFEM upon:

- the first sale of mineral asset (already mined mineral substance after its processing, if applicable);
- the sale at auction, in the case of mineral assets acquired via judicial sale;
- the first acquisition of mineral assets extracted under the system of mining permission (*lavra garimpeira*);
- the consumption of mineral asset (use of mineral assets in a process that entails obtaining a new type of ore or its transformation into another product type).

2) CALCULATION BASE

- in the case of sales, calculated based on gross sales revenue, less any taxes levied, with deductions for freight and insurance expenses prohibited;
- in the case of consumption, calculated based on the current price of the mineral asset in the market or the price reference, as defined by the regulatory agency of the mining sector. Since iron ore does not appear in the absolute list of the National Mineral Production Department (DNPM) Ordinance 239/2018, it is subject to the "current price" calculation base when transformed into another type of product, such as pig iron.
- in the case of exports, even for transactions in the free market (sales to third parties/unrelated third parties) and exports to companies not located in tax havens, the calculation base is the greater of the price reference defined by the Federal Revenue Department (PECEX method) and the export value;

[Table of Contents](#)

- in the case of mineral assets acquired via judicial sale, calculated based on the value of the sale at auction;
- in the case of extraction under the system of mining permission (*lavra garimpeira*), calculated based on the value of the first acquisition of the mineral asset;

Financial compensation (CFEM) may or may not have to be paid on sales among companies of the same business group; Federal Law 13,540/17 does not establish any criteria for such.

For mineral assets shipped to another establishment of the same owner, for subsequent sale, even if subject to processing, the calculation base is the price charged in the final sale.

3) RATES: effective 11/1/2017

Rates of mineral substances:

RATE (VETOED)	MINERAL SUBSTANCE (VETOED)
one percent (1%)	Rocks, sand, gravel, red clay and other mineral substances intended for immediate use in construction; ornamental rocks; mineral and thermal water
one point five percent (1.5%)	Gold
two percent (2%)	Diamond and other mineral substances
three percent (3%)	Bauxite, manganese, niobium and rock salt
three point five percent (3.5%)	Iron ore

For iron ore, the rate is fixed at 3.5%. In this case, upon a justified need, the regulatory entity of the mining sector could exceptionally reduce the iron compensation rate from 3.5% to as low as 2% in order to not adversely affect the economic feasibility of deposits with low performance and profitability due to the iron content, production scale, payment of taxes and number of employees.

On December 26, 2017, Federal Law 13,575 was sanctioned, which created the National Mining Agency (ANM), eliminated the National Department of Mineral Production (DNPM), amended federal laws 11,046 of December 27, 2004, and 10,826 of December 22, 2003, and revoked Federal Law 8,876 of May 2, 1994, and the provisions of Decree-Law 227 of February 28, 1967 (Mining code). This law derives from Provisional Presidential Decree 791/2017 issued by the Ministry of Mines and Energy (MME) and submitted to the joint commission of the Senate in mid-2017 for approval. The wording of the federal law was published in the federal register *Diário Oficial da União* (DOU) on December 27, 2017, Issue: 247, Section 1, Pages 1 to 4.

It eliminates the National Department of Mineral Production (DNPM) and creates the National Mining Agency (ANM), a government agency linked to the Ministry of Mines and Energy responsible for promoting mineral exploration and developing the industry.

The Rate for Inspection of Mining Activities (TFAM), which the Executive Branch intended to create along with ANM, was not approved by the National Congress.

Gerdau holds environmental licenses for commercial operation of the mines located in the cities of Miguel Burnier and Várzea do in the Brazilian state of Minas Gerais.

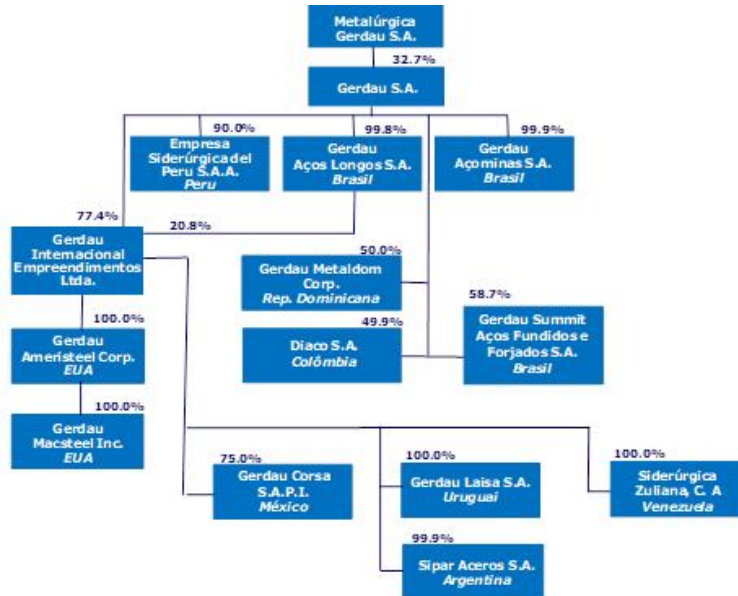
[Table of Contents](#)

The mining rights held by Gerdau cover 8,837.19 hectares, and the concessions are valid until the mining deposits are exhausted, provided the legal requirements are fulfilled annually. The table below lists the DNPM processes referring to the mining rights held by Gerdau:

DNPM Process	City	Location / Mine / Project	State
1,978/1935	BARÃO DE COCAIS	GONGO SOCO	MG
724/1942	OURO PRETO / OURO BRANCO	MORRO GABRIEL	MG
4,575/1935	OURO PRETO	MIGUEL BURNIER	MG
3,613/1948	OURO PRETO	MIGUEL BURNIER	MG
5,303/1948	OURO PRETO	MIGUEL BURNIER	MG
5,514/1956	OURO PRETO	MIGUEL BURNIER	MG
5,975/1956	OURO PRETO	MIGUEL BURNIER	MG
6,549/1950	OURO PRETO	MIGUEL BURNIER	MG
930,600/2009	OURO PRETO	GM MIGUEL BURNIER	MG
3,583/1957	ITABIRITO / MOEDA	VÁRZEA DO LOPES	MG
3,584/1957	ITABIRITO	VÁRZEA DO LOPES	MG
3,585/1957	ITABIRITO	VÁRZEA DO LOPES	MG
8,141/1958	ITABIRITO	VÁRZEA DO LOPES	MG
6,255/1960	ITABIRITO	VÁRZEA DO LOPES	MG
317/1961	ITABIRITO	VÁRZEA DO LOPES	MG
5,945/1961	ITABIRITO	VÁRZEA DO LOPES	MG
932,705/2011	ITABIRITO	GM VÁRZEA DO LOPES	MG
833,209/2006	OURO PRETO / OURO BRANCO	DOM BOSCO	MG
832,090/2005	OURO PRETO / OURO BRANCO	DOM BOSCO	MG
832,044/2006	OURO BRANCO	DOM BOSCO	MG
830,158/2007	OURO PRETO	DOM BOSCO	MG
830,159/2007	OURO PRETO	DOM BOSCO	MG
830,160/2007	OURO PRETO	DOM BOSCO	MG
831,640/2003	OURO PRETO	DOM BOSCO	MG
830,475/2007	OURO PRETO	DOM BOSCO	MG
832,620/2006	OURO PRETO	MIGUEL BURNIER	MG
830,798/2013	OURO PRETO	MIGUEL BURNIER	MG
832,377/2014	OURO PRETO	MIGUEL BURNIER	MG
832,375/2014	OURO PRETO	MIGUEL BURNIER	MG
833,018/2015	ITABIRITO	VÁRZEA DO LOPES	MG
832,625/2016	ITABIRITO	VÁRZEA DO LOPES	MG

**C. ORGANIZATIONAL STRUCTURE**

The Company's operational structure (including its main operating subsidiaries engaged in steel production) on December 31, 2021 is below:



[Table of Contents](#)

The table below lists the significant consolidated subsidiaries of Gerdau on December 31, 2021, 2020 and 2019:

Consolidated company	Country	Equity Interests		
		Total capital (*)		
		2021	2020	2019
Gerdau GTL Spain S.L.	Spain	100.00	100.00	100.00
Gerdau Internacional Empreendimentos Ltda. - Grupo Gerdau	Brazil	100.00	100.00	100.00
Gerdau Ameristeel Corporation and subsidiaries (1)	USA/Canada	100.00	100.00	100.00
Gerdau Açominas S.A.	Brazil	99.86	99.86	99.83
Gerdau Aços Longos S.A. and subsidiaries (2)	Brazil	99.83	99.82	99.82
Gerdau Steel Inc.	Canada	100.00	100.00	100.00
Gerdau Holdings Inc. and subsidiary (3)	USA	100.00	100.00	100.00
Paraopeba - Fixed-income investment fund (4) (**)	Brazil	70.62	89.26	96.96
Gerdau Hungria Holdings Limited Liability Company	Hungary	100.00	100.00	100.00
GTL Equity Investments Corp.	British Virgin Islands	100.00	100.00	100.00
Empresa Siderúrgica del Perú S.A.A. - Siderperú	Peru	90.03	90.03	90.03
Gerdau GTL México, S.A. de C.V. and subsidiary (5)	Mexico	100.00	100.00	100.00
Seiva S.A. - Florestas e Indústrias	Brazil	97.73	97.73	97.73
Gerdau Laisa S.A.	Uruguai	100.00	100.00	100.00
Sipar Gerdau Inversiones S.A.	Argentina	99.99	99.99	99.99
Sipar Aceros S.A. and subsidiary (6)	Argentina	99.98	99.98	99.98
Sizuca - Siderúrgica Zuliana, C. A.	Venezuela	100.00	100.00	100.00
GTL Trade Finance Inc.	British Virgin Islands	100.00	100.00	100.00
Gerdau Trade Inc.	British Virgin Islands	100.00	100.00	100.00
Gerdau Next S.A. and subsidiaries (7)	Brasil	100.00	—	—

(\*) The voting capital is substantially equal to the total capital. The interests reported represent the ownership percentage held directly and indirectly in the subsidiary.

(\*\*) The percentage of participation including interest of the parent company Metalúrgica Gerdau S.A. in the investment fund is 73.54% in 2021, 92.58% in 2020 and 98.07% in 2019.

(1) Subsidiaries: Gerdau Ameristeel US Inc., Chaparral Steel Company.

(2) Subsidiaries: Gerdau Açominas Overseas Ltd. and Siderúrgica Latino-Americana S.A..

(3) Subsidiary: Gerdau MacSteel Inc.

(4) Fixed-income investment fund managed by Bank JP Morgan S.A.

(5) Subsidiary: GTL Servicios Administrativos México, S.A. de C.V.

(6) Subsidiary: Siderco S.A.

(7) Subsidiaries: G2L Logística Ltda, G2base Fundações e Contensões Ltda and Gerdau Grafeno Ltda.

The Company's investments in Bradley Steel Processor and MRM Guide Rail in North America, in which Gerdau Ameristeel holds a 50% stake in the total capital, the investments in Gerdau Metaldom Corp. in the Dominican Republic in which the Company owns a 50% stake, the investment in Gerdau Corsa S.A.P.I. de CV in Mexico, in which Gerdau has a 75% stake, the investment in Dona Francisca Energética S.A. in Brazil, in which the Company holds a 51.82%, investment in Gerdau Summit Aços Fundidos e Forjados S.A., in Brazil, in which Gerdau has a 58.73% stake, the investment in Diaco S.A. in Colombia, which Gerdau has a 49.86%, and the investment in Juntos Somos Mais Fidelização S.A., in Brazil, in which Gerdau has a 27.50% stake are accounted in the Company's financial statements using the equity method (for further information, see Note 3 — Consolidated Financial Statements).

The main operating companies that are accounted according to the equity accounting method in the financial statements of Gerdau S.A. are described below:

Gerdau Metaldom Corp. — In 2014, the Company completed the merger of its associate Multisteel Business Holdings Corp. with the Dominican company Metaldom, originating the joint venture Gerdau Metaldom Corp., which will produce long and flat steel for the areas of civil construction, industrial and agricultural, and also scrap processing operations and PVC pipes, with over one million tonnes/year of installed capacity. As a result of the merger, the Company has contributed its interest of 79.97% on the associate Multisteel Business Holdings Corp. into the newly formed entity Gerdau Metaldom, in exchange of 50% interest on Gerdau

Metaldom Corp. This transaction was recorded on fair value basis, which was substantially equivalent to the book value of the previous investment.

*Gerdau Corsa S.A.* — The subsidiary of this company is a long steel producer located in the metropolitan area of Mexico City with annual installed capacity of 1,500,000 tonnes of crude steel and 1,350,000 tonnes of rolled products.

*Gerdau Summit Aços Fundidos e Forjados S.A.* — Gerdau Summit Aços Fundidos e Forjados S.A. - On January 5, 2017, the Company subscribed capital stock in Gerdau Summit Aços Fundidos e Forjados S.A. through the contribution of some of its assets and liabilities, which were valued by specialized independent evaluation firm. Gerdau Summit Aços Fundidos e Forjados S.A. is accounted for as of a joint venture in the Financial Statements of Gerdau S.A., with a 58.73% interest.

*Diaco S.A.*— On June 30, 2017, the Company concluded the operation to create a joint venture, based on the sale of 50% interest in Diaco S.A., in Colombia, to Putney Capital Management. The new company's assets are Gerdau's long-steel industrial units in Colombia, with an annual installed steel capacity of 674 thousand tonnes. Due to this transaction, Diaco started to be accounted for as a joint venture in the Consolidated Financial Statements with a 49.86% interest.

The main operating companies that are fully consolidated in the financial statements of Gerdau S.A. are described below:

*Gerdau Aços Longos S.A.* — This company produces common long steel and has nine mills distributed throughout Brazil and an annual installed capacity of 4.1 million tonnes of crude steel. This company also sells general steel products and has steel distribution centers located throughout Brazil.

*Gerdau Açominas S.A.* — Gerdau Açominas owns the mill located in the state of Minas Gerais, Brazil. The Ouro Branco mill is Gerdau's largest unit, with an annual installed capacity of 3.9 million tonnes of crude steel, accounting for 47.6% of Gerdau's crude steel output in the Brazil Business Segment.

*Gerdau Ameristeel Corporation* — Gerdau Ameristeel has an annual capacity of 5.7 million tonnes of crude steel and 4.5 million tonnes of rolled products. The company is one of the largest producers of long steel in North America.

*Gerdau MacSteel Inc.* — This company is the largest special steel producer in U.S., has three units and a combined annual production capacity of 1.1 million tonnes of crude steel and 1.1 million tonnes of rolled products.

*Gerdau Laisa S.A.* — Gerdau Laisa is the one of largest long steel producers in Uruguay and has annual installed capacity of 100,000 tonnes of crude steel and 90,000 tonnes of rolled products.

*Sipar Gerdau Inversiones S.A.* — Sipar Gerdau Inversiones, through its operational subsidiary Sipar Aceros S.A has annual installed capacity of 450,000 tonnes of crude steel and 240,000 tonnes of rolled products.

*Empresa Siderúrgica del Perú S.A.A.* — This company is a long steel producer with annual installed capacity of 340,000 tonnes of crude steel and 573,000 tonnes of rolled steel.

*Sizuca - Siderúrgica Zuliana, C. A.* — In June 2007, Gerdau acquired Sizuca - Siderúrgica Zuliana, which is located in Ciudad Ojeda, Venezuela. Sizuca owns a mini mill that produces concrete reinforcement bars. Sizuca has an annual installed capacity of 250,000 tonnes of crude steel and 170,000 tonnes of rolled products. In March 2022, the Company sold 100% of its interest in the subsidiary Sizuca - Siderúrgica Zuliana C.A. The amounts involved in the transaction as well as the impacts on the 2022 financial statements are not considered material by the management of the Company.

## D. PROPERTY, PLANT AND EQUIPMENT

### Facilities

Gerdau's principal properties are for the production of steel, rolled products and drawn products. The following is a list of the locations, capacities and types of facilities, as well as the types of products manufactured at December 31, 2021:

PLANTS	LOCATION		INSTALLED CAPACITY (1,000 tonnes)			EQUIPMENT	PRODUCTS
	COUNTRY	STATE	PIG/ IRON/ SPONGE IRON	CRUDE STEEL	ROLLED PRODUCTS		
<b>BRAZIL OPERATION</b>			<b>4,592</b>	<b>7,261</b>	<b>7,266</b>		
Açornte	Brazil	PE	—	265	242	EAF mini mill, rolling mill, drawing mill, nail and clamp factory	Rebar, merchant bars, wire rod, drawn products and nails
Barão de Cocais	Brazil	MG	330	330	180	Integrated/blast furnace, LD converter and rolling mill	Merchant bars
Careense	Brazil	CE	—	160	140	EAF mini mill, rolling mill, drawing mill, nail and clamp factory	Rebar and merchant bars
Cosigua	Brazil	RJ	—	936	1,520	Integrated/blast furnace, EOF converter and rolling mill	Rebar, merchant bars, wire rod, drawn products and nails
Divinópolis	Brazil	MG	430	600	460	EAF mini mill, rolling mill, drawing mill, nail and clamp factory	Rebar and merchant bars
Guara	Brazil	PR	—	420	—	EAF mini mill	Billet
Usiba	Brazil	BA	—	495*	397*	EAF mini mill, rolling mill, drawing mill, nail and clamp factory	Rebar, merchant bars, wire rod, drawn products and nails
Riograndense	Brazil	RS	—	450	495	EAF mini mill, rolling mill	Rebar, merchant bars, wire rod, drawn products and nails
Caucua	Brazil	CE	—	600	600	EAF mini mill, rolling mill	Billets, rebars and coil rebar
São Paulo	Brazil	SP	—	950	600	EAF mini mill, rolling mill	Billets, rebars and coil rebar
Contagem	Brazil	MG	—	—	—	Blast furnace	Pig iron
Sete Lagoas	Brazil	MG	132	—	—	Blast furnace	Pig iron
Ouro Branco	Brazil	MG	3,700	3,600	3,030	Integrated with blast furnace, LD converter and rolling mills	Billets, blooms, slabs, wire rod, heavy structural shapes and HRC
<b>NORTH AMERICA OPERATION</b>			<b>—</b>	<b>6,272</b>	<b>5,113</b>		
Mexico	Mexico	—	—	500	400	EAF mini mill, rolling mill	Rebar, merchant bars
Cambridge	Canada	ON	—	330*	246	EAF mini mill, rolling mill	Rebar, merchant bars
Cartersville	USA	GA	—	965	562	EAF mini mill, rolling mill	Merchant bars, structural shapes, beams
Charlotte	USA	NC	—	420	296	EAF mini mill, rolling mill	Rebar, merchant bars
Jackson	USA	TN	—	676	522	EAF mini mill, rolling mill	Rebar, merchant bars
Manitoba - MRM	Canada	MB	—	397	274	EAF mini mill, rolling mill	Special sections, merchant bars, rebar
St. Paul	USA	MN	—	408*	397*	EAF mini mill, rolling mill	Rebar, merchant bars, special bars (SBO) and round bars
Whitby	Canada	ON	—	788	724	EAF mini mill, rolling mill	Structural shapes, rebar, merchant bars
Wilton	USA	IA	—	298	255	EAF mini mill, rolling mill	Rebar and merchant bars
Midlothian	USA	TX	—	1,395	1,338	EAF mini mill, rolling mill	Rebar, merchant bars and beams
Petersburg	USA	VA	—	833	496	EAF mini mill, rolling mill	Merchant bars and beams
<b>SOUTH AMERICA OPERATION</b>			<b>—</b>	<b>1,140</b>	<b>1,073</b>		
Uruguay	Uruguay	—	—	100	90	EAF mini mill, rolling mill	Rebar, merchant bars and mesh
Argentina	Argentina	—	—	450	240	EAF mini mill, rolling mill, drawing mill	Rebar, merchant bars and mesh
Peru	Peru	—	400*	340	573	Blast Furnace, EAF mini mill, rolling mill	Rebar and merchant bars
Venezuela	Venezuela	—	—	250	170	EAF mini mill, rolling mill	Rebar
<b>SPECIAL STEEL OPERATION</b>			<b>—</b>	<b>2,490</b>	<b>2,928</b>		
Pindamonhangaba	Brazil	SP	—	620	1,188	EAF mini mill, rolling mill, finishing and foundry	Bars, wires, wire rod, finished and rolled bar, rolling mill rolls.
Mogi das Cruzes	Brazil	SP	—	340	264*	EAF mini mill, rolling mill and finishing	Bars, special profiles
Charqueadas	Brazil	RS	—	430	615	EAF mini mill, rolling mill and finishing	Bars, special profiles, wires, wire rod, cold finished bar
Fort Smith	USA	AR	—	500	500	EAF mini mill, rolling mill and finishing	Special bars and shapes and cold finished bar
Jackson	USA	MI	—	280*	250*	EAF mini mill, rolling mill and finishing	Special bars and shapes and cold finished bar
Monroe	USA	MI	—	600	625	EAF mini mill, rolling mill and finishing	Special bars and shapes and cold finished bar
<b>GERDAU TOTAL</b>			<b>4,592</b>	<b>17,163</b>	<b>16,380</b>		

\* Temporarily idle units.

### Mining Assets

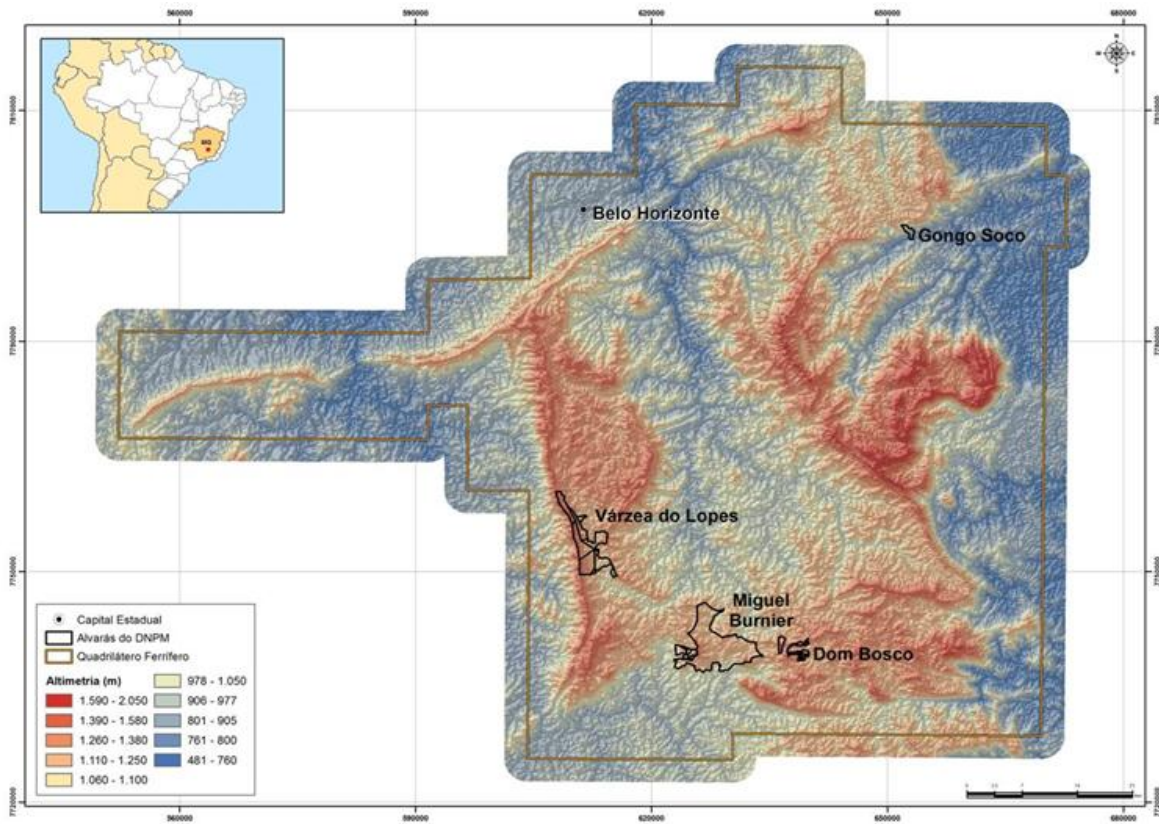
#### Iron ore mines

Gerdau's activities related to the iron ore mines began after acquiring the mining rights from the Votorantim Group, in the cities of Ouro Preto (district of Miguel Burnier), Itabirito and Barão de Cocais, in 2004. These areas are located in the Iron Quadrilateral region of Minas Gerais state, in Brazil, one of the country's most prominent mineral regions, as shown in the following figure.

Focusing on guaranteeing its iron ore self-sufficiency in Minas Gerais state and seeking opportunities to add value to the business by using its own mineral resources, Gerdau conducted studies up to 2014 to assess and implement projects for expanding its

mining operations in order to become a player in the global iron ore market. However, given the current price of iron ore in the international market, Gerdau decided to focus only on iron ore production for achieving self-sufficiency.

**Location of Gerdau's mining operations**



The current and future iron ore production units encompass mainly open-pit mines, processing plants, waste and tailing piles, and logistics and operational support infrastructure.

The current iron ore production units are the following:

- Miguel Burnier/Dom Bosco Complex: includes the mines located in Miguel Burnier and in Dom Bosco;
- Varzea do Lopes Complex;
- Gongo Soco. There are no mining activities at this location.



### **Location and Access**

#### **Miguel Burnier/Dom Bosco Complex**

Miguel Burnier and Dom Bosco are located in the city of Ouro Preto, in the southwestern region of the Iron Quadrilateral region of Minas Gerais, in Brazil, around 80 km from Belo Horizonte and 5 km from Vila do Pires, on Highway BR-040. The Dom Bosco Mine is located approximately 11 km from the Miguel Burnier Mine. Vila do Pires is situated on both sides of Highway BR-040, in the northern region of the city of Congonhas. Access to the mines is via a three-kilometer unpaved road starting in the village of Miguel Burnier.

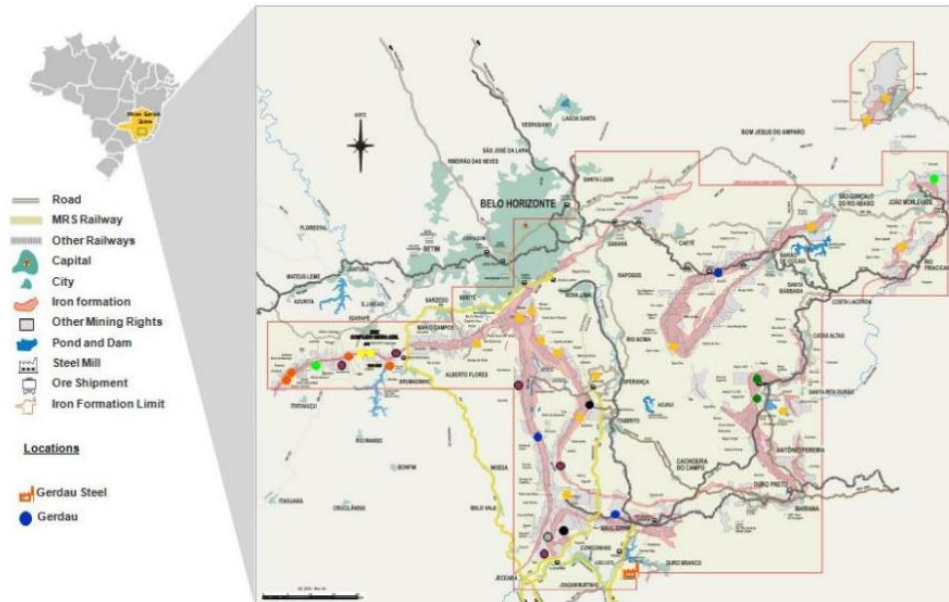
#### **Várzea do Lopes Complex**

Várzea do Lopes is located in the city of Itabirito, in the Iron Quadrilateral region of Minas Gerais, in Brazil, approximately 46 km from downtown Belo Horizonte. Access to the mine is from Belo Horizonte via Highway BR-040, heading towards Rio de Janeiro. Várzea do Lopes is located approximately 20 km from Miguel Burnier, in a straight line.

#### **Gongo Soco**

Gongo Soco is located in the city of Barão de Cocais, in the northwestern region of the Iron Quadrilateral of Minas Gerais, in Brazil, around 8 km from the city of Barão de Cocais and 170 km away from Miguel Burnier. Access from Belo Horizonte is via highways BR-381/262 and MG-436.

The image below represents what the Company believes to be the location of the current and future iron ore production units and their main access routes:



### **Investment Programs**

On February 24, 2021, the Company announced its capex projection for 2021 in the amount of R\$ 3.5 billion. Disbursements made in 2021 totaled R\$ 3.0 billion. With the worsening of the pandemic in the first half of 2021 and the difficulties caused by bottlenecks in some global supply chains, approximately R\$ 500 million have not been disbursed.

## [Table of Contents](#)

On February 22, 2022, Gerdau S.A. approved its new investment plan in the amount of R\$ 4.5 billion for 2022, which includes the amount deferred in 2021.

The investment plan is divided into two fronts: Maintenance and Expansion and Technological Updating.

Maintenance projects are associated with the concept of reinvestment of depreciation over the years to ensure the good functioning of plants.

Meanwhile, Expansion and Technological Updating projects are related to the growth, technological updating and modernization of the business segments, with a focus on improving Environmental, Social and Governance (ESG) practices and sustainable development.

Of the total planned for 2022, investments that return environmental benefits are expected to be more than R\$ 800 million, which is 33% higher than the amount invested in 2021. These investments include expanding forest assets, updating and improving environmental controls and technological improvements that increase energy efficiency and reduce greenhouse gas emissions.

The Company's expenditures in its investment plan will be directly related to the safety of our operations and to the pace of demand in our markets, as well as based on criteria involving the return on capital invested and the consequent cash generation.



## **Environmental Issues**

Gerdau S.A. is currently in compliance with environmental regulations. The Company also believes that there are no environmental issues that could affect the use of its fixed assets.

In 2021, Gerdau S.A. invested R\$ 637.54 million in the improvement of its eco-efficiency practices and in technologies for the protection of the air, water and soil.

## ***Environmental Regulations***

In all of the countries in which the Company operates, it is subject to federal, state and municipal environmental laws and regulations governing air emissions, wastewater discharges and solid and hazardous waste handling and disposal. Its manufacturing facilities have been operating under the applicable environmental rules. The respective permits and licenses require the satisfaction of various performance standards, which are monitored by regulatory authorities. The Company employs a staff of experts to manage all phases of its environmental programs and uses outside experts where needed. The Company works to assure that its operations maintain compliance in all material respects with the applicable environmental laws, regulations, permits and licenses currently in effect. When Gerdau acquires new plants, it conducts an assessment of potential environmental issues and prepares a work plan in compliance with the local authorities.

In most countries, both federal and state governments have the power to enact environmental protection laws and issue regulations under such laws. In addition to those rules, the Company is also subject to municipal environmental laws and regulations. Under such laws, individuals or legal entities whose conduct or activities cause harm to the environment are usually subject to criminal and administrative sanctions, as well as any costs to repair the actual damages resulting from such harm.

The steel industry uses and generates substances that can cause environmental damages. The Company's Management conducts surveys periodically to identify areas potentially impacted and recorded as its best estimate of the costs for inspecting, treating and cleaning potentially impacted areas the amounts of R\$ 575,709 on December 31, 2021 (R\$ 231,711 recognized as current liabilities and R\$ 343,998 as non-current liabilities), R\$ 297,094 on December 31, 2020 (R\$ 125,992 recognized as current liabilities and R\$ 171,102 as non-current liabilities) and R\$ 112,308 on December 31, 2019 (R\$ 60,913 recognized as current liabilities and R\$ 51,395 as non-current liabilities). The Company adopted assumptions and estimates to determine the amounts involved that could vary in the future due to the conclusion of the inspection and the assessment of the actual environmental impact at the time of the ultimate settlement. See Note 20 - Environmental Liabilities.

On December 31, 2021, the updated present value of the total remaining Environmental Liabilities in Brazil amounted to R\$ 261.9 million (R\$ 141.7 million on December 31, 2020).

Gerdau Ameristeel and MacSteel estimated cleaning costs based on a review of the corrective activities estimated for each known contaminated location. The final costs associated with such corrective actions are recorded at their estimated present value of the total remaining costs on December 31, 2021 of R\$ 313.8 million (R\$ 155.4 million on December 31, 2020), which are accounted for as liabilities in our Consolidated Financial Statements.

### ***Brazilian Environmental Legislation***

The Company's activities are subject to wide-sweeping Brazilian environmental legislation at the federal, state and municipal levels that encompass, among other aspects, the dumping of effluents, atmospheric emissions and the handling and final disposal of dangerous waste, as well as the obligation to obtain operating licenses for the installation and operation of potentially polluting activities.

Brazilian environmental legislation provides for the imposition of criminal and administrative liabilities on individuals and legal entities that commit environmental crimes or infractions, as well as for the obligation to repair the environmental damage caused. Although the Company has never suffered any environmental penalties that could have a significant impact on its business, potential environmental crimes or infractions could subject the Company to penalties that include:

- fines that at the administrative level could reach as high as R\$ 50 million, and that could be influenced by the wrongdoer's economic capacity and past record, as well as the severity of the facts and prior history, that could be potentially doubled or tripled in case of repeat offenders;
- suspension of or interference in the activities of the respective enterprise; and
- loss of benefits, such as the suspension of government financing and the inability to qualify for public bidding processes and tax breaks.

The application of environmental liability in criminal sphere depends on evidence of intent (intention) or fault (negligence and/or recklessness) and, is considered subjective. Therefore, individuals only would be prosecuted or convicted to the extent of their action, intention or fault. In the case of the administrative sphere, recent judicial precedents provide for subjective environmental liability as well, although most environmental agencies apply administrative environmental liability regardless of proof of intent or fault.

In the civil sphere, environmental damage results in joint and several liability as well as strict liability. This means that the obligation to repair the environmental damage may affect all those directly or indirectly involved, regardless of intent or fault. In this case, acknowledging the causal link between the action and the damage is enough to imputation of civil responsibility. As a result, hiring of outsourced companies to intervene in its operations to perform services such as final disposal of solid waste does not exempt the Company from liability for any environmental damage that may occur.

Environmental legislation also provides for piercing the corporate veil, affecting shareholder assets, whenever the lack of solvency of a entity represents an impediment to recovery of environmental damages.

### ***North American Environmental Legislation***

The Company is required to comply with a complex and evolving body of Environmental, Health and Safety Laws (EHS Laws) concerning, among other things, air emissions, discharges to soil, surface water and groundwater, noise control, the generation, handling, storage, transportation and disposal of toxic and hazardous substances and waste, the clean-up of contamination, indoor air quality and worker health and safety. These EHS Laws vary by location and can fall within federal, provincial, state or municipal jurisdictions.

Most EHS Laws are of general application but result in significant obligations in practice for the steel sector. For example, the Company is required to comply with a variety of EHS Laws that restrict emissions of air pollutants, such as lead, particulate matter and mercury. Because the Company's manufacturing facilities emit significant quantities of air emissions, compliance with these laws does require the Company to make investments in pollution control equipment and to report to the significant government authority if any air emissions limits are exceeded. The government authorities typically monitor compliance with these limits and use a variety of tools to enforce them, including administrative orders to control, prevent or stop a certain activity; administrative penalties for violating certain EHS Laws; and regulatory prosecutions, which can result in significant fines and (in rare cases) imprisonment. The Company is also required to comply with a similar regime with respect to its wastewater. EHS Laws restrict the type and amount of pollutants that Company facilities can discharge into receiving bodies of waters, such as rivers, lakes and oceans, and into municipal sanitary and storm sewers. Government authorities can enforce these restrictions using the same variety of tools noted above.

The Company has installed pollution control equipment at its manufacturing facilities to address these emissions and discharge limits and has an environmental management system in place designed to reduce the risk of non-compliance.

### ***Environmental Permits***

According to Brazilian environmental legislation, the proper functioning of activities considered effectively or potentially polluting or that in some way could cause environmental damage requires environmental licenses. This procedure is necessary for both the activity's initial installation and operating phases as well as for its expansion phases, and these licenses must be renewed periodically.

The Brazilian Institute for the Environment and Renewable Resources (IBAMA) has jurisdiction to issue licenses for projects with national or regional environmental impacts. In all other cases, the state environmental agencies have jurisdiction, and, in the case of local impact, the municipal agencies have jurisdiction.

Environmental licensing of activities with significant environmental impacts is subject to a Prior Environmental Impact Study and respective Environmental Impact Report (EIA/RIMA), as well as the implementation of measures to mitigate and compensate for the environmental impact of the project.

In most cases that involve significant environmental impact, the licensing process includes the issuance of three licenses: Pre-License (LP), Installation License (LI) and Operational License (LO). These licenses are issued in accordance with each phase of project implementation, and maintaining their validity requires compliance with the requirements established by the environmental licensing agency. The failure to obtain an environmental license, regardless of whether or not the activity is actually harming the environment, is considered an environmental crime and an administrative infraction, and may subject the wrongdoer to administrative fines, at the federal level (subject to being doubled or tripled in the case of repeat violations), a Environmental legislation also provides for piercing the corporate veil, affecting shareholder assets, whenever the lack of solvency of an entity represents an impediment to recovery of environmental damages and the suspension of operations. The Operational License (LO) must be renewed periodically.

The Company's operations currently comply with all legal requirements related to environmental licenses. However, any delay or refusal on the part of environmental licensing agencies to issue or renew these licenses, as well as any difficulty on its part to meet the requirements established by these environmental agencies during the course of the environmental licensing process, could jeopardize or even impair the installation, operation and expansion of new and current projects.

### ***Sustainability Strategy***

In 2019, the Company engaged in a review of materiality through which it determined the most significant material issues to guide our strategy and management initiatives and guide the way in which we communicate with our stakeholders and society in

general. One of the issues identified as most significant was “Mitigation and adaptation to climate change”. Carbon emissions are a key issue in the debate on climate change and a sensitive point for the steel industry, given the level of emissions from its production facilities in relation to the industrial sector as a whole.

The Company defines its risk management guideline and procedure based on business analysis, including issues related to climate change and the ESG Scorecard indicators. Industry trends that can impact business in the short-, medium- and long-term, as well as environmental, social and governance factors, image and legislation are assessed.

The identified risk factors related to climate change are related to unexpected interruptions in the production capacity of the Company's main units and facilities that would increase production costs, reducing sales and earnings in the affected period. Risks such as:

- Reduced availability of electricity arising from a period of water crisis: the production of crude steel is an electricity-consuming process, especially in steel mills that use electric arc furnaces. Electricity is an important component for the production of these units, as is natural gas, although to a lesser extent. Electricity cannot be replaced by another energy source in the Company's mills and rationing or interruptions in supply can affect the production of these units.
- Fires or severe weather conditions: Unforeseen periods of drought can impair the performance of our forest areas, reducing the availability of the bio-reducer for our operating units that use this input; Floods can result in unforeseen periods of production stoppage, among others.
- Water shortage resulting from a period of water crisis: Reduction of water withdrawal for the production process, leading to a reduction in production.

Such risks would increase production costs, reducing sales and earnings in the affected period as a result of unexpected events. As a consequence, the Company is susceptible to periods of stoppage or reduction of production in the steel mills, which may also occur in the future. Interruptions in production capacity may adversely affect Gerdau's productivity and operating results. In addition, any interruption in production capacity may require additional troubleshooting expenses which would impact the Company's cash flow. As a result, long business interruptions can also damage the Company's reputation and lead to the loss of customers, which can have a negative impact on business, results of operations and cash flows.

In 2021, the Company prepared the GHG inventory of all of its global industrial units (base year, 2020). The data has been audited by an outsourced company and action plans have been identified for the continuous improvement of the process. In 2021, the Company reported this data from its Brazil, United States and Canada units operations to the “Carbon Disclosure Project” Climate Change module of the CDP, a non-profit entity that compiles and reviews data on GHG and climate change, where it received the B score, a score higher than the regional average for South America and the sector, reinforcing the Company's commitment to the sustainability of its operations, in line with the ESG criteria.

With the support of specialized consultants, we study the scenarios of productive and technological changes with the lowest effective carbon cost to define goals and guide our strategy. Consistent with this, the Company adopted the MACC “Marginal Cost Curve Abatement” and structured and published on February 1, 2022 the goal of reducing greenhouse gas emissions related to scope 1 and 2 by 2031, from 0.93 t of CO<sub>2</sub>e per ton of steel produced to 0.83 t of CO<sub>2</sub>e per ton of steel produced, a level that will leave us with a volume of emissions less than half the world average for the steel sector, which today is 1.89 t of CO<sub>2</sub>e according to the World Steel Association.

Gerdau's production model and efforts for over a century have placed the Company at the vanguard on the issue of greenhouse gas emissions. Currently, we have one of the lowest emission averages in the steel industry, which is equivalent to approximately half of the global industry average.

- 73% of the steel we produce comes from recycling of ferrous scrap: Gerdau S.A. is the largest recycler in Latin America, transforming 11 million tonnes of scrap into steel. This enables us to save natural resources and reduce energy consumption and greenhouse gas emissions.
- World's largest charcoal producer: The Company has more than 250,000 hectares of forests. Our planted forests are sources of renewable raw material in the production of charcoal, a bioreducer used to produce pig iron, resulting in decreased emissions of greenhouse gases.
- High gas reuse level: Currently, we are leaders in managing greenhouse gases and being renowned as a benchmark for industry entities. Our constant efforts include the use of renewable sources, recycling, reduction of raw material consumption and energy efficiency.

Our reduction from 0.93t CO<sub>2</sub>e / t steel (base year 2020) to 0.83t CO<sub>2</sub>e / t steel, by 2031, in scopes 1 and 2 prioritizes:

- Greater energy and operational efficiency;
- Higher use of scrap;
- Expansion of our forestry base and renewable energy sources; and
- Investment on new technologies and open innovation.

With this reduction, we are reaching a new level, at which the global steel industry would have to cut about 50% its current greenhouse gas emissions to reach it. In 2031, once we achieve this target, the Company will be in a further strategic position among the world's most efficient steel producers in terms of greenhouse gas emissions.

The Company aims to be carbon neutral by 2050, for this, disruptive technologies are necessary in steel production, which are not yet economically and operationally feasible on an industrial scale. To contribute to this scenario, we continue to study and collaborate with diverse partners and entities in the sector to seek low carbon solutions.

Public policies and measures to reduce greenhouse gas emissions from industrial processes will also be necessary. Our efforts are also dedicated to clean and renewable energy solutions. The Company has already announced the construction of a solar complex in Brazil. Moreover, we will continue to streamline our production processes and invest in new energy matrices and open innovation.

#### ***Areas of permanent forest preservation and legal reserves***

Some activities of the Company, mainly those involving reforestation to produce thermal-reducer used in its industrial units, are subject to the Brazilian Forest Code.

The Code determines that some areas, due to their importance for the preservation of the environment and water resources, are considered permanent preservation areas (APP), such as, for example, areas adjacent to rivers or natural or artificial reservoirs, hill tops and slopes hills with a slope greater than 45°. At Gerdau's forestry units, permanent preservation areas are an integral part of the business, being protected and in compliance with the legislation.

Moreover, depending on the region where the property is located, the Code requires rural land owners to restore and preserve between 20%, 35% or 80% of areas containing native vegetation. The maintenance of these percentages of native vegetation is important because it guarantees the preservation of the local natural vegetation, perpetuating the genetic resources and the biodiversity of each Brazilian biome. Gerdau maintains its Legal Reserve areas preserved and in accordance with governing legislation.

#### **ITEM 4A. UNRESOLVED SEC STAFF COMMENTS**

The Company has no unresolved comments from the staff of the U.S. Securities and Exchange Commission with respect to its annual report under the Securities Exchange Act.

#### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

The following discussion of the Company's financial condition and results of operations should be read in conjunction with the Company's audited Consolidated Financial Statements of financial position as of December 31, 2021 and 2020 and for each year in the three year period ended December 31, 2021, included in this Annual Report that have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the IASB, as well as with the information presented under "Presentation of Financial and Other Information" and "Selected Financial and Other Information of Gerdau".

For a discussion of the Company's financial condition and results of operations as of December 31, 2019, see "Item 5. Operating and Financial Review and Prospects" contained in the Company's [Annual Report on Form 20-F for the year ended December 31, 2020 \(File No. 001-14878\), filed with the SEC on April 21, 2021](#). Such information is not incorporated by reference into this Annual Report.

The following discussion contains forward-looking statements that are based on management's current expectations, estimates and projections and that involve risks and uncertainties. The Company's actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including those described in the sections "Forward-Looking Statements" and "Risk Factors".

The primary factors affecting the Company's results of operations include:

- Economic and political conditions in the countries in which Gerdau operates, especially Brazil and the U.S.;
- The fluctuations in the exchange rate between the Brazilian *real* and the U.S. dollar;
- The cyclical nature of supply and demand for steel products both inside and outside of Brazil, including the prices for steel products;
- The Company's level of exports; and
- The Company's production costs.

### **Brazilian Economic Conditions**

The Company's results and financial position depend largely on the situation of the Brazilian economy, most notably economic growth and its impact on steel demand, financing costs, the availability of financing and the exchange rates between Brazilian and foreign currencies.

Since 2003, the Brazilian economy has become more stable, with significant improvement in the main indicators. The continuity of the macroeconomic policies focused on tax matters, the inflation-targeting system, the adoption of a floating foreign exchange rate, the increase in foreign investment and compliance with international financial agreements, including the full repayment of debt with the International Monetary Fund, contributed to the improved economic conditions in Brazil.

In 2021, Brazilian GDP increased 4.7% (equivalent to US\$ 8.6 trillion Nominal GDP) driven to services, industry and agribusiness sectors. Inflation, as measured by the IPCA index, was 10.1%. The average CDI rate in the year was 4.4%. The Brazilian *real* depreciated by 7% against the U.S. dollar, ending the year at R\$ 5.58 to US\$ 1.00.

In 2020, Brazilian GDP decreased 4.1 % (equivalent to US\$ 7.4 trillion Nominal GDP) mainly as a result of the COVID-19 pandemic. Inflation, as measured by the IPCA index, was 10.1%. The average CDI rate in the year was 2.75%. The Brazilian *real* depreciated by 29% against the U.S. dollar, ending the year at R\$5.20 to US\$1.00.

In 2019, Brazilian GDP increased by 1.1% (equivalent to US\$ 1.9 trillion Nominal GDP). Inflation, as measured by the IPCA index, was 4.3%. The average CDI rate in the year was 4.4%. The Brazilian *real* depreciated by 4.0% against the U.S. dollar, ending the year at R\$4.03 to US\$1.00.

Moreover, a significant portion of the Company's debt denominated in Brazilian *reais* is subject to interest at the CDI and TJLP rates, which are affected by many factors including inflation in Brazil. Another portion of the Company's debt, denominated in Brazilian *reais*, is indexed to general-inflation indexes, generally the IGP-M index. Therefore, higher inflation may result in increases in the Company's financial expenses and debt service obligations.

The interest rates that the Company usually pays depend on a variety of factors such as; movements on the interest rates, which can be driven by inflation; ratings given by the credit rating agencies that assess the Company; as well as the Company's debt securities that are traded in the secondary market, as bonds. The Company's debt obligations with floating interest rates, exposes the Company to market risks from changes in the CDI rate, IGP-M index and LIBOR. To reduce its exposure to interest rate risk, the Company seeks from time to time to enter into hedging arrangements to mitigate fluctuations in these rates, such as LIBOR.

## [Table of Contents](#)

The table below presents GDP growth, inflation, interest rates and the foreign exchange rate between the U.S. dollar and the Brazilian *real* for the periods shown.

	2021	2020	2019
Actual GDP growth	4.7 %	(4.1)%	1.1 %
Inflation (IGP-M) (1)	17.8 %	23.2 %	7.3 %
Inflation (IPCA) (2)	10.1 %	4.5 %	4.3 %
CDI rate (3)	4.4 %	2.8 %	4.4 %
6-month LIBOR	0.34 %	0.2 %	1.9 %
Depreciation (appreciation) in the Brazilian <i>real</i> against the U.S. dollar	6.88 %	29.0 %	4.0 %
Foreign exchange rate at end of year — US\$ 1.00	R\$ 5.5805	R\$ 5.1967	R\$ 4.0307
Average foreign exchange rate — US\$ 1.00 (4)	R\$ 5.3950	R\$ 5.1578	R\$ 3.9461

Sources: Getúlio Vargas Foundation, Central Bank of Brazil and Bloomberg

(1) Inflation as measured by the General Market Price index (IGP-M) published by the Getúlio Vargas Foundation (FGV).

(2) Inflation as measured by the Board Consumer Price Index (IPCA) measured by Brazilian Institute of Geography and Statistics (IBGE).

(3) The CDI rate is equivalent to the average fixed rate of interbank deposits recorded during the day in Brazil (annualized monthly cumulative figure at end of period).

(4) Average of the foreign exchange rates, according to the Brazilian Central Bank, on the last day of each month in the period indicated.

### U.S. Economic Conditions

In view of the size of the Company's operations in the United States, U.S. economic conditions have a significant effect on the Company's results, particularly with regard to U.S. economic growth and the related effects on steel demand, financing costs and the availability of credit.

In 2021, according to the IMF (International Monetary Fund) the U.S. Real GDP increased by 10.0%. Inflation, as measured by the CPI, was 7%. The average Fed Funds rate (the interest rate established by the U.S. Federal Reserve) was 0.25%.

In 2020, according to the IMF (International Monetary Fund) the U.S. Real GDP decreased by 2.3%. Inflation, as measured by the CPI, was 1.4%. The average Fed Funds rate (the interest rate established by the U.S. Federal Reserve) was 0.25%.

In 2019, according to the IMF (International Monetary Fund) the U.S. Real GDP grew by 2.3%. Inflation, as measured by the CPI, was 1.4%. The average Fed Funds rate (the interest rate established by the U.S. Federal Reserve) was 1.8%.

The table below presents actual U.S. Real GDP growth, inflation and interest rates for the periods indicated.

	2021	2020	2019
Actual Real GDP growth (1)	10.0 %	(2.3)%	2.3 %
Inflation (CPI) (2)	7 %	1.4 %	1.4 %
Fed Funds (3)	0.25 %	0.25 %	1.8 %

Sources: International Monetary Fund and Federal Reserve Statistical Release

(1) Real GDP growth (annual percent change) published by the International Monetary Fund (IMF).

(2) Consumer price index, average of consumer prices (annual percent change) published by the International Monetary Fund (IMF). The CPI is a survey of consumer prices for all urban consumers.

(3) Fed Funds corresponds to the interest rate set by the U.S. Federal Reserve.

### Impact of Fluctuations in Exchange Rates

Gerdau's results and its financial position are largely dependent on the state of the Brazilian economy, notably (i) economic growth and its impact on steel demand, (ii) financing costs and the availability of financing, and (iii) the rates of exchange between the Brazilian *real* and foreign currencies.



A portion of Gerdau's trade accounts receivable, trade accounts payable and debt is denominated in currencies other than the respective functional currencies of each subsidiary. The functional currency of the Brazilian operating subsidiaries is the Brazilian *real*. Brazilian subsidiaries have some of their assets and liabilities denominated in foreign currencies, mainly the U.S. dollar.

The foreign exchange effect on translation of foreign subsidiaries is recorded directly in shareholders' equity. Foreign exchange gains and losses on transactions, including the exchange gains and losses on some non-*real* denominated debt of the subsidiaries in Brazil are recognized in the statement of income. However, gains and losses from debts contracted for acquisition of overseas investments are designated as a hedge of net investment in foreign subsidiaries and are also recorded directly in shareholders' equity. The operations of Gerdau in Brazil have both liabilities and assets denominated in foreign currency, with the amount of assets exceeding the amount of liabilities. The effect of the valuation of the Brazilian *real* versus other currencies (mainly the U.S. dollar) has a net positive effect in our shareholders' equity.

### The cyclical nature of supply and demand for steel products including the prices of steel products

The prices of steel products are generally sensitive to changes in world and local demand, which in turn are affected by economic conditions in the world and in the specific country. The prices of steel products are also linked to available installed capacity. Most of the Company's long rolled steel products, including rebars, merchant bars and common wire rods, are classified as commodities. However, a significant portion of the Company's long rolled products, such as special steel, wire products and drawn products, are not considered commodities due to differences in shape, chemical composition, quality and specifications, with all of these factors affecting prices. Accordingly, there is no uniform pricing for these products.

International steel prices have experienced ups and downs throughout the last several years. From 2017 until 2021, the Turkish Rebar average price (the measure most used in the market, since the turmoil in the world economy after the 2008 crisis, when CIS prices skyrocketed to US\$ 1,205), was US\$ 476 in 2017, US\$ 535 in 2018 then US\$ 450 in 2019. In 2021, the year's average price was substantially higher compared to 2020, going to US\$ 682 from US\$ 445, following the increase in the cost of raw materials and the growth of consumption.

*Export levels* — during periods of lower domestic demand for the Company's products, the Company actively pursues export opportunities for its excess production in order to maintain capacity utilization rates and shipments. During periods of higher domestic demand for its products, export sales volumes may decline as the Company focuses on satisfying domestic demand. Gerdau exports products from Brazil to customers in other continents with whom we have long-established commercial relations. In 2021, exports were 13% lower than 2020, going from 825 to 714 million tonnes, which represented 12.4% of total shipments from Brazil operations. Export revenue totaled R\$ 2,933 million in 2021 (R\$ 2,018 million in 2020).

*Production costs* — raw materials account for the highest percentage of the Company's production costs. Metallic inputs, which includes scrap, pig iron, iron ore, coke and metallic alloys, represented approximately 57.3% of production costs in 2021, while Energy and Reducing Agents, which represents the cost of coal, electricity, oxygen, natural gas and fuel oil, accounted for 11.2%. Personnel totaled 14.8% of production costs and Specific Materials, which includes refractories, electrodes, rolling cylinders, rollers, guides, carburants and lime, were 8.2% of total production costs. The table below presents the production costs breakdown by business segment:

### Production Costs Breakdown in 2021, 2020 and 2019 (%)

% of costs	Consolidated			Brazil Business Segment			North America Business Segment			South America Business Segment			Special Steel Business Segment		
	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019
Personnel	14.8	18.9	17.8	14.6	17.3	18.1	13.9	17.9	17.9	9.3	13.1	10.8	19.9	26.8	20.1
Maintenance	5.2	6.4	6.5	4.9	5.8	6.0	5.9	7.6	8.0	3.5	4.3	3.9	4.9	5.5	5.5
Depreciation	3.2	4.6	4.2	5.1	6.1	5.8	1.8	3.1	2.9	1.4	2.7	2.0	3.8	6.2	5.0
Metallic Inputs	57.3	44.6	44	45.2	32.4	28.2	65.5	53.5	52.2	75	62.1	69.1	52.6	38.6	45.3
Energy and Reducing Agents	11.2	14.3	16	21.8	28.0	31.8	4.9	6.1	6.6	6.6	11.0	8.6	8.6	9.8	9.4
Specific Materials	8.2	11.2	10.5	8.5	10.4	10.1	8.0	11.8	12.5	4.2	6.8	5.7	10.2	13.1	14.7

### Significant events affecting financial performance during 2021 and 2020

According to the World Steel Association (worldsteel), steel production came to 1.9 billion tonnes in 2021, up 3.7% from 2020. The highlight was the Americas, where Gerdau's operations are located, which reported growth of over 15% in 2021 compared to 2020. In this scenario, Gerdau produced 13.3 million tonnes of steel in 2021, up 9% from the previous year. Gerdau's shipments reached 12.7 million tonnes, generating net sales of R\$ 78.3 billion, 79% higher than in 2020. The Company's intense focus on operating efficiency translated into a strong net income of R\$ 15.6 billion in 2021.

In 2021, shipments to the industrial sector registered excellent performances in the agriculture, energy, machinery and highway equipment, capital goods and yellow line sectors, which benefited from demand in the domestic market, the location of the supplier base and opportunities in the export market given foreign exchange rates. Meanwhile, the infrastructure sector presented a positive scenario. Note that at end-2021, the Construction Industry Confidence Index (FGV) reached 96.7 points, up from 95.3 points in November. In North America, demand from the non-residential construction and industrial sectors remained at suitable levels. According to US Census Bureau, total investments in construction (CPIP- Construction Put-in-Place) grew by 10.6% in 2021, to US\$ 1.6 trillion. Note that the leading indicator for non-residential construction (ABI) recovered to strong expansion territory, reaching 52 points in December 2021. The industrial sector also remained strong, as shown by the Institute for Supply Management (ISM) index, which reached 59 points in December 2021 (near the 10-year record). In South America, steel production and shipments grew in 2021 compared to 2020, led by the good performance of the construction sector, which recovered to ideal levels in all countries of the sector. At last, Special Steel Business Operation, in Brazil, the heavy vehicle sector in 2021 registered its best performance since 2012. According to ANFAVEA, heavy vehicle production grew 74.6% in the year of 2021 compared with 2020, driven by robust activity in the construction, agribusiness and machinery and equipment sectors. In the United States and Canada, the oil and gas industry staged a recovery, with the total number of operating rigs in the U.S. reaching 604 on average in 2021, compared to 523 in 2020, according to Baker Hughes U.S. Rotary Rig Counts.

*COVID-19 Pandemic* – As mentioned before, 2020 was marked by the economic impacts caused by the novel coronavirus (COVID-19) pandemic. This unprecedented situation imposed constraints on many sectors of the economy, which suspended production, shipments, sales and services, etc.

As of the second half of March 2020, the COVID-19 pandemic affected the performance of the Company's Business Segments in terms of steel production and shipments, which resulted in the interruption of production in some steel mills. We gave priority to serving our clients, despite the production stoppages. In the Brazil BD, the mini mills resumed production during April and Blast Furnace 2 at the Ouro Branco Mill resumed production in July. In the North America BD, the mills continued to operate normally, with production levels gradually adjusting to the demand observed in the industry. The construction industry continues to show healthy demand. In the Special Steel BD, in Brazil and the United States, some of the various mini mills and rolling mills carried out scheduled stoppages, given the level of inventories and demand of each client. The automotive industries in the two countries adopted forced vacations during a certain period and have been gradually resuming their operations. In the South America BD, the operations continue with production levels gradually adjusting to the demand observed in the industry.

*Exchange rate* — The Company has designated a portion of its debt denominated in foreign currency and contracted by companies in Brazil as a hedge for a portion of the net investments in foreign subsidiaries. As a result, the effects from exchange variation gains or losses on the portion of debt designated for hedge accounting are also recognized in shareholders' equity, in accordance with IFRS. The subsidiaries that issued the debt are not subject to income taxes and as such there is no income tax effect on the exchange gains and losses on the debt. However, the subsidiaries have loaned the proceeds to other entities in Brazil with terms identical to those of the Ten-Year Bonds. The payable by the subsidiaries in Brazil to the foreign subsidiaries denominated in US dollars generates exchange gains (losses) that are taxable and results in income tax recognized in the income statement, while these exchange variances are eliminated in consolidation with the offsetting exchange gains (losses) recognized by the foreign subsidiaries.

Starting from April 1, 2012, with the objective of eliminating the tax effect from the exchange variance of these debts, the Company designated part of its debt in foreign currency as a hedge for a portion of the investments in subsidiaries located outside Brazil. As a result, the exchange variation generated on the operations of Ten/Thirty Years Bonds in the amount of US\$ 1.4 billion (equivalent to R\$ 7.8 billion as of December 31, 2021) (designated as hedges) is recognized in the Statement of Comprehensive Income.

## **A. Results of Operations**

The following presentation of the Company's operating results for the years ended on December 31, 2021 and 2020 is based on the Company's Consolidated Financial Statements prepared in accordance with the International Financial Reporting Standards (IFRS) included in this Annual Report. References to increases or decreases in any year or period are made in relation to the corresponding prior year or period, except where stated otherwise.

The table below presents information for various income statement items and are expressed in both reais and as a percentage of net sales for each of the respective years:

Year ended December 31, 2021 compared with year ended December 31, 2020.

**GERDAU S.A.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**In thousands of Brazilian reais (R\$)**

	For the year ended on				Horizontal Analysis 2021x2020
	December 31, 2021	Vertical Analysis 2021	December 31, 2020	Vertical Analysis 2020	
<b>NET SALES</b>	78,345,081	100.00 %	43,814,661	100.00 %	78.8 %
Cost of sales	(57,527,721)	(73.43)%	(37,884,102)	(86.46)%	51.9 %
<b>GROSS PROFIT</b>	20,817,360	26.57 %	5,930,559	13.54 %	251.0 %
Selling expenses	(715,830)	(0.91)%	(512,950)	(1.17)%	39.6 %
General and administrative expenses	(1,390,121)	(1.77)%	(1,017,435)	(2.32)%	36.6 %
Other operating income	979,760	1.25 %	1,763,684	4.03 %	(44.4)%
Other operating expenses	(460,029)	(0.59)%	(645,985)	(1.47)%	(28.8)%
Eletrobras compulsory loan recovery	1,391,280	1.78 %	—	—	—
Results in operations with subsidiary and joint ventures	(162,913)	(0.21)%	—	—	—
Impairment of financial assets	357	0.00 %	(64,132)	(0.15)%	(100.6)%
Impairment of non-financial assets	—	—	(411,925)	(0.94)%	—
Equity in earnings of unconsolidated companies	563,158	72 %	152,569	0.35 %	269.1 %
<b>INCOME BEFORE FINANCIAL INCOME (EXPENSES) AND TAXES</b>	21,023,022	26.83 %	5,194,385	11.86 %	304.7 %
Financial income	249,024	0.32 %	194,092	0.44 %	28.3 %
Financial expenses	(1,433,087)	(1.83)%	(1,448,461)	(3.31)%	(1.1)%
Bonds repurchase expenses	(264,687)	(0.34)%	(239,273)	(0.55)%	10.6 %
Tax credits monetary update	788,741	1.01 %	—	—	—
Exchange variations, net	(108,373)	(0.14)%	(204,291)	(0.47)%	(47.0)%
Gain and losses on financial instruments, net	17,928	0.02 %	(774)	0.00 %	(2,416.3)%
<b>INCOME BEFORE TAXES</b>	20,272,568	25.88 %	3,495,678	7.98 %	479.9 %
Current	(4,306,223)	(5.50)%	(908,051)	(2.07)%	374.2 %
Deferred	(407,407)	(0.52)%	(199,573)	(0.46)%	104.1 %
Income and social contribution taxes	(4,713,630)	(6.02)%	(1,107,624)	(2.53)%	325.6 %
<b>NET INCOME</b>	<u>15,558,938</u>	19.86 %	<u>2,388,054</u>	5.45 %	551.5 %

[Table of Contents](#)

Net sales by Segment (R\$million)	Year ended December 31, 2021	Year ended December 31, 2020	Year ended December 31, 2021 compared with year ended December 31, 2020
Brazil	34,758	17,753	96.8 %
North America	27,838	17,458	59.5 %
South America	6,857	3,832	79.0 %
Special Steel	10,980	6,096	80.1 %
Eliminations among companies	(2,088)	(1,324)	—
<b>Total</b>	<b>78,345</b>	<b>43,815</b>	<b>78.8 %</b>

In 2021, net sales came to R\$ 78.3 billion, up 79% from 2020, which were R\$ 43.8 billion, reflecting the global upcycle in commodity prices, as well as the higher volumes sold. The volumes in 2021 increased 11% compared to 2020, where 12.7 million tonnes were sold and in 2020 11.5 million tonnes were sold. Another factor that contributed to the trend was the 5% depreciation in the Brazilian real against the U.S. dollar, which was reflected in our sales in the various geographies where we operate, especially in the North America BD, as well as in our exports from Brazil. Both the construction and industry sectors, when the company operates, experienced growth compared to the year 2020.

In the Brazil Business Segment net sales registered R\$ 34.7 billion, a growth of 96%, practically twice the net sales reported in 2020, which were R\$ 17.7 billion. The result was due to increase in volume of sales, which were 5.7 million tonnes in 2021 and 5.2 million tonnes in 2020. The sales in domestic market for construction sector and industry, mainly for heavy vehicles and increases on prices were the main factors for the net sales results.

In the North America Business Segment, net sales were R\$ 27.8 billion, increased 59% compared to 2020 which were R\$ 17.5 billion, mainly due to the substantial variation in the metals spread (above 75%) and the 5% appreciation in the average U.S. dollar against Brazilian real in the period. The sales in 2021 were 4.5 million tonnes, 3% higher than 2020, which were 4.3 million tonnes.

In the South America Business Segment, net sales were R\$ 6.9 billion, compared to R\$ 3.8 billion in 2020, an increase of 82% in the period due to increase in volume of sales and the effects of exchange rate variation that increased amounts converted into R\$. The sales in 2021 had an increase in sales volume of 30% when compared to 2020, in which the segment sold 1.3 million tonnes in 2021 and 1.0 million tonnes in 2020. Cost of goods sold rose 77% from 2020, reflecting the 67% increase in the scrap price in the period.

In the Special Steel Business Segment, net sales were R\$ 11.0 billion while in 2020 were R\$ 6.1 billion, an increase of 80% in 2021 compared to 2020, reflecting an increase in volume of sales in the period, especially for heavy vehicles, which consume 10 times more steel than light vehicles. The total volume sold was 1.7 million tonnes in 2021 and 1.3 million tonnes in 2020, an increase of 31% in 2021 compared to the year of 2020.

**Cost of goods sold and Gross Profit**

Net sales, Cost of goods sold and Gross Profit(*)	Year ended December 31, 2021		Year ended December 31, 2021 compared with year ended December 31, 2020
	2021	2020	2020
<b>Brazil</b>			
Net sales (R\$million)	34,758	17,753	95.8 %
Cost of goods sold (R\$million)	(22,496)	(14,180)	58.6 %
Gross profit (R\$million)	12,262	3,573	243.2 %
Gross margin (%)**	35.3 %	20.1 %	
<b>North America</b>			
Net sales (R\$million)	27,838	17,458	59.5 %
Cost of goods sold (R\$million)	(22,417)	(16,213)	38.3 %
Gross profit (R\$million)	5,421	1,246	335.1 %
Gross margin (%)**	19.5 %	7.1 %	
<b>South America</b>			
Net sales (R\$million)	6,857	3,831	79.0 %
Cost of goods sold (R\$million)	(5,333)	(3,015)	76.9 %
Gross profit (R\$million)	1,524	816	86.8 %
Gross margin (%)**	22.2 %	21.3 %	
<b>Special Steel</b>			
Net sales (R\$million)	10,980	6,096	80.1 %
Cost of goods sold (R\$million)	(9,427)	(5,795)	62.7 %
Gross profit (R\$million)	1,553	302	414.2 %
Gross margin (%)**	14.1 %	5.0 %	
<b>Eliminations among companies</b>			
Net sales (R\$million)	(2,088)	(1,323)	
Cost of goods sold (R\$million)	2,145	1,319	
Gross profit (R\$million)	57	(6)	
<b>Total</b>			
Net sales (R\$million)	<b>78,345</b>	<b>43,815</b>	<b>78.8 %</b>
Cost of goods sold (R\$million)	<b>(57,528)</b>	<b>(37,884)</b>	<b>51.9 %</b>
Gross profit (R\$million)	<b>20,817</b>	<b>5,931</b>	<b>251.0 %</b>
Gross margin (%)**	<b>26.6 %</b>	<b>13.5 %</b>	

In 2021, cost of goods sold increased 52% in comparison with 2020, to R\$ 57.5 billion, driven by increases in the costs of key raw materials used by the Company, notably the 140% increase in iron ore prices and the 69% increase in scrap prices. Increases in raw materials directly impact production in the integrated route, mainly iron ore. To mini mills production, the impact is based on scrap.

In the Brazil Segment, cost of goods sold increased 56% compared to 2020, reflecting the sharp rise in raw material costs, such as the price increases of 162% in iron ore and 86% in scrap.

In the North America Segment, cost of goods sold increased in 2021 compared to 2020, due to the 65% increase in the scrap price.

In the South America Segment, cost of sales rose 77% from 2020, reflecting the 67% increase in the scrap price in the period.

In the Special Steel Segment, cost of goods sold increased 67%, affected by the higher prices of the key raw materials used to make special steels. The scrap price increased by 45% in 2021 compared to 2020.

***Selling, General and Administrative Expenses***

Operating Expenses(*) (R\$million)	2021	2020	Year ended December 31, 2021 compared with year ended December 31, 2020
Selling expenses	716	513	39.6 %
General and administrative expenses	1,390	1,017	36.7 %
<b>Total</b>	<b>2,106</b>	<b>1,530</b>	<b>37.7 %</b>
Net sales	78,345	43,815	78.8 %
<b>% net sales</b>	<b>2.7 %</b>	<b>3.5 %</b>	

(\*) The information does not include data from joint ventures and associate companies.

Over the last two years, the Company has been working to optimize its management of expenses and to reduce them as a ratio of revenue. Every year the other operating income and other operating expenses are evaluated to maintain low percentages in relation to net income.

***Eletrobras compulsory loan recovery***

The Company obtained final favorable and unappealable decisions on the merit of Eletrobras compulsory loan, which combined with judicial deposit/payment made by Eletrobras of the amount of the sentence determined by the Judiciary Branch of the State of Rio Janeiro, implied the recognition by the Company, in 2021, of gain in the statement of income in the amount of R\$ 1,391,280, net of fees and related expenses.

***Operating Income before Financial Result and Taxes***

Operating income before financial result and taxes was R\$ 21,023 million in 2021, compared to income of R\$ 5,194 million in 2020. This increase was mainly attributable to the increase in net sales in amounts higher than the increase in cost of sales, which resulted in a higher gross profit and a higher Operating income before financial result and taxes.

Financial Income, Financial Expenses, Exchange Variation, net and Gains and Losses on Derivatives, net (R\$million)	2021	2020	Year ended December 31, 2021 compared with year ended December 31, 2020
Financial income	249	194	28.3 %
Financial expenses	(1,433)	(1,448)	(1.1)%
Bonds repurchase expenses	(265)	(239)	10.7 %
Tax Credits Monetary update	789		
Exchange variation, net	(108)	(204)	(47.0)%
Gains and losses on derivatives, net	18	(0.8)	(2,416.3)%
<b>Total</b>	<b>(750)</b>	<b>(1,699)</b>	<b>(55.8)%</b>

In 2021, the net financial expense was reduced mainly due to the recognition of monetary update on tax credits as a result of favorable decisions on lawsuits during the year. In addition, as part of the Company's liability management strategy, the Company reduced its financial expenses as a result of reduction in the gross debt and also increased financial income as result of higher interests obtained in its short-term investments.

***Income and Social Contribution Taxes***

Income tax and social contribution expense of R\$ 4,714 million was recognized in 2021 compared to an expense of R\$ 1,108 million in 2020. The increase in the expense amount in the income and social contribution taxes of 2021 when compared to 2020 is

[Table of Contents](#)

mainly related to the significant increase in the income before taxes in 2021, which resulted in a higher income tax and social contribution expense. In addition, increase in profits in countries with higher income tax rates also contributed to the increase in this expense.

**Net Income**

Net income of R\$ 15.6 billion in 2021 was 552% higher than 2020, mainly related to increase in sales volumes and pricing.

**B. Liquidity and Capital Resources**

The table below presents information for the cash flow of the respective years:

**GERDAU S.A.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
In thousands of Brazilian reais (R\$)**

	For the year ended on		Horizontal analysis 2021x2020
	December 31, 2021	December 31, 2020	
<b>Cash flows from operating activities</b>			
Net income for the year	15,558,938	2,388,054	551.5 %
Adjustments to reconcile net income for the year to net cash provided by operating activities			
Depreciation and amortization	2,658,561	2,499,104	6.4 %
Impairment of non-financial assets	—	411,925	—
Equity in earnings of unconsolidated companies	(563,158)	(152,569)	269.1 %
Exchange variation, net	108,373	204,291	(47.0)%
Losses (Gains) on financial instruments, net	(17,928)	774	(2,416.8)%
Post-employment benefits	255,477	203,689	25.4 %
Long-term incentive plans	65,289	62,801	4.0 %
Income tax	4,713,630	1,107,624	325.6 %
(Gains) Losses on disposal of property, plant and equipment, net	(77,417)	(18,482)	318.9 %
Results in operations with subsidiary and joint ventures	162,913	—	—
Impairment of financial assets	(357)	64,132	(100.6)%
Provision (reversal) of tax, civil, labor and environmental liabilities, net	125,641	477,518	(73.7)%
Tax credits recovery	(1,182,082)	(1,358,744)	(13.0)%
Interest income on short-term investments	(170,671)	(99,359)	71.8 %
Interest expense on loans	1,059,841	1,022,460	3.7 %
Interest on loans with related parties	(6,089)	(8,277)	(26.4)%
Reversal of net realisable value adjustment in inventory	(2,812)	(40,697)	(93.1)%
	<u>22,688,149</u>	<u>6,764,244</u>	<u>235.4 %</u>
<b>Changes in assets and liabilities</b>			
Increase in trade accounts receivable	(1,614,047)	(527,722)	205.9 %
Increase in inventories	(7,704,329)	(428,263)	1699.0 %
Increase in trade accounts payable	2,534,329	1,014,800	149.7 %
Increase in other receivables	290,658	369,076	(21.2)%
(Decrease) Increase in other payables	(317,658)	182,934	(273.6)%
Dividends from joint ventures	117,438	94,937	23.7 %
Purchases of short-term investments	(3,010,084)	(3,224,158)	(6.6)%
Proceeds from maturities and sales of short-term investments	3,595,212	3,924,799	(8.4)%
<b>Cash provided by operating activities</b>	<u>16,579,668</u>	<u>8,170,647</u>	<u>102.9 %</u>
Interest paid on loans and financing	(1,100,826)	(1,079,981)	(1.9)%
Interest paid on lease liabilities	(68,789)	(61,727)	11.4 %
Income and social contribution taxes paid	(2,893,120)	(621,033)	365.9 %
<b>Net cash provided by operating activities</b>	<u>12,516,933</u>	<u>6,407,906</u>	<u>95.3 %</u>
<b>Cash flows from investing activities</b>			
Purchases of property, plant and equipment	(3,026,023)	(1,650,778)	83.3 %
Proceeds from sales of property, plant and equipment, investments and other intangibles	82,635	61,275	34.9 %
Purchases of other intangibles	(166,310)	(154,250)	7.8 %
Capital decrease (increase) in joint venture	113,595	(42,782)	(365.5)%
Payment for business combination	—	(442,542)	—
<b>Net cash used in investing activities</b>	<u>(2,996,103)</u>	<u>(2,229,077)</u>	<u>34.4 %</u>
<b>Cash flows from financing activities</b>			
Dividends and interest on capital paid	(5,339,426)	(274,815)	1,842.9 %
Proceeds from loans and financing	609,703	3,120,745	(80.5)%
Repayment of loans and financing	(5,116,621)	(5,084,028)	0.6 %
Leasing payment	(275,854)	(247,914)	11.3 %
Intercompany loans, net	139,556	(7,777)	(1,894.5)%
<b>Net cash used in financing activities</b>	<u>(9,982,642)</u>	<u>(2,493,789)</u>	<u>300.3 %</u>
Exchange variation on cash and cash equivalents	5,262	290,512	(98.2)%
(Decrease) Increase in cash and cash equivalents	(456,550)	1,975,552	(123.1)%
Cash and cash equivalents at beginning of year	4,617,204	2,641,652	74.8 %
<b>Cash and cash equivalents at end of year</b>	<u>4,160,654</u>	<u>4,617,204</u>	<u>(9.9)%</u>

**Net cash provided by operating activities**

In 2021, net cash from operating activities increased 95.3% compared to 2020, due to improvements in the business environment, which resulted in increases in net income and as a consequence increases in operating cash generation, even considering a significant cash consumption through inventory acquisitions to better meet the increased demand of products.

### *Cash conversion cycle*

In December 2021, the cash conversion cycle was 60 days compared to 49 days in December 2020. This increase was mainly related to a higher amount of inventories, which was increased to better meet demand of the Company's products. In addition, accounts receivable and accounts payable already increased due to the business environment of the year.

### *Net cash used in investing activities*

Net cash used in investing activities increased 34.4% in 2021 when compared to 2020, mainly due to increase in investment in property, plant and equipment.

### *Net cash used in financing activities*

Net cash used in financing activities increased 300.3% in 2021, when compared to 2020, mainly due to payments of dividends and interest on capital as a result of increase in net income in 2021.

### **Indebtedness**

The Company's debt is used to finance investments in fixed assets, including the modernization and technological upgrade of its plants and the expansion of installed capacity, as well as for working capital, acquisitions and, depending on market conditions, short-term financial investments.

- 
- (1) *Working capital*: trade accounts receivable, plus inventories, less suppliers (based on the balance of each account at the end of the year).  
(2) *Cash conversion cycle*: working capital, divided by net sales (of the last three months as of the date presented), multiplied by 90.

The following table profiles the Company's debt and debentures as of the years ended December 31, 2021 and 2020 (in thousands of Brazilian reais):

	2021	2020
<b>SHORT-TERM:</b>	<b>1,766,493</b>	<b>1,431,506</b>
Total short-term debt	234,537	1,424,043
Debentures	1,531,956	7,463
<b>LONG-TERM:</b>	<b>12,273,200</b>	<b>16,083,845</b>
Total long-term debt	10,875,249	13,188,891
Debentures	1,397,951	2,894,954
<b>TOTAL DEBT:</b>	<b>14,039,693</b>	<b>17,515,351</b>
<b>Total cash and cash equivalents and short-term investments</b>	<b>6,786,866</b>	<b>7,658,347</b>
In R\$	3,064,471	4,345,415
Companies abroad	3,722,395	3,312,925
<b>NET DEBT(1)</b>	<b>7,252,827</b>	<b>9,857,004</b>

- 
- (1) The calculation of net debt is made by subtracting cash and cash equivalents and short-term investments from total debt. Net debt is not a GAAP measure recognized under IFRS and should not be considered in isolation from other financial measures. Other companies may calculate net debt differently and therefore this presentation of net debt may not be comparable to other similarly titled measures used by other companies. The Company uses "net debt" as indicator of indebtedness in its financial management.

Total debt was R\$ 14,040 million and R\$ 17,515 million for years ended December 31, 2021 and 2020, respectively. As of December, 2021, 13% of total gross debt was presented in short-term and 87% in long-term and in terms of gross debt taken by currency, 75% is in U.S. dollar, 24% in Brazilian real and 1% in other currencies.



[Table of Contents](#)

At the end of December 2021, the nominal weighted average cost of gross debt was 6.58%, or 9.78% for the portion denominated in Brazilian real, 5.85% plus exchange variation for the portion denominated in U.S. dollar contracted by companies in Brazil and 4.96% for the portion contracted by subsidiaries abroad. On December 31, 2021, the average gross debt term was 8.3 years, with the debt maturity schedule well balanced and well distributed over the coming years.

Gerdau S.A. Consolidated	
Long-Term Amortization	(R\$thousands)
2022	1,502,970
2023	2,707,284
2024	1,813,225
2025	684,422
2026 and After	9,377,944
<b>Total</b>	<b>16,083,845</b>

**Financial Agreements**

Below are the material financial agreements outstanding at year end 2021:

**Bonds**

The Company, through its subsidiaries Gerdau Holdings Inc., GTL Trade Inc. Gerdau Trade Inc. and GUSAP III LP, issued bonds due in 2023, 2024, 2027, 2030 and 2044. The following companies guaranteed these transactions: Gerdau S.A., Gerdau Açominas S.A. and Gerdau Aços Longos S.A.. During the 4th quarter of 2021, the Company repurchased Bonds, maturing in 2023, 2024 and 2027, in the total principal amount of US\$ 395.8 million. On December 31, 2021, the outstanding balance of these bonds was as follows:

Bond	Issuance Date	Maturity	Interest Payment Months	Coupon	Initial Amount (US\$ million)	Outstanding Balance (USD)
2023	April 15 <sup>th</sup> , 2013	April 15 <sup>th</sup> , 2023	April & October	4.750%	750	US\$ 197 (R\$ 1,098)
2024	April 29 <sup>th</sup> , 2014	April 29 <sup>th</sup> , 2024	April & October	5.893%	1,166	US\$ 158 (R\$ 886)
2027	October 24 <sup>th</sup> , 2017	October 24 <sup>th</sup> , 2027	April & October	4.875%	650	US\$ 499 (R\$ 2,784)
2030	November 21 <sup>st</sup> , 2019	January 21 <sup>st</sup> , 2030	January & July	4.250%	500	US\$ 498 (R\$ 2,779)
2044	April 16 <sup>th</sup> , 2014	April 16 <sup>th</sup> , 2044	April & October	7.250%	500	US\$ 500 (R\$ 2,790)
					<b>TOTAL</b>	<b>US\$ 1,852</b>
					<b>TOTAL</b>	<b>R\$ 10,337</b>

**Debenture**

The Company concluded in 2018 the issuance of debentures with maturity of 4 years and in 2019 the issuance of debentures with maturity of 4 and 7 years. On December 31, 2021, the outstanding balance of these debentures was as follows:

Debenture	Issuance Date	Due Date	Interest Payment Months	Coupon	Initial Amount	Outstanding Principal (BRL million)
2022	November 9 <sup>th</sup> , 2018	November 21 <sup>st</sup> , 2022	May & November	106.5% CDI	1,500	1,500
2023	April 25 <sup>th</sup> , 2019	May 6 <sup>th</sup> , 2023	May & November	105.5% CDI	600	600
2026	April 25 <sup>th</sup> , 2019	May 6 <sup>th</sup> , 2026	May & November	107.25% CDI	800	800
					<b>TOTAL</b>	<b>2,900</b>

**Working Capital Loans**

The Company's subsidiaries Gerdau Açominas S.A. and Gerdau Aços Longos S.A. concluded in 2020 the raising of working capital funding denominated in BRL. Throughout 2021 Gerdau Açominas S.A. pre-paid R\$ 775 million of such loans. On December 31, 2021, the outstanding balance of these loans was R\$ 400 million.

**Credit Lines**

In 2019, the Company concluded the roll-over of its senior unsecured working capital revolving facility with a total committed amount of US\$ 800 million (equivalent to R\$ 4.46 billion) and final maturity on October 2024. On December 31, 2021, the outstanding loans under this line totaled US\$ 85 million (R\$ 474 million).

## Derivatives

*Risk management objectives and strategies:* The Company understands that it is subject to different market risks, such as fluctuations in exchange rates, interest rates and commodity prices. In order to carry out its strategy for profitable growth, the Company implements risk management strategies with the objective of mitigating such market risks.

The Company's objective when entering into derivative transactions is always related to mitigation of market risks as stated in our policies and guidelines. All outstanding derivative financial instruments are monthly reviewed by the Financial Risk Management Committee, which validates the fair value of such financial instruments. All gains and losses in derivative financial instruments are recognized by its fair value in the Consolidated Financial Statements of the Company.

*Policy for use of derivatives:* according to internal policy, the financial result must arise from the generation of cash from its business and not gains from the financial market. The Company uses derivatives and other financial instruments to reduce the impact of market risks on its financial assets and liabilities or future cash flows and earnings. Gerdau has established policies to assess market risks and to approve the use of derivative financial instruments transactions related to those risks. The Company enters into derivative financial instruments to manage the above mentioned market risks and never for speculative purposes.

*Policy for determining fair value:* the fair value of the derivative financial instruments is determined using models and other valuation techniques, which involve future prices and curves discounted to present value as of the calculation date. Amounts are gross before taxes. Due to changes in market rates, these amounts can change up to the maturity or in situations of early settlement of transactions.

The derivative financial instruments may include: interest rate swaps, cross currency swaps, currency options contracts and currency forward contracts.

*Dollar forward contracts:* the Company entered into NDF operations (Non Deliverable Forward) in order to mitigate the foreign exchange risk on assets and liabilities denominated in foreign currencies, mainly U.S. dollar. The counterparties of these transactions are financial institutions with low credit risk.

The effects of financial instruments are classified as follow:

Contracts	Position	Notional value		Amount receivable		Amount payable	
		2021	2020	2021	2020	2021	2020
<b>Swap of interest rate</b>							
Maturity in 2022	bought in US\$	US\$5.3 million	US\$9.9 million	3,246	—	—	(971)
<b>Total fair value of financial instruments</b>				<b>3,246</b>	<b>—</b>	<b>—</b>	<b>(971)</b>
<b>Fair value of derivatives</b>						<b>2021</b>	<b>2020</b>
Current assets						3,246	—
						3,246	—
<b>Fair value of derivatives</b>							
Current liabilities						—	971
						—	971
<b>Net Income</b>						<b>2021</b>	<b>2020</b>
Gains on financial instruments						28,349	858
Losses on financial instruments						(10,421)	(1,632)
						17,928	(774)
<b>Other comprehensive income</b>							
Gains (Losses) on financial instruments						1,907	(1,972)
						1,907	(1,972)

## Capital Expenditures

### 2021 – Capital Expenditures

In fiscal year 2021, capital expenditure on fixed assets was R\$ 3.0 billion. Of this amount, 53% was allocated to operations in Brazil and the remaining 47% was allocated to operations in the other countries in which Gerdau operates.

*Brazil Segment* — a total of R\$ 1.608 million was invested in this operation for capital expenditures.

*North America* — this business segment spent R\$ 714.6 million in capital expenditures on fixed assets distributed throughout the units which compose this business segment.

*South America Segment* — the South American units spent R\$ 112.3 million in capital expenditures on fixed assets distributed among the countries in which the units from this business segment are located.

*Special Steel Segment* — the special steel units spent R\$ 540.0 million for capital expenditure on fixed assets, which were distributed throughout the units which compose this business segment.

### 2020 – Capital Expenditures

In fiscal year 2020, capital expenditure on fixed assets was R\$ 1.7 billion. Of this amount, 47% was allocated to operations in Brazil and the remaining 53% was allocated to operations in the other countries in which Gerdau operates.

*Brazil Segment* — a total of R\$ 777.0 million was invested in this operation for capital expenditures. The main highlight was the improvement of productivity, spent on upgrades to the equipment to maintain its expected useful lives and to the refurbishment of the Blast Furnace 1 in Ouro Branco - MG.

*North America Segment* — this business segment spent R\$ 190.7 million in capital expenditures on fixed assets distributed throughout the units which compose this business segment. This amount was mainly spent on upgrades to the equipment to maintain its expected useful lives.

*South America Segment* — the South American units spent R\$ 42.2 million in capital expenditures on fixed assets distributed among the countries in which the units from this business segment are located.

*Special Steel Segment* — the special steel units spent R\$ 177.2 million for capital expenditure on fixed assets, which were distributed throughout the units which compose this business segment. This amount was mainly spent on increase capacity in our mills in Monroe – Michigan and Pindamonhangaba – São Paulo.

## C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES, ETC.

All Gerdau mills have a Quality Management System supported by a wide array of quality control tools. Product development projects are headed by specialists who use quality tools such as “Six Sigma”, a set of statistical methods for improving the assessment of process variables, and the concept of “Quality Function Deployment”, a methodology through which technicians can identify and implement the customer requirements.

Given this level of quality management, mills are ISO 9001 or ISO TS 16949 certified, as well as a sort of certification of products and laboratories, according demands. In general, production, technical services and quality teams are responsible for developing new products to meet customer and market needs.

Gerdau uses a Quality Management System developed in house that applies tests for product design, manufacturing processes and final-product specifications. A specially trained team and modern technologies also exist to assure the manufactured product high standards of quality. Gerdau’s technical specialists do planned visits, some are randomly selected, and some are scheduled visits, to its customers to check on the quality of the delivered products in order to seek the final user satisfaction for products purchased indirectly.

Due to the specialized nature of its business, the Gerdau special steel mills are constantly investing in technological upgrading and in research and development. These mills are active in the automotive segment and maintain a technology department (Research and Development) responsible for new products and the optimization of existing processes.

International machinery manufacturers and steel technology companies supply most of the sophisticated production equipment that Gerdau uses. These suppliers generally sign technology transfer agreements with the purchaser and provide extensive technical support and staff training for the installation and commissioning of the equipment. Gerdau has technology transfer and benchmarking agreements with worldwide recognized performance companies.

As is common with mini mill steelmakers, Gerdau usually acquires technology in the market rather than develops new technology through intensive process research and development, since steelmaking technology is readily available for purchase.

The Company is not dependent on patents or licenses or new manufacturing processes that are material to its business. See item “Information on the Extent of the Company’s Dependence” for further details.

#### **D. TREND INFORMATION**

According to the World Steel Association (worldsteel), steel production came to 1.9 billion tonnes in 2021, up 3.7% from 2020. The highlight was the Americas, where Gerdau’s operations are located, which reported growth of over 15% in 2021 compared to 2020. In this scenario, Gerdau produced 13.3 million tonnes of steel in 2021, up 9% from the previous year. Gerdau’s shipments reached 12.7 million tonnes, generating net sales of R\$ 78.3 billion, 79% higher than in 2020. The Company’s intense focus on operating efficiency translated into a net income of R\$ 15.6 billion in 2021.

In 2021, shipments increased in the sectors of agriculture, energy, machinery and highway equipment, capital goods and yellow line, which benefited from demand in the domestic market, the location of the supplier base and opportunities in the export market given foreign exchange rates, when compared to 2020. Meanwhile, the infrastructure segment presented a positive scenario. Note that at the end of 2021, the Construction Industry Confidence Index (FGV) reached 96.7 points, up from 95.3 points in November 2021. In North America, demand from the non-residential construction and industrial sectors remained at stable levels. According to US Census Bureau, total investments in construction (CPIP) reached US\$ 1.6 trillion in 2021, which represents an increase of 10.6%, when compared to 2020. Note that the leading indicator for non-residential construction (ABI) recovered to strong expansion territory, reaching 52 points in December 2021. The industrial sector also remained strong, as shown by the Institute for Supply Management (ISM) index, which reached 59 points in December 2021 (near the 10-year record). In South America, steel production and shipments grew in 2021 compared to 2020, led by the performance level of the construction sector, which improved in all countries of the segment. At last, Special Steel Business Operation, in Brazil, the heavy vehicle segment in 2021 registered its best performance since 2012. According to ANFAVEA, heavy vehicle production grew 74.6%, driven by robust activity in the construction, agribusiness and machinery and equipment sectors. In the United States and Canada, the oil and gas industry staged a recovery, with the so-called rig counts reaching 604 on average in 2021, compared to 523 in 2020.

We believe that the scenario for 2022 remains positive for the construction sector in the Americas. Specifically in Brazil, the expectation is for infrastructure projects to intensify over the year marked by presidential elections. There are projects in basic sanitation, rail and energy, including for wind power, which uses steel intensively in both generation and distribution. In the United States, the outlook is for strong economic growth in 2022 and for an infrastructure investment package that should accelerate construction activity over the coming years. For the automotive industry, the prospects are good for the light vehicle market due to the gradual recovery in semiconductor inventories.

The Company continues to invest in its operations and to develop projects that can create value, such as Gerdau Next, the new business arm that offers solutions in construction, sustainability, mobility, digital sales, etc., that is absorbing opportunities in an ever more dynamic market.

The COVID-19 pandemic continues to impact global economic activity and represents the risk that the Company, employees, service providers, suppliers, customers and other business partners may be prevented from carrying out certain business activities for an indefinite period, including due to stoppages that can be requested or mandated by government authorities or elected by companies as a preventive measure.

## **E. CRITICAL ACCOUNTING ESTIMATES**

Critical accounting estimates are those that require ‘management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates that impact matters that are inherently uncertain. As the number of estimates and assumptions affecting the possible future resolution of the uncertainties increases, those judgments become even more subjective and complex. In the preparation of the Consolidated Financial Statements, the Company has relied on estimates and assumptions derived from historical experience and various other factors that it deems reasonable and significant. Although these estimates and assumptions are reviewed by the Company in the normal course of business, the presentation of its financial position and results of operations often requires making judgments regarding the effects of inherently uncertain matters on the carrying value of its assets and liabilities. Actual results may differ from estimates based on different variables, assumptions or conditions.

In order to provide an understanding of how the Company forms its judgments about future events, including the variables and assumptions underlying the estimates, the Company presents below the subjects that demand critical accounting estimates:

- deferred income and social contribution taxes;
- pension and post-employment benefits;
- provisions; and
- impairment test of assets with definite and indefinite useful life.

### ***Deferred Income and Social Contribution Taxes***

The amount of the deferred income and social contribution tax asset is revised at each Consolidated Financial Statement date and reduced by the amount that is no longer probable of being realized based on future taxable income. Deferred income and social contribution tax assets and liabilities are calculated using tax rates applicable to taxable income in the years in which those temporary differences are expected to be realized. Future taxable income may be higher or lower than estimates made when determining whether it is necessary to record a tax asset and the amount to be recorded.

The realization of deferred tax assets for tax loss carryforwards are supported by projections of taxable income based on technical feasibility studies submitted annually to the Company’s Board of Directors. These studies consider historical profitability of the Company and its subsidiaries and expectation of continuous profitability and estimated the recovery of deferred tax assets over future years. The other tax credits arising from temporary differences, mainly tax contingencies, and provision for losses, were recognized according to their estimate of realization, and are consistent with recoverability described above.

Due to the lack of expectation to use tax losses, negative social contribution base and deferred exchange variation arising from some operations in Brazil, the Company did not recognize a portion of tax assets of R\$ 240,231 as of December 31, 2021 (R\$ 764,845 as of December 31, 2020), which do not have an expiration date. The subsidiaries abroad had R\$ 1,256,438 as of December 31, 2021 (R\$ 1,180,067 as of December 31, 2020) of tax credits on capital losses for which deferred tax assets have not been booked and which expire between 2029 and 2035 and also several tax losses of state credits in the amount of R\$ 1,285,373 as of December 31, 2021 (R\$ 1,623,459 as of December 31, 2020), which expire at various dates between 2022 and 2040. Quantitative information regarding Deferred income and social contribution taxes booked as well as tax assets not booked due to the lack of expectation to use are presented in Note 8 of the Consolidated Financial Statements contained herein.

### ***Pension and Post-Employment Benefits***

Actuarial gains and losses are recorded in the period in which they are originated and are recorded in the statement of comprehensive income.

The Company recognizes its obligations related to employee benefit plans and related costs, net of plan assets, in accordance with the following practices:

- i) The cost of pension and other post-employment benefits provided to employees is actuarially determined using the projected unit of credit method and management’s best estimate of expected investment performance for funded plans, salary increase, retirement age of employees and expected health care costs. The discount rate used for determining

future benefit obligations is an estimate of the interest rate in effect at the balance sheet date on high-quality fixed-income investments with maturities that match the expected maturity of obligations.

- ii) Pension plan assets are stated at fair value.
- iii) Gain and losses related to the curtailment and settlement of the defined benefit plans are recognized when the curtailment or settlement occurs, and they are based on actuarial evaluation done by independent actuaries.

In accounting for pension and post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include discount rate assumptions, return on plan assets, future increases in health care costs, and rate of future compensation increases. In addition, actuarial computations include other factors whose measurement involves judgment such as withdrawal, turnover, and mortality rates. The actuarial assumptions used by the Company may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

The tables below show a summary of the assumptions used to calculate the defined benefit plans in 2021 and 2020, respectively:

	2021	
	Brazilian Plan	North America Plan
Average discount rate	8.82%	2.80% -2.90%
Rate of increase in compensation	Not applicable	3.00%
Mortality table	AT-2000 per sex	RP-2006 and MP-2021
Mortality table of disabled	AT-2000 per sex	RP-2006 and MP-2021
Rate of rotation	Null	Based on age and/or the service

	2020	
	Brazilian Plan	North America Plan
Average discount rate	6.56%	2.25% - 2.50%
Rate of increase in compensation	Not applicable	3.00%
Mortality table	AT-2000 per sex	RP-2006 and MP-2020
Mortality table of disabled	AT-2000 per sex	RP-2006 and MP-2020
Rate of rotation	Null	Based on age and/or the service

Quantitative information regarding pension and post-retirement benefits amounts recognized are presented in Note 21 of the Consolidated Financial Statements contained herein.

**Provisions**

The significant judgment is related to recognition and measurement of provisions. The Company recognizes provisions for liabilities and probable losses that have been incurred when it has a present obligation as a result of past events, it is probable that the Company will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. The table below informs amounts of tax, labor and civil provisions:

	2021	2020
a) Tax provisions	1,270,473	706,104
b) Labor provisions	435,803	428,821
c) Civil provisions	34,750	37,586
	<u>1,741,026</u>	<u>1,172,511</u>

**a) Tax Provisions**

Tax provisions refer mainly to discussions related to ICMS, IPI, tax uncertainties related to income tax and social contribution, social security contributions, offsetting of PIS and COFINS credits and incidence of PIS and COFINS on other revenues.

**b) Labor Provisions**

The Company is party to a group of individual and collective labor and/or administrative lawsuits involving various labor amounts and the provision arises from unfavorable decisions and/or the probability of loss in the ordinary course of proceedings with the expectation of outflow of financial resources by the Company.

c) Civil Provisions

The Company is party to a group of civil, arbitration and/or administrative lawsuits involving various claims and the provision arises from unfavorable decisions and/or probable losses in the ordinary course of proceedings with the expectation of outflow of financial resources for the Company.

Quantitative information regarding provisions for tax, civil and labor liabilities are presented in Note 19 of the Consolidated Financial Statements contained herein.

The Company records provisions for environmental liabilities based on best estimates of potential clean-up and remediation costs for known environmental sites. The Company has a team of professionals to manage all phases of its environmental programs. These professionals develop estimates of liabilities at these sites based on projected and known remediation costs. This analysis requires the Company to make significant estimates and changes in facts and circumstances, which may result in material changes to environmental provisions.

The steel industry uses and generates substances that may damage the environment. The Company's management performs frequent surveys with the purpose of identifying potentially impacted areas and records as current liabilities and non-current liabilities in the account 'Environmental liabilities', based on best cost estimate, the amounts estimated for investigation, treatment and cleaning of potentially affected sites. The Company used assumptions and estimates for determining the estimated amount, which may vary in the future depending on the final investigations and determination of the actual environmental impact. The Company is compliant with all the applicable environmental regulations in the countries where they operate.

The balances of environmental provisions are as follows:

	2021	2020
Provision for environmental liabilities	575,709	297,094
Current	231,711	125,992
Non-current	343,998	171,102

***Impairment Test of Assets with definite and indefinite useful life***

There are specific rules to assess the impairment of long-lived assets, especially property, plant and equipment, goodwill and other intangible assets. On the date of each Financial Statement, the Company performs an analysis to determine if there is evidence that the carrying amount of long-lived assets is impaired. If such evidence is identified, the recoverable amount of the assets is estimated by the Company.

The recoverable amount of an asset is determined as the higher of: (a) its fair value less estimated costs of sale and (b) its value in use. The value in use is measured based on discounted cash flows (before taxes) derived from the continuous use of the asset until the end of its useful life.

Regardless of whether or not there is any indication that the carrying amount of the asset may not be recovered, the balances of goodwill arising from business combinations and assets with indefinite useful lives are tested for impairment at least once a year, in December.

When the residual carrying value of the asset exceeds its recoverable amount, the Company recognizes a reduction in this asset's book balance. The reduction in recoverable amount must be recorded in income for the year.

Except for the impairment of goodwill, a reversal of previously recorded impairment losses is allowed. Reversal in these circumstances is limited up to the amount of depreciated balance of the asset at the date of the reversal, determined as if the impairment had not been recorded.

The Company evaluates the recoverability of goodwill at least annually and uses accepted market practices, including discounted cash flow for units with goodwill allocated and comparing the book value with the recoverable amount of the assets.

The impairment test of these assets is assessed based on the analysis of facts and circumstances to perform the impairment test annually in December or being anticipated whenever changes in events or circumstances indicate that the goodwill and other long-lived assets may be impaired.

The Company performs goodwill impairment tests for all of its operating segments, which represent the lowest level at which goodwill is monitored by management based on projections for discounted cash flows and that take into consideration the following assumptions: cost of capital, growth rate and adjustments used for perpetual cash flows, methodology for determining working capital, investment plans and long-term economic-financial forecasts. Although the projections made by the Company already provide a challenging scenario, events manifested in a greater intensity than that anticipated in the assumptions made by management, may lead the Company to revise its projections of value in use and eventually result in impairment losses.

Goodwill that forms part of the carrying amount of an investment in an associate or in a joint venture entity is not separately recognized and it is not tested for impairment separately. Instead, the entire carrying amount of the investment in an associate or in a joint venture is tested for impairment as a single asset, by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. An impairment loss recognized in those circumstances is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment in the associate or joint venture. Accordingly, any reversal of that impairment loss is recognized to the extent that the recoverable amount of the investment subsequently increases.

The period for projecting the cash flows for the goodwill impairment test was five years. The assumptions used to determine the value in use based on the discounted cash flow method include analysis prepared in dollars, such as: projected cash flows based on management estimates for future cash flows, exchange rates, discount rates and growth rates on perpetuity. The cash flow projections already reflect a competitive scenario, as well as macroeconomic challenges in some geographies in which the Company operates. The perpetuity was calculated considering stable operating margins, levels of working capital and investments. The perpetuity growth rates considered in the 2021 test were: a) North America: 3% (3% in December 2020); b) Special Steel: 3% (3% in December 2020); c) South America: 3% (3% in December 2020); and d) Brazil: 3% (3% in December 2020).

The post-tax discount rates used were determined taking into consideration market information available on the date of performing the impairment test. The Company adopted distinct rates for each business segment tested with the purpose of reflecting the differences among the markets in which each segment operates, as well as the risks associated to each of them. The post-tax discount rates used were: a) North America: 9.50% (8.25% in December 2020); b) Special Steel: 10.50% (8.75% in December 2020); c) South America: 15.00% (11.25% in December 2020); and d) Brazil 11.25%: (9.75% in December 2020).

Discounted cash flows are compared to the book value of each segment and result in the recoverable amount that exceeded book value as shown below: a) North America: R\$ 5,769 million (R\$ 6,202 million in 2020); b) Special Steel: R\$ 4,238 million (R\$ 2,509 million in 2020); c) South America: R\$ 2,248 million (R\$ 4,141 million in 2020); and d) Brazil: R\$ 8,994 million (R\$ 13,424 million in 2020).

The Company performed a sensitivity analysis in the assumptions of discount rate and perpetuity growth rate, due to the potential impact in the discounted cash flows. An increase of 0.5 percentage points in the discount rate of each segment's cash flow would result in a recoverable amount that exceeded book value as shown below: a) North America: R\$ 4,337 million (R\$ 4,589 million in 2020); b) Special Steel: R\$ 3,301 million (R\$ 1,568 million in 2020); c) South America: R\$ 2,057 million (R\$ 3,757 million in 2020); and d) Brazil: R\$ 7,582 million (R\$ 11,348 million in 2020). On the other hand, a decrease of 0.5 percentage points in the perpetuity growth rate of the cash flow of each business segment would result in a recoverable amount that exceeded book value as shown below: a) North America: R\$ 4,679 million (R\$ 4,914 million in 2019); b) Special Steel: R\$ 3,545 million (R\$ 1,754 million in 2020); c) South America: R\$ 2,135 million (R\$ 3,867 million in 2020); and d) Brazil: R\$ 7,962 million (R\$ 11,809 million in 2020).

The recoverability review process is subjective and requires significant judgments through analysis performed. The determination of fair value for the Company's operating segments, based on projected cash flows, may be negatively impacted if the economic global recovery happens slower than what management expected during the preparation of financial statements in December 2021.



## ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### The Directors and Senior Management of the Company as of the date hereof are as follows:

The summary of the structures of the Board of Directors and of Board of Executive Officers are:

#### BOARD OF DIRECTORS

##### **Chairman**

Guilherme Chagas Gerdau Johannpeter

##### **Vice-Chairmen**

André Bier Gerdau Johannpeter

Claudio Johannpeter

##### **Members**

Gustavo Werneck da Cunha

Augusto Brauna Pinheiro

Cláudia Sender Ramirez

Fernando Fontes Iunes

#### BOARD OF EXECUTIVE OFFICERS

##### **Chief Executive Officer (CEO):**

Gustavo Werneck da Cunha

##### **Executive Vice-President, Chief Financial officer (CFO) and Investor Relations Officer:**

Rafael Dorneles Japur (as from January 1<sup>st</sup>, 2022)

##### **Officers:**

Cesar Obino da Rosa Peres

Fabio Eduardo de Pieri Spina

Fladimir Batista Lopes Gauto

Hermenio Pinto Gonçalves

Marcos Eduardo Faraco Wahrhaftig

Mauro de Paula

Wendel Gomes da Silva

(1) Harley Lorentz Scardoelli left his executive positions held at Gerdau S.A and Metalúrgica Gerdau S.A., as a consequence of his retirement on December 31, 2021 (see item 8.B, “Significant Changes”, below).

#### **GUILHERME CHAGAS GERDAU JOHANNPETER (born in 1971)**

- Education: Degree in Law from Unisinos in 1995 and holds an MBA in Marketing and Finance from the Kellogg School of Management, Illinois, USA.
- Experience: Has more than 36 years of experience at Gerdau and has held the position of Executive Vice President in the Executive Committee Gerdau (CEG in Portuguese), coordinating the Special Steels Business Operation, Latin America Business Operation and the Actions arising from the Gerdau Project 2022 – Strategy (Apr/2014 to Dec/2017). He was Vice Chairman of the Board of Directors of Gerdau S.A. and Vice Chairman of the Metallurgical Board of Directors Gerdau S.A., a publicly traded company, holding company of Gerdau S.A. (Jan/2018 to Apr/2020). Currently is (i) Chairman of the Board of Directors of Gerdau S.A. and member of its advisory committees and (ii) Chairman of the Board of Directors of Metalúrgica Gerdau S.A. publicly traded company, holding company of Gerdau S.A., (iii) Board Member of Gerdau Previdência (private social security), (iv) Board Member of the Gerdau Institute and (v) Board member of IEDI - Institute for Studies in Industrial Development.

**ANDRÉ BIER GERDAU JOHANNPETER (born in 1963)**

- Education: Degree in Business Administration from the Pontifícia Universidade Católica do Rio Grande do Sul (PUC — RS). Studied General Business Administration at the University of Toronto (Canada), Marketing at the Ashridge Business School (UK), and Advanced Management at the Wharton School, University of Pennsylvania (United States).
- Experience: Has more than 36 years of experience at Gerdau and held the position of Chief Executive Officer (CEO) (jan/2007 to dec/2017). He was President of the Worldsteel Association (2018/2019). Currently is (i) Vice Chairman of the Board of Directors of Gerdau SA, and member of its advisory committees, (ii) Vice Chairman of the Board of Directors and Metalúrgica Gerdau SA, a listed company, holding company of Gerdau S.A., (iii) Board member of the Executive Committee of the Worldsteel association, (iv) Board Member of Directors of Instituto Aço Brasil (Brazilian Steel Institute), (v) Board Member of Alacero (Latin American Steel Association), (vi) Vice Chairman of the Federation of Industries of São Paulo – FIESP, (vii) Vice Chairman of the Federation of Industries of Rio Grande do Sul – FIERGS and (viii) Board Member of Transforma RS.

**CLAUDIO JOHANNPETER (born in 1963)**

- Education: Degree in Metallurgical Engineering from the Universidade Federal do Rio Grande do Sul (UFRGS). He completed courses in Operations Management at University of London (Canada), Executive Development at Penn State (United States) and Advanced Management Program at Harvard (United States).
- Experience: He has worked at Gerdau for 39 years and held the position of Chief Operating Officer (COO) (jan/2017 to aug/2012). In December 2017, he left his executive position at Executive Committee representing the Brazil Long Steel Business Operation and the Global Processes: Engineering and Industrial, Health and Safety. Was the Board Chairman of Gerdau S.A. (apr/2015 to apr/2020), and Board Chairman of Metalúrgica Gerdau SA (apr/2016 to apr/2020), a listed company, holding company of Gerdau S.A. Currently is (i) Vice Chairman of the Board of Directors of Gerdau SA, and member of its advisory committees and (ii) Vice Chairman of the Board of Directors and Metalúrgica Gerdau SA, a listed company, holding company of Gerdau S.A.

**GUSTAVO WERNECK DA CUNHA (born in 1973)**

- Education: Degree in Mechanical Engineer from the Universidade Federal de Minas Gerais (UFMG - Brazil). Studied Project Management at Fundação Getúlio Vargas (Brazil), General Business Administration at INSPER Business School (Brazil), Leading Change and Organizational Renewal at Harvard Business School (United States) and Advanced Corporate Finance at London Business School (UK).
- Experience: He has worked at Gerdau for 17 years. In the last 5 years, he has been an (i) Executive Officer of Gerdau Long and Flat Steel Brazil, (ii) Industrial Officer of Gerdau India, (iii) Gerdau Corporate Officer of Information Technology (CIO). Currently, he is (i) Chief Executive Officer (CEO) of Gerdau S.A. since January 2018, (ii) Chief Executive Officer (CEO) of Metalúrgica Gerdau S.A., a listed company, holding company of Gerdau S.A. since January 2018, (iii) Board Member of Gerdau S.A., (iv) Board Member of Metalúrgica Gerdau S.A., and (v) Board Chairman of Seiva S.A. – Florestas e Indústrias, a company that is part of Gerdau's economic group. He also serves as board member of the Instituto Aço Brasil (Brazilian Steel Institute) and “Juntos Somos Mais”.

**AUGUSTO BRAUNA PINHEIRO (born in 1962)**

- Education: Graduated in Civil Engineering from Universidade Federal da Bahia (UFBA), 1984. General Training Course for Senior Executives from Universidade de São Paulo (USP), 1996.
- Experience: Worked for 30 years at Banco do Brasil (1982 to 2012), and since 1992 in the International Division, responsible for the areas of Capital Markets, Structured Trade Finance Operations and Correspondent Banking. Worked as General Manager of BB London, United Kingdom (1998/2003). Statutory Managing Director of BB's International Division and Member of the Board of Directors of Brazilian American Merchant Bank (BAMB), BB Leasing International USA, BB Securities UK, Banco do Brasil Securities Ltd USA, SBCE-Seguradora Brasileira de Crédito à Exportação, Conselho Fiscal of Banco do Brasil AG Vienna and the Conselho Fiscal of Brasilprev (2003 to 2008). General Manager, in New York, responsible for the implementation of a retail bank for residents in that country (2008 to 2011). Returned to Brazil in 2011 appointed as Chief Investment Officer at Brasilprev. In August 2012 retired from Banco do Brasil and hired as CFO of the São Martinho Group (sugar and ethanol). Member of the Steering Committee of Sabemi - Seguros e Serviços Financeiros in Porto Alegre (RS) (2015 to 2018) and full member of the Board of Directors of Paranapanema S / A, as well as Coordinator of the HR and Sustainability Committee (2016 to 2020). Currently is (i)

Board Member of Gerdau S.A. and (ii) Board Member of Metalurgica Gerdau S.A., a listed company, holding company of Gerdau S.A.

**CLÁUDIA SENDER RAMIREZ (born in 1976)**

- Education: Degree in Chemical Engineering from the Polytechnic School at the University of São Paulo (“USP”) and an MBA from Harvard Business School.
- Experience: Participated in Latam Airlines Brasil (Dec/2011 to Jun/2019). For the last 5 years, she served as CEO of Latam Airlines Brasil and Vice President of Clients of the Latam Airlines Group. Currently is (i) Board Member of Gerdau S.A., (ii) Board Member of Metalurgica Gerdau S.A., a listed company, holding company of Gerdau S.A., (iii) Board Member of Embraer S.A., (iv) Board Member of Holcim (Switzerland) and (v) Board Member of Telefonica (Spain). Also serves on the boards of NGOs such as: Amigos do Bem, Hospital Israelita Albert Einstein e Gastromotiva.

**FERNANDO FONTES IUNES (born in 1962)**

- Education: Degree in Civil Engineering from the Faculdade de Engenharia da Universidade Mackenzie and obtained the title of MS and PhD from the University of London (UK).
- Experience: He was Partner and Executive Director, responsible for the Global Investment Banking of Banco Itaú BBA SA (2010 to 2015), during which helped to establish a leading platform for Investment Banking in Latin America, with operations in Brazil, Argentina, Chile, Colombia, Peru and Mexico. Previously he held various positions in Banco Itaú BBA S.A., in Brazil and in the U.S. During that period, he participated in some of the largest and most important capital markets transactions, mergers, acquisitions and reorganizations held in Latin America. In 2016 and 2017 was a fellow at Harvard University in the Advanced Leadership Initiative Program in Cambridge, USA. He was also part of the 2017 Fall Term Teaching Team of the course “Exercising Leadership: The Politics of Change” of Harvard Kennedy School. He was also a Managing Partner at EB Capital, a Private Equity management company. Currently he is (i) Board Member of Gerdau S.A., (ii) Board Member of Metalurgica Gerdau S.A., a publicly listed company, holding of Gerdau S.A, (iii) Board Member of M. Dias Branco S.A. and (iv) Board Member of Banco ABC Brasil S.A.

**RAFAEL DORNELES JAPUR (born in 1982)**

- Education: Bachelor’s degree in Business Administration and Graduate in Economics from UFRGS.
- Experience: Has started his career at Gerdau in 2005 as an intern in the Planning area. In 2006, he participated in the trainee program in the Planning and Management department. In 2015, he was promoted to Business Development Manager and, a year later, he became the leader of the debt and capital market management process in the Financial department. In 2018, he assumed the position of Planning, IT & Innovation Manager at Gerdau Diaco and Gerdau Metaldom, in Colombia. In 2020, he returned to Brazil as General Manager in the Financial Operations department. He currently holds the position of (i) Executive Vice President of Finance and CFO, responsible for Finance, Accounting and Tax departments. He is also an (ii) Investor Relations Officer at the companies Gerdau SA, Metalúrgica Gerdau SA and Seiva SA – Florestas e Indústrias and is also (iii) Vice President Director of Gerdau SA and Metalúrgica Gerdau SA, Director of Seiva SA – Florestas e Indústrias , in addition to being a (iv) Member of the Finance Committee, (v) Member of the Strategy and Sustainability Committee and (vi) Member of Risk Committee of Gerdau SA.

**CESAR OBINO DA ROSA PERES (born in 1962)**

- Education: Graduated in Business Administration from the Faculdade de Ciências Econômicas, Contábeis e Administração Prof. de Plácido e Silva in Curitiba-PR, he has completed his academic training with a specialization course in Business Administration at Universidade Presbiteriana MACKENZIE in São Paulo-SP.
- Experience: Has more than 37 years of experience at Gerdau. He held the position of Sales and Marketing Manager at the Gerdau operation in Mexico (2010 to 2012). In addition, held the position of Sales and Marketing General Manager at the Gerdau operation in Colombia (2013 to 2014), later was promoted to Executive Director of Gerdau Colombia Operation where he remained until the end of 2016. Currently holds Commercial Officer of Gerdau Steel Brasil (GAB).

**FABIO EDUARDO DE PIERI SPINA (born in 1972)**

- Education: Degree in Law from the University of São Paulo (Brazil - 1994), with L.L.M. (Master of American Laws, Harlan Fiske Stone Scholar) from Columbia University School of Law (New York, USA - 1997) and MBA from INSEAD / Wharton (Fontainebleau, France - 2002).

- Experience: He was Executive Director of Companhia Siderúrgica Nacional (CSN), Vice President Legal Corporate Finance of The Kraft Heinz Company / 3G, as well as Head of Ethics and Global Compliance. He was director and advisor for companies of the AGN Participações group and Global Legal Director and Director of Institutional Relations at Vale SA. At Anheuser-Busch Inbev, he served as Vice President of Investor Relations, and previously worked more than 10 years in Suzano group and law firms in Brazil and USA. He participated in the Chamber of Maintainers of the Millennium Institute. Professor at INSPER, served as a member of the Legal Advisory Board of the same institution, executive vice president of the Brazil-China Economic Council, Board Member of IBRAM (Brazilian Mining Institute), Board Member of the Center for Sustainable Development Vale-Columbia University, in addition a member of the Advisory Board of Fundação Getúlio Vargas - FGV. He currently holds the position of (i) General Counsel and Corporate Affairs Officer of Gerdau S.A., (ii) board member of Seiva S.A. - Florestas e Indústrias, a company that is part of Gerdau's economic group, (iii) board member Codelco Brasil, (iv) member of the Human Rights Observatory of the National Justice Council and (v) President of the Brazilian Bar Committee for Economic and Legal Competitiveness.

**FLADIMIR BATISTA LOPES GAUTO (born in 1962)**

- Education: Degree in Accounting from the Pontifícia Universidade Católica do Rio Grande do Sul (PUC-RS), completed his academic training with postgraduate studies in Business Administration from Fundação Getúlio Vargas (FGV-SP) and has a specialization in Advanced Marketing from the Stanford University (California).

- Experience: He has 44 years of professional experience, 36 of which at Gerdau. For the past 11 years, he has served as Global Supply Director, Executive Director of Comercial Gerdau and is Executive Director for Special Steel Brazil (GSB) and responsible for the Gerdau Summit Aços Forjados e Fundidos SA (Joint Venture). He was a member of Instituto Aço Brasil from 2016 to 2017. Currently is (i) Vice President of Procurement (ii) Board Member of Gerdau Summit Aços Forjados e Fundidos SA, (iii) Board Member of Gerdau Previdência.

**HERMENIO PINTO GONCALVES (born in 1961)**

- Education: Bachelor's degree in Mechanical Engineering from the Centro Federal de Educação Tecnológica Celso Suckow da Fonseca (CEFET) in 1981. Graduate degree in Administration and Marketing from Fundação Getúlio Vargas. MBA from Insper. Extension courses at JUSE Japan, Kellogg USA and Insead France.

- Experience: He started his career at Gerdau in 1985 in the Engineering area at the Açonorte Mill with operations throughout the Brazilian Northeast. Participated as Executive Manager at the Cearense Mill (1995/2001); Executive Manager of the Barão de Cocais Mill (2001/2005); Executive Manager of the Divinópolis Mill (2005/2006); Executive Director Gerdau Minas Gerais, coordinating the units of Barão de Cocais, Divinópolis and Contagem (2006/2007); Supply Director for Long Steel Brazil (2007/2009); Industrial Director for Special Steel Brazil – GSB (2013); Corporate Director for the Industrial, Engineering and HSE areas (2014/2017); Industrial Director of the Ouro Branco Mill (2017/2019). Currently he is the Global Industrial Corporate Director.

**MARCOS EDUARDO FARACO WAHRHAFTIG (born in 1972)**

- Education: Degree in Mechanical Engineering from the Federal University of Paraná (UFPR), with a MBA from Manchester Business School (UK) and has studied Corporate Finance at ISAE/ FGV.

- Experience: 26 years of experience, with 18 years in Gerdau. In the last years he has held positions as Commercial Officer of Special Steel, Corporate Commercial Officer and Commercial Officer of Gerdau Brazil Steel. Currently holds the position of (i) Executive Vice-President – Brazil, Argentina and Uruguay. Also he is (ii) Chairman of the board of the Instituto Aço Brasil (Brazilian Steel Institute), (iii) is Board Member of FIESP/ Concic Superior Council of the Federation of Industries of the State of São Paulo; (iv) is Board Member of ABRAMAT - Brazilian Association of the Industries of Construction Materials (Civil construction committee); (v) is Board Member of FIEMG - Strategic Council, Federation of Industries of the State of Minas Gerais; (vi) is Board Member of ABM – Brazilian Metallurgy, Materials and Mining Association and (vii) is Board Member of Alacero Latin American Steel Association.

**MAURO DE PAULA (born in 1962)**

- Education: Graduated in Economics from the Faculdade Don Bosco in Resende-RJ and completed his academic training with Foreign Trade Course at IBET in Rio de Janeiro-RJ and Master's in Business Administration - MBA in Strategic Marketing at Universidade Federal de Pernambuco in Recife-PE.
- Experience: Has more than 30 years of experience in Gerdau, holding positions of Comercial Gerdau units Manager, Civil Construction National Sales Manager, Distribution National Sales Manager and Logistics Officer. He has served as Counselor of the company MRS Logística (2015/2016) and Member of the Board of Directors of INDA - National Institute of Steel Distributors (2016 /2017). Currently holds the position of Comercial Gerdau Executive Officer.

**WENDEL GOMES DA SILVA (born in 1974)**

- Education: Graduated in Metallurgical Engineering from the Universidade Federal de Minas Gerais (Brasil, 1998), completed his academic training with MBA courses in Business Management at Erasmus University in Rotterdam (Netherlands, 2004), MBA in Business Management at Fundação Dom Cabral (Brasil , 2009) and Specialization in Marketing from the Universidade Federal de Minas Gerais (Brasil, 2002).
- Business experience: He has 24 years of professional experience, including 10 years of experience at Gerdau, where he held in the Mining area the positions of General Commercial Manager, General Commercial and Logistics Manager, General Industrial Manager and Executive Manager. Currently he is Director of Mining and Raw Materials at the Company, (ii) Board Member of the MRS and (iii) Member of the Raw Materials Committee of the World Steel.

**Family Relationships**

André Bier Gerdau Johannpeter, Claudio Johannpeter and Guilherme Chagas Gerdau Johannpeter are cousins. Guilherme Chagas Gerdau Johannpeter and Richard Chagas Gerdau Johannpeter are brothers.

**Arrangements**

Gerdau has no agreement of any kind with shareholders, clients, suppliers or other parties with respect to the election of its officers or directors. Except as described in this document, there are no pending legal proceedings to which any Board Member or Executive Officer is a party against the Company. Apart from statutory severance benefits, none of the Board Members or Executive Officers are entitled to any contractual benefits upon termination of employment.

**B. COMPENSATION**

The employees' compensation system is divided into two portions: a fixed salary and a variable pay linked to performance.

The fixed portion of the compensation is constantly monitored and compared to market benchmarks in order to maintain parity with the good market practices as adopted by other companies. The variable portion of the compensation package is tied to annual goals. These goals are measured against standards clearly specified that are intended to support and motivate overachievement of individual and teams results.

The human resources policy states and recognizes co-workers as being strategic to the business.

The Company uses several assessment methods, including Performance Assessment and Assessment of potential and readiness for succession. It aims to identify the behaviors and deliveries of the Directors as well as monitor individual development according to the company's strategies and business management.

In 2021, the cost of management compensation, in salaries, variable compensation, benefits and terminations, was R\$83.3 million. The cost of management's social charges totaled R\$23.3 million. The total compensation paid to Managers and Directors was R\$106.6 million. The variable remuneration of directors is determined based on Gerdau's financial results and individual performance evaluation. Fiscal Council members are not eligible for variable remuneration.

Gerdau Group sponsors Pension Plans for its subsidiaries in Brazil and abroad. About 5% of participants are in the Defined Benefit plans and 95% in a Defined Contribution plan.

During 2021, Gerdau's contribution to the Gerdau Plan with respect to the executive officers amounted to R\$ 1,9 million to the Defined Contribution Plan. This sum includes only that portion of contributions for executives who do not currently receive retirement benefits. These benefits are in no way different from those offered to the other employees of the Company.

On April 30, 2003, Gerdau's shareholders approved a new compensation program for strategic employees in the Company known as the Long-Term Incentive Program. This program foresees the grant of options of the Company's Preferred Shares, on an annual basis, representing 20% of the annual base salary of each executive and, for the Directors and Executive Offices, an additional entrance bonus equivalent to 30% of the annual salary which latter was eliminated as of April 28, 2005. From 2005 on, in order to align their potential total compensation to market measures, the Board members were granted a number of shares representing 120% of their base salary. This modification of the long-term incentive program was approved by the Compensation and Succession Committee in February 2006. In 2007, the Compensation and Succession Committee approved a change in the grant to the Chief Executive Officer (CEO) and the Chief Operating Officer (COO) to the equivalent of 50% of their annual base salaries. In order to align the potential total compensation to market measures, the Compensation and Succession Committee approved respectively in 2012 and in 2013, to the Chief Executive Officer (CEO) and to the Chief Operating Officer (COO) a change to the grant to 75% and then to 120% of their annual base salaries and to the Vice-Presidents to 30% and then to 40%. In order to align the potential total compensation to market, the Compensation and Succession Committee approved a change to 2018 in the grant to the Chief Executive Officer (CEO) to the equivalent of 150% of his annual base salary, Board Members up to 100% and CFO to 50%. In order to adapt market references and new indicators, in 2020 the 20% readjustment in the previous target was approved, establishing observation parameters for the granting of shares or options, which vary between 12% and 180% of the eligible annual base salary, level hierarchical level and location.

The intent of such Program to attract and assure the long-term commitment of executives by allowing them to share in the growth of the Company, thereby enhancing the participation in the business. (See Item 10. Additional Information — B. Memorandum and Articles of Association).

To meet the effort of aligning globally both the compensation programs and the business needs, the Human Resources team, supported by the Korn Ferry Consultancy, an expert in compensation related matters, reviewed the Long-Term Compensation Program in order to tie a significant part of this compensation to a long-term financial metric, in this case the ROCE (Return on Capital Employed), which was submitted to and approved by the Gerdau Compensation and Succession Committee during the meeting held on April 28, 2010. The Chief Executive Officer (CEO and Director positions will have part of their Long-Term Compensation tied to ROCE (Return on Capital Employed) calculated on a yearly basis by comparing the actual ROCE against the one foreseen in the Strategic Plan.

In a shareholders meeting, held on September 19, 2013, changes to the Program were approved to better support the fulfillment of long-term goals. These changes consisted of the inclusion of new "vehicles" such as Restricted Shares, Performance Shares, Differed Shares and also allowed participants to convert voluntarily until November 17, 2013, their Stock Options or Share Appreciation Rights to Restricted Shares, through a calculation methodology that assured that there would be equivalent fair value.

On 12/18/2020, new amendments to the Long-Term Incentive Plan were approved at the Extraordinary General Meeting of Gerdau SA, which aim at aligning the long-term compensation incentives of senior leadership through performance goals that may be met, based on the economic-financial indicator EVA (Economic Value Added), and on sustainability indicators, which will consider a combination of indicators that are part of the SCORECARD ESG. There was also the inclusion of complementary programs such as ILP Matching and specific retention actions (ILP Spot).

[Table of Contents](#)

The Long-Term Incentive grants distributed to the Board of Directors and Executive Committee are as follows (see Consolidated Financial Statements — Note 24 for a complete summary of the stock option plans):

Grant Price:	R\$	9.65	R\$	4.29	R\$	11.12	R\$	13.22	R\$	14.99	R\$	20.06	R\$	26.88
Grant Date:		01/01/15		01/01/16		01/01/17		01/01/18		01/01/19		01/01/20		01/01/21
Vesting Date:		03/01/20		03/01/21		03/01/24		03/01/21		03/01/22		03/01/23		03/01/24
Expiration Date:		03/31/20		03/31/21		03/31/24		03/31/21		03/31/22		03/01/23		03/01/24
Grant Restricted Share		318,653		1,422,447		628,945		778,667		699,402		536,885		497,675
Exercised Restricted Share		318,653		1,419,084		83,105		778,667		17,644		19,782		17,714
Cancelled Restricted Share		0		3,363		0		0		1,308		0		0
Balance Restricted Share		0		0		545,840		0		680,450		517,104		479,961
Grant Performance Share		477,978		2,058,973		916,567		272,940		280,081		210,718		191,409
Grant Performance Share - Performance Adjustment		0		0		19,216		79,862		0		0		0
Exercised Performance Share		410,506		2,058,973		117,021		352,802		0		0		0
Cancelled Performance Share		67,472		0		0		0		1,962		0		0
Balance Performance Share		0		0		818,761		0		278,119		210,718		191,409

**C. BOARD PRACTICES**

Gerdau has a historical commitment to good corporate governance practices and to strengthening the stock markets, which is why it takes part in “Level 1 Differentiated Corporate Governance Practice” of the São Paulo Stock Exchange (B3) since 2001.

Furthermore, Gerdau S.A. also has 12 (twelve) corporate policies as follows: (a) “Information Disclosure Policy” that defines the criteria guiding investor relations, including the announcement of significant acts and facts. The aim is to maintain a fast and efficient flow of data while respecting the rules of secrecy and confidentiality. This policy covers controlling shareholders; officers and managers; members of the Board of Directors and Board of Auditors and any organizations or persons with technical or consultative functions which, as a result of their responsibilities, function or position, have access to information concerning the Gerdau Companies; (b) “Securities Trading Policy” which regulates transactions in the Company’s securities, ensuring transparency in transactions in the securities to avoid the use of privileged information for the benefit of Bound Persons (insider trading) or of third parties benefited by Bound Persons (tipping) in trading in the securities. This policy covers as “Bound Persons” the Company itself; direct and indirect controlling shareholders; officers and managers; members of the Board of Directors and Board of Auditors; employees and executives of the Company who have access to any privileged information, among others; (c) “Related-Party Transactions Policy” that aims to establish the procedures to be followed in “related-party transactions” to ensure that they are carried out in the best interest of the Company and its affiliates. This policy covers the affiliates; managers and controlling shareholders, and their family members; and any entities over which the managers or controlling shareholders of the Company exercise control, whether subsidiaries, associated Companies or companies under shared control; (d) Human Rights Policy: which establishes guidelines that foster respect for human rights in all business activities, and support the Universal Declaration of Human Rights, the Declaration on Fundamental Principles and Rights at Work of the International Labor Organization, and the United Nations Guiding Principles on Business and Human Rights.; (e) Anti-Corruption Policy: which defines guidelines and obligations in order to combat corruption and ensure compliance with the law and with Gerdau’s Code of Ethics and Conduct, regulate Gerdau’s conduct before public agents and its relationship with suppliers, customers, employees, investors and the community, reinforce the importance of complying with all applicable laws where Gerdau operates with an emphasis on anti-corruption and anti-money laundering laws, and meet the best governance practices and the principles and objectives of the UN Global Compact to which Gerdau is a signatory: “work against corruption in any form, including bribery and extortion, towards Peace, Justice and Effective Institutions”; (f) Sustainability Policy: which establishes guidelines for the sustainable conduction of Gerdau’s activities, considering the economic, social, environmental and governance elements, as well as an assessment of the associated risks and opportunities, and reinforces Gerdau’s commitment to creating value for the Company and for society; (g) Compliance Policy: which reinforce the commitment to conduct business ethically and with integrity, that is already established by Gerdau’s Code of Ethics and Conduct, policies, guidelines and state legislation and/or regulation, being the compliance management an individual obligation of each of Gerdau’s employees; (h) Risk Management Policy: which establishes corporate guidelines for risk management, scope, definitions and organizational structure. Assign responsibility for identification and treatment, in order to prevent or minimize their impact on risk factors; (i) Tax Policy: which lists and discloses the key commitments and guidelines applicable to actions related to the tax positioning of the business environments in places where Gerdau operates. This policy states and reiterates Gerdau’s commitment to complying with the laws and guiding principles on tax issues surrounding our business environments; (j) Integrated Policy: which reinforces Gerdau’s commitment with Health and Safety, Environment and Quality; (k) Code of Ethics and Conduct: which is a fundamental and imperative document for all Gerdau employees and Board of Directors, regardless of their area of activity, their position or their geographic location. It must be understood as a priority in all our activities, as it expresses the commitment and engagement in the adoption of conduct based on the highest ethical standards; and (l) Code of Ethics and Conducts for Third Parties: which establishes guidelines for Gerdau’s relationship with third parties, defined in this code as its suppliers, service providers and customers; establishes Gerdau’s main commitments to issues related to ethics and compliance with laws; defines how third parties are accountable to ensure compliance with these commitments; and highlights unacceptable behaviors, which are subject to contractual review, including employment termination.

The board structure is composed of two levels and has maintained the existing governing bodies: the Board of Directors and the Board of Officers.

**Board of Directors:** the Board of Directors is responsible for determining the broad direction of Gerdau’s business. The Board may have up to 11 members; currently there are 7 members and 3 of them are independent Directors. The Board has the following four Committees: Compensation, Corporate Governance, Finance, and Strategy and Sustainability. According to the Ordinary General Shareholders’ Meeting, held on April 23, 2021, the members of the Board of Directors, whose terms of office expire on the date that the Ordinary General Shareholders’ Meeting is held to approve managements’ accounts for the 2021 fiscal year, such meeting currently planned to be held on April 19, 2022, are:

***Chairman***

Guilherme Chagas Gerdau Johannpeter (1), (2), (3) and (4)

***Vice-Chairmen***

André Bier Gerdau Johannpeter (1), (2) and (4)

Claudio Johannpeter (2) and (4)



**Members**

Gustavo Werneck da Cunha (1), (2), (3) and (4)  
Claudia Sender Ramirez (1) and (2)  
Fernando Fontes Iunes (1), (2) and (3)  
Augusto Braúna Pinheiro (2)

Other Committee members:

Rafael Dorneles Japur (as from January 1<sup>st</sup>, 2022) (3) and (4)  
Fábio Eduardo de Pieri Spina (3)  
Raul Fernando Schneider (3)  
Richard Chagas Gerdau Johannpeter (3)

- 
- (1) Member of the Compensation Committee
  - (2) Member of the Corporate Governance Committee
  - (3) Member of the Finance Committee
  - (4) Member of the Strategy and Sustainability Committee

The Committees created to support the Board of Directors are:

*Compensation Committee:* responsible for evaluating and endorsing CEO’s recommendation regarding compensation and main executives’ performance, proposing them to Board of Directors; evaluating individual compensation of CEO, Directors and the responsible for compliance, proposing them to Board of Directors; evaluating CEO and responsible for compliance performances, establishment of goals and strategic for professional development, proposing them to Board of Directors; evaluate the strategic, policy and budget regarding fixed compensation, short and long-term incentives, severances, retentions, commissions, benefits, retirement pension and other programs regarding the global compensation of the employees, proposing them to Board of Directors; opining about the organizational structures of the Company proposing it to the Board of Directors the significant measures; and approving position promotion of statutory Officers and non-statutory Officers.

*Corporate Governance Committee:* responsible for, among other functions, keeping the members updated about the trends and benchmarks of Corporate Governance; evaluating the recommendations of the agents of capital markets and financial and specialized agencies, to recommend to the Board principles and guidelines of Corporate Governance; reviewing and commenting on the information relating to Corporate Governance contained in the official documents of the Company for dissemination to the market and evaluating the performance of the Board as a whole.

*Finance Committee:* responsible for supporting the Board in financial matters, including follow-up of the financial results of the Company, debt and leverage levels and targets, liquidity position and cash flows, capital structure, capital allocation, stock price, financial market trends, capital market communication, insurance and guarantee, review of the financial and hedging policies of the Company.

*Strategy and Sustainability Committee:* responsible for supporting the Board in the formulation of general policy guidelines of the Company; providing recommendations to the Board regarding policies and guidelines of business by product line and market; providing opinion on the investment program; opining on proposed mergers and acquisitions; trends in the steel industry and evaluating the impacts of the development on the Company’s business, as well as the environmental, social and governance factors (“ESG”), including, but not limited to, climate change.

**Board of Executive Officers:** statutory Board whose members are responsible for the representation of the Company and performance of the acts needed for the management of the Company. The members of the Board of Executive Officers, whose terms of office expire on the date that the Ordinary General Shareholders’ Meeting is held to approve managements’ accounts for the 2021 fiscal year, such meeting currently planned to be held on April 19, 2022, are:

**Chief Executive Officer (CEO):**

Gustavo Werneck da Cunha

***Vice-President, Chief Financial officer (CFO) and Investor Relations Officer:***

Rafael Dorneles Japur (as from January 1<sup>st</sup>, 2022)

***Officers:***

Cesar Obino da Rosa Peres  
Fábio Eduardo de Pieri Spina  
Fladimir Batista Lopes Gauto  
Hermenio Pinto Gonçalves  
Marcos Eduardo Faraco Wahrhaftig  
Mauro de Paula  
Wendel Gomes da Silva

Other Committees created to Support the Management: in order to provide support to the Management several committees were created and are responsible for advising on specific matters, such as the Risk Committee and the Disclosure Committee.

**Corporate Structure:** Gerdau's corporate structure evolved to help the business by adding value in three ways: being guardian of the governance and brand, image and values; optimizing the efficiency of Gerdau's activities through optimization of scale; and leveraging capabilities to deliver value above what individual businesses could generate autonomously. The Governance Guardian areas, such as Finance and Planning; Accounting; Legal, Public Affairs, Compliance; Social Responsibility; Communication, , Corporate Security; Internal Audit; and Environment, Health and Safety protects shareholders' interests and manages significant risks to long-term sustainability. The Scale Optimizer areas, such as Information Technology; Procurement; Shared Services and Gerdau International Trade, optimize resources and achieve economies of scale. The Advantage Accelerators areas, such as Metallics; Marketing and Sales; Industrial, Engineering; Innovation; and Management System exploit Gerdau's differentiating capabilities in the Business Segments.

All members of the Board of Directors and the Board of Executive Officers are elected for one-year terms, with re-election or re-appointment permitted. Members of the Board of Directors are appointed at the Ordinary General Meeting of Shareholders while members of the Board of Officers are elected at meetings of the Board of Directors.

**Board of Auditors**

Under Brazilian Corporate Law, the Board of Auditors ("*Conselho Fiscal*") is a shareholder-nominated audit board and an independent corporate body from the Board of Directors, management and the Company's external auditors. The Board of Auditors has not typically been equivalent to or comparable with a U.S. audit committee; its primary responsibility has been to monitor management's activities, review the financial statements, and report its findings to the shareholders.

Pursuant to an exemption under Section 10A-3 of the SEC rules concerning the audit committees of listed companies, a foreign private issuer (such as the Company) does not need to have a separate audit committee composed of independent members if it has a Board of Auditors established and selected pursuant to its home country's legal or listing provisions expressly requiring or permitting such a board and if such a board meets certain requirements. Pursuant to this exemption, a Board of Auditors can exercise the required duties and responsibilities of an U.S. audit committee to the extent permissible under Brazilian Corporate Law. To comply with the SEC rules, the Board of Auditors must meet the following standards: it must be separate from the full Board of Directors, its members must not be elected by management, no executive officer may be a member, and Brazilian law must set forth standards for the independence of the members. In order to qualify for exemption, the Board of Auditors must, to the extent permitted by Brazilian law:

- be responsible for the appointment, retention, compensation and oversight of the external auditors (including the resolution of disagreements between management and the external auditors regarding financial reporting);
- be responsible for establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- have the authority to engage independent counsel and other advisors as deemed necessary, to carry out its duties; and

## [Table of Contents](#)

- receive appropriate funding from the Company for payment of compensation to the external auditors, for any advisors and ordinary administrative expenses.

As a foreign private issuer, the Company decided to modify its Board of Auditors to comply with the exemption requirements. Accordingly, the Ordinary General Meeting of Shareholders held on April 28, 2005 amended the Company's Bylaws to modify the duties of the Board of Auditors and the Board of Directors, and, on the same date, approved the delegation of certain additional responsibilities to the Board of Auditors. The Board of Auditors operates pursuant to a charter ("Regimento Interno") that contemplates the activities described above to the extent permitted by Brazilian Law and is compliant with the requirements of the Sarbanes-Oxley Act, the pertinent regulations, and the requirements of the New York Stock Exchange.

Because Brazilian Corporate Law does not permit the Board of Directors to delegate responsibility for the appointment, retention and compensation of the external auditors and does not provide the Board of Directors or the Board of Auditors with the authority to resolve disagreements between management and the external auditors regarding financial reporting, the Board of Auditors cannot fulfill these functions. Therefore, in addition to its oversight responsibilities, the Board of Auditors may only make recommendations to the Board of Directors with respect to the appointment, retention and compensation of the external auditors. Likewise, the Board of Auditors may only make recommendations to management and the Board of Directors with regard to the resolution of disagreements between management and the external auditors. This limited scope of authority is a key difference between the Board of Auditors and the customary authority of an audit committee as a full committee of the Board of Directors.

Under the Brazilian Corporate Law, members of the Board of Auditors of a company are not allowed to be members of the Board of Directors, hold executive office, or be employed in any other position within that of a company or its subsidiaries or controlled companies. In addition, a member of the Board of Auditors cannot be spouse or relative of any member of a company's management. The Brazilian Corporate Law requires that members of the Board of Auditors receive a remuneration at least 10% of the average amount paid to each executive officer; and, also, that a Board of Auditors be composed of a minimum of three and a maximum of five members and their respective alternates.

As part of the adaptation of its Board of Auditors to the regulations, the Company has installed a permanent (standing) Board of Auditors currently composed of three members and their corresponding alternates who are elected at the Ordinary General Meeting of Shareholders with term of office to run until the next Ordinary General Meeting of Shareholders following their election, reelection being permitted. Under Brazilian Corporate Law, holders of Preferred Shares have the right to elect through a separate vote, one member of the Board of Auditors to represent their interests. Likewise, minority groups of shareholders with voting shares also have the right to elect one member of the Board of Auditors through a separate vote. However, irrespective of circumstances, the common shareholders have the right to elect the majority of the members of the Board of Auditors. Set forth below are the names, ages and positions of the members of the Company's Board of Auditors and their respective alternates, elected at the last Company's Ordinary General Meeting of Shareholders:

<u>Name</u>	<u>Birthday</u>	<u>Member Position</u>	<u>Year First Elected</u>
Bolívar Charneski	08/22/1950	Effective	2011
Tarcisio Beuren	11/15/1953	Effective	2017
Carlos Roberto Cafareli	07/20/1956	Effective	2018
Herculano Aníbal Alves	02/27/1953	Alternate	2017
João Odair Brunozi	02/07/1953	Alternate	2021
Maelcio Maurício Soares	12/15/1960	Alternate	2021

The Ordinary General Meeting of Shareholders has determined that Bolívar Charneski is an "audit committee financial expert" within the meaning of the rules adopted by the SEC concerning the disclosure of financial experts. Each member of the Board of Auditors has acquired significant financial experience and exposure to accounting and financial issues.

### **BOLÍVAR CHARNESKI (born in 1950)**

- Education: Degree in Accounting in 1974 and participant in a professional exchange program in PricewaterhouseCoopers, in Atlanta, GA – USA.
- Experience: Founder and partner since 1988 of Charneski Contadores Associados (until 2009, Charneski - Auditores & Consultores), a company based in Porto Alegre (RS), where he was technically responsible for independent auditing and consulting services. Since 2009 dedicated to advising companies and organizations in the fields of Governance, Boards, Management, Accounting and Tax.

Board member certified by Instituto IBGC – Instituto Brasileiro de Governança Corporativa (Brazilian Corporate Governance Institute), where he acted as a member of the Coordination Committee of the South Chapter. He was acting Partner (1st elected in Brazil) of Price Waterhouse (1971-1988), where he was also one of the founders of the Accounting and Audit Commission. Former director in various management terms of the IBRACON – Instituto dos Auditores Independentes do Brasil (Brazilian Institute of Independent Auditors), having presided over the 6th Regional Section and serving twice as Director of IBRACON in the national level. Board of Auditors member of Grendene SA (2011-2013), of Forjas Taurus SA (1998-2007), of Metalúrgica Gerdau (2017-2020). Currently he is Board of Auditors member (assigned as Financial Expert for SOX purposes since 2011) of Gerdau S.A.

**TARCISIO BEUREN (born in 1953)**

- Education: Degree in Business Administration, Course Supervisory Board in practice (IBGC), Participation in various courses, seminars, conferences and congresses related to finance, accounting, investor relations, planning, management development and leadership.
- Experience: He worked at Gerdau for over 30 years holding the following positions: Head of Investor Relations Department of Gerdau (2001 to 2005); Investor Relations Manager of Gerdau (2006 to 2014); Supervisory Board member at Metalúrgica Gerdau S.A.(2018/2021). Other experiences: Investment Analyst and Account Manager of Banco Maisonnave S.A. (1981 to 1985); President of COMEC – Comissão de Mercado de Capitais (Capital Markets Commission) of ABRASCA – Associação Brasileira das Companhias Abertas (Brazilian Association of Publicly Traded Companies) (2008 to 2014). Currently is (i) Member of the Fiscal Council at Gerdau S.A. and (ii) Alternate member of the Fiscal Council at Metalúrgica Gerdau S.A.

**CARLOS ROBERTO CAFARELI (born in 1956)**

- Education: Holds a degree in Business Administration from the Pontifical Catholic University of Curitiba, (PUC-PR, 1985). Completed his academic training with an MBA degree in General Basic Training for Senior Executives (IBMEC, 1998). Also got an MBA degree in Finance (IBMEC, 2010).
- Experience: Has more than 30 years of experience in Banco do Brasil, occupying positions of Superintendent and Director. Was the Board Member of TAESA - Transmissora Aliada de Energia Elétrica S.A.(2010 to 2017), Board of Administration chairman of Ativos S.A. (2014 to 2016), Head of Middle Market and Corporate at Banco do Brasil (2009 to 2014), Director of Operational Assets Restructuring at Banco do Brasil (2014 to 2016) and Chief Executive Officer of Brasildental (2016 to 2018). Currently, he is Member of the Fiscal Council of Gerdau S.A.

**HERCULANO ANÍBAL ALVES (born in 1953)**

- Education: Degree in Economics by PUC/SP with a post-graduation in Financial Management and a Master's degree in Finance and Investments at EAESP-FGV. Also holds a Governance, Risk and Compliance Certificate by Risk University – KPMG, participated in the Audit Committee course by IBGC, Portfolio Manager Certification by CVM and ANBIMA (CGA).
- Experience: Worked in the financial market, as Investment Director, Equities portfolio Manager, Investment Analyst and Credit Analyst at: BRAM - Bradesco Asset Management, ABN AMRO Bank, Unibanco and Banco Bozzano Simonsen, and in the administrative and financial area of the bus company Vila Carrão. In the first three employers, he was a member of the Credit and Investment Committees and of the monthly Committee of BRAM with Banco Bradesco. He was Board Member of Value and Liquidity Fund of Bradesco Templeton (1998-2001), Board Member of GP's Private Equity Technology Fund (2001-2005), Member of the Fiscal Council of Gerdau S.A. (2017-2018), Member of the Fiscal Council Grupo Fleury and Ecorodovias (2018-2019), Alternate Fiscal Advisor to the Private Equity Fund of 2Bcapital (2013-2019) and Partner at Arax (Investimentos) (2015-2016). Currently is (i) Board Member of Tim Brasil, (ii) Board Member of Marfrig Brasil Foods, (iii) Member of the Fiscal Council of Cielo, (iv) Member of the Fiscal Council Grendene, (v) Member of the Fiscal Council Metalúrgica Gerdau, (vi) Alternate Fiscal Advisor to the Gerdau S.A and (vii) Partner at Barigui Gestão de Recursos.

**JOÃO ODAIR BRUNOZI (born in 1953)**

- Education: Degree in Accounting, specializing in Tax Law, Graduate in Financial Management and an MBA in Finance from IBMEC-SP.
- Experience: He started his career at Price Waterhouse Auditores Independentes as a trainee, acting as an auditor for seven years. He has solid experience in the areas of Controllershship and Finance, acting as Controller and CFO for over thirty years in large

manufacturing industries. At S@o Paulo Alpargatas was Financial Planning and Financial Analysis Manager for two years. He joined Grupo Villares in 1985, where he worked for twenty years, as Tax Planning Manager and Controller for several companies in the group and the holding company, and accumulated Investor Relations management for five years. He was Director of several subsidiaries and Officer (Treasurer) of subsidiary in the United States. In the Gerdau Group, where he joined in early 2006 with the purchase by it of Al os Villares, he worked in the positions of CFO of Al os Villares and Controller (CFO) of Gerdau Diaco (Colombia). He was CFO of Cecil SA Lamina|@o de Metais (2017 to 2019). Currently he is (i) Chairman of the Fiscal Council of Concession(ria Aeroporto do Rio de Janeiro SA (Tom Jobim Airport), (ii) Effective Member of the Fiscal Council of Metal|rgica Gerdau S.A., (iii) Alternate Member of the Fiscal Council of JHSF Participa|J es S.A. and Alternate Member of the Fiscal Council of Gerdau S.A.

**MAELCIO MAURICIO SOARES (born in 1960)**

- Education: Degree in Mechanical Engineering from Funda|@o T|cnico Educacional Souza Marques – RJ (1984); Executive MBA in Finance – Instituto Brasileiro de Mercado de Capitais - IBMEC RJ (1997); Senior Executive MBA BB – IAG Pontif|cia Universidade Cat|lica – RJ (2000); Course for Board of Directors - IBGC - SP (2020).

- Experience: He has 35 years of experience in the financial market, working in Corporate Banking, Retail, Capital Markets, Mergers and Acquisitions, Project & Corporate Finance and Asset Restructuring, including in Argentina. He was Corporate Market Manager of Banco do Brasil SA – Corporate (2001 -2007), Deputy Manager and General Manager of Banco do Brasil SA – Argentina (2008-2011), State Superintendent of Retail and Government of Banco do Brasil SA (2012-2013) in the State of Maranh@o and (2013-2015) in the State of Pernambuco, Director of Administration and Finance and Member of the Board of Directors of Petrobras Argentina SA (2015-2016), Finance and Administration Manager and Member of the Board of Directors of Petrobras Operaciones SA (2017-2019). He is currently (i) Vice-Chairman of the Board of Directors and Member of the Operational and Finance Committee of COMPAVIA MEGA S.A. - Joint Venture between Petrobras, DOW and YPF; (ii) Independent Member of the Board of Directors of Banco do Estado do Esp|rito Santo S.A. – BANESTES and (iii) Alternate Member of the Fiscal Council of Gerdau S.A.

**D. EMPLOYEES**

<b>Work Force</b>	<b>Brazil</b>	<b>Other Countries</b>	<b>Total</b>
2021	18,102	9,637	27,739
2020	15,313	9,300	24,613
2019	14,950	9,837	24,787
2018	14,811	9,731	24,542
2017	14,038	14,574	28,612
2016	14,960	15,054	30,014
2015	16,495	18,650	35,145
2014	20,169	19,892	40,061
2013	22,278	19,337	41,615
2012	22,658	19,211	41,869
2011	23,516	19,304	42,820

<b>Extended Work Force*</b>	<b>Brazil</b>	<b>Other Countries</b>	<b>Total</b>
2021	6,420	1,346	7,766
2020	4,819	1,349	6,168
2019	4,224	1,136	5,360
2018	6,192	1,487	7,679
2017	5,544	2,701	8,245
2016	4,992	2,970	7,962
2015	5,406	3,461	8,867
2014	6,583	4,201	10,784
2013	7,637	4,128	11,765
2012	8,147	3,303	11,450
2011	7,734	3,799	11,186

\*Outsourced corresponds to employees of third-party service providers of Gerdau which provide, as employees of those providers, services directly to Gerdau in areas that are not the core business of Gerdau.

## [Table of Contents](#)

As of December 31, 2021, the Company employed 27,739 at its industrial units, excluding jointly controlled entities, 65% of this total is based in Brazil and the remainder in South America and North America, which have 3,708 and 5,929 employees, respectively.

As labor unions in Brazil and other Countries in Latin America are organized on a regional basis, the Company has no nationwide agreements with its employees. 35% of Gerdau North America employees are unionized.

Gerdau maintains good working conditions at its mills and consequently has what it believes to be a comparatively low employee turnover rate.

Gerdau maintain good relations with employees. To maintain such good working environment, the Company provides development and training opportunities, team-building programs and transparent management system. Compensation plans are designed to meet employee's financial interests with those of Gerdau shareholders.

### **E. STOCK OWNERSHIP**

The following table shows the individual holdings of shares in preferred and common stock in Gerdau S.A. for each director and executive officer as of December 31, 2021.

<b>Shareholder</b>	<b>Common Shares (with voting rights)</b>	<b>%</b>	<b>Preferred Shares (with restricted voting rights)</b>	<b>%</b>
Claudio Johannpeter	—	—	627,551	0.00
André Bier Gerdau Johannpeter	—	—	283,109	0.00
Guilherme Chagas Gerdau Johannpeter	—	—	251,942	0.00
Claudia Sender Ramirez	—	—	—	—
Fernando Fontes Iunes	—	—	19,881	0.00
Harley Lorentz Scardoelli	—	—	136,250	0.00
Gustavo Werneck da Cunha	—	—	—	—
Rafael Dorneles Japur	—	—	3,627	0.00
Cesar Obino da Rosa Peres	—	—	—	—
Marcos Eduardo Faraco Wahrhaftig	—	—	73,224	0.00
Fladimir Batista Lopes Gauto	—	—	22,160	0.00
Mauro de Paula	—	—	61,762	0.00
Fábio Eduardo de Pieri Spina	—	—	—	—
Augusto Braúna Pinheiro	—	—	—	—
Hermenio Pinto Gonçalves	—	—	36,979	0.00
Wendel Gomes da Silva	—	—	22,634	0.00
<b>TOTAL</b>			<b>1,535,522</b>	<b>0.00</b>

(1) Harley Lorentz Scardoelli was an Officer (Vice President) and a member of the Board of Executive Officers until December 31, 2021

The Company has different employee stock option plans for each of its subsidiaries. See Note 26 — Long-Term Incentive Plans in its Consolidated Financial Statements included herein for further details.

[Table of Contents](#)

The following table shows the 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020 and 2021 awards (all Gerdau S.A. preferred shares) to each Board member and executive officer up to December 31, 2021. Since 2013, the Company has not been granting Stock Options and all remaining Stock Options were either vested or cancelled.

Names	Restricted Share Units				Performance Share Units			
	Grant	Exercised	Cancelled	Balance	Grant with performance adjustment	Exercised	Cancelled	Balance
Claudio Johannpeter	1,592,202	1,002,533	0	589,669	1,312,535	979,435	36,146	296,954
Andre Bier Johannpeter	1,755,246	1,126,895	0	628,351	1,595,647	1,193,533	47,138	354,976
Guilherme Gerdau Johannpeter	879,779	376,857	0	502,922	394,593	216,261	11,500	166,832
Fernando Fontes Iunes	61,398	40,078	0	21,320	0	0	0	0
Claudia Sender Ramirez	12,499	0	0	12,499	0	0	0	0
Gustavo Werneck da Cunha	471,871	169,287	0	302,584	742,937	288,762	299	453,876
Harley Lorentz Scardoelli(1)	183,116	118,620	0	64,496	266,639	179,400	2,262	84,977
Rafael Dorneles Japur(2)	8,323	0	0	8,323	1,603	0	0	1,603
Fladimir Batista Lopes Gauto	79,412	64,428	0	14,984	105,905	82,111	1,318	22,476
Marcos Eduardo Faraco Wahrhatig	67,663	48,863	0	18,800	92,798	63,073	1,526	28,199
Cesar Obino da Rosa Peres	59,414	47,698	0	11,716	65,273	47,374	324	17,576
Mauro de Paula	45,995	34,356	1,308	10,331	54,761	36,945	2,320	15,496
Wendel Gomes da Silva	18,534	11,142	0	7,392	29,148	18,059	0	11,089
Hermenio Pinto Gonçalves	58,034	43,050	0	14,984	92,120	67,759	1,884	22,476
Fabio Eduardo de Pieri Spina	14,984	0	0	14,984	22,476	0	0	22,476
<b>Total</b>	<b>5,308,471</b>	<b>3,083,807</b>	<b>1,308</b>	<b>2,223,355</b>	<b>4,776,434</b>	<b>3,172,711</b>	<b>104,717</b>	<b>1,499,007</b>

Information concerning exercise price, grant date, vesting date and expiration date are available in the stock option table in Item 6.B — Compensation.

(1)Harley Lorentz Scardoelli was an Officer (Vice President) and a member of the Board of Executive Officers until December 31, 2021

(2)Rafael Dorneles Japur was elected Officer (Vice President) and member of the Executive Board as from January 1<sup>st</sup>, 2022

**ITEM 7. MAJOR SHAREHOLDERS AND RELATED-PARTY TRANSACTIONS**

**A. MAJOR SHAREHOLDERS**

As of January 31, 2022, Gerdau S.A. had 571,929,945 common shares and 1,133,821,171 non-voting preferred shares outstanding (excluding treasury stock). Of the two classes of stock traded in the market, only the common stock carries voting rights. Under the terms of the Company's bylaws, however, specific rights are assured to the non-voting preferred stock. See the bylaws of Gerdau S.A. attached to this Annual Report.

The table below presents certain information as of January 31, 2022, regarding (i) any person known to the Company as the owner of more than 5% of Gerdau S.A.'s outstanding common stock, (ii) any person known to the Company as the owner of more than 5% of Gerdau S.A.'s outstanding preferred stock, and (iii) the total amount of the common and preferred stock owned by the members of the board of directors and executive officers of the Gerdau S.A. as a group.

Shareholder	Common Shares	%	Preferred Shares	%
Metalúrgica Gerdau S.A	557,898,901	97.26	—	—
JP Morgan Chase Bank	—	—	308,771,827	17.9
Capital International Investors	—	—	178,278,088	10.4
Members of the board of directors and executive officers as a group (9 members)	—	—	386,182	0.02

Metalúrgica Gerdau S.A. is a holding company that directly and indirectly controls all Gerdau companies in Brazil and abroad. Metalúrgica Gerdau hold 97.26% of the voting capital stock of Gerdau S.A. and thus have the ability to control the Company's Board of Directors as well as its management and operations.

On January 31, 2022 there were 308,771,827 ADSs outstanding, representing 17.96% of Gerdau S.A. preferred shares and the number of record holders were 40.

## **B. RELATED-PARTY TRANSACTIONS**

The Company's transactions with related parties consist of (i) loans, (ii) commercial operations, (iii) marketable securities in investment funds managed by a bank (iv) sale and rental of property. See Note 20 to the Consolidated Financial Statements (Related Party Transactions) for further information.

(i) Gerdau S.A. maintains loans with some of its subsidiaries and other affiliates through loan contracts, which are repaid under conditions similar to those prevailing in the open market. Loan agreements between Brazilian companies are adjusted by the monthly variation in the CDI (interbank deposit rate). The agreements with foreign companies are adjusted by contracted charges plus foreign exchange variation, when applicable.

(ii) Commercial operations between Gerdau S.A. and its subsidiaries or related parties basically consist of transactions involving the purchase and sale of inputs and products. These transactions are carried out under the terms and conditions established in the contract between the parties and under prevailing market conditions.

(iii) The Company holds marketable securities in investment funds managed by a bank. These marketable securities comprise time deposits and debentures issued by major Brazilian banks and treasury bills issued by the Brazilian government.

(iv) The Company and its subsidiaries carried out transactions with controlling shareholders referring to the sale of property. Additionally, the Company recorded income derived from rental agreement.



The Company's transactions with related parties are presented below:

Item	INTRA-GROUP AGREEMENTS Purpose of the Agreement	Relationship with issuer	Original Amount		Maturity or Deadline	Termination or extinction conditions	Outstanding Amount	
			In thousands of R\$	Date			December 31, 2020	Largest amount during the period covered
1	In October 2019, the Company concluded the renewal of the Global Credit Line in the total amount of US\$ 800 million (equivalent to R\$ 4,464 million on 12/31/2021). The operation aims to provide liquidity to subsidiaries and companies with shared control in North America and Latin America, including Brazil. The companies Gerdau SA, Gerdau Açominas SA and Gerdau Aços Longos SA provide guarantee to this transaction, which matures in October 2024. On 12/31/2021, the amount used in this line was US\$ 85 million (R\$ 474 million in 31/12/2021).	Joint-venture /Subsidiary	3,340,480	11/12/2019	Oct-24	Maturity	474,343	598,334
2	Co-guarantee for Gerdau Trade Inc. in the 10-year Bond issued in April/2013 in an amount of up to US\$750 million	Subsidiary	1,484,250	04/15/2013	Apr-23	Settlement of the agreement	1,099,258	1,764,870
3	Co-guarantee for GTL Trade Finance Inc. and Gerdau Holdings Inc. in the 10-year Bond issued in April/2014 in an amount of up to US\$ 1,166 million. No remuneration.	Subsidiary	2,562,868	04/10/2014	Apr-24	Settlement of the agreement	885,955	3,568,806
4	Guarantee for company Gerdau Corsa S.A.P.I. de C.V. in a simple credit line in the amount of US\$ 50 million equivalent to MXN.	Joint-venture	208,620	09/23/2019	Sep-24	Maturity	271,115	271,115
5	Co-guarantee for Gerdau Trade Inc. in the 10-year Bond issued in October/2017 in an amount of up to US\$ 650 million.	Subsidiary	2,056,535	10/12/2017	Oct-27	Settlement of the agreement	2,771,455	3,703,245
6	Co-guarantee for GUSAP III LP, in the 10-year Bond issued in November/2019 in an amount of up to US\$ 500 million.	Subsidiary	2,100,600	11/21/2019	Jan-30	Settlement of the agreement	2,790,250	2,837,255
7	Co-guarantee for Gerdau Ameristeel US Inc. in the 25-year Bond issued in October/2012 in an amount of US\$ 51 million.	Subsidiary	103,505	10/18/2012	Aug-37	Settlement of the agreement	284,606	290,562
8	Co-guarantee for GTL Trade Finance Inc. in the 10-years Bond issued in April/2014 in an amount of US\$ 500 million. No remuneration.	Subsidiary	1,117,100	04/16/2014	Apr-44	Settlement of the agreement	2,790,250	2,848,650
9	Guarantee granted to Gerdau Aços Longos S.A. raised a loan from BRB Pró DF II	Subsidiary	12,834	08/05/2009	Jun-38	Settlement of the agreement	12,516	12,516
10	Gerdau S.A. has accounts receivable derived from sales to parent company and subsidiaries.	Subsidiaries	—	—	Undetermined	Maturity	220,826	220,826
11	Current account (liability balance) with Gerdau Trade Inc. Pays the contracted charges plus exchange variance.	Subsidiary	—	09/17/2010	Undetermined	No maturity	7,126,461	8,226,197
12	Renting agreement of commercial room of area of 840 m2 of building placed on Av. Farrapos, 1811 - Porto Alegre/RS, Lessor: Gerdau Aços Longos S.A. Lessee: Grupo Gerdau Empreendimentos Ltda. Amount per month R\$ 56 thousand. Balance receivable of R\$ 19,311 thousands, which is fully guaranteed by means of a personal guarantee, consisting of 5 annual installments of R\$ 3,534 thousands, adjusted by the positive variation of the IPCA, referring to the sale to controlling shareholders of a property located at Avenida Farrapos, 1811, Porto Alegre/RS	Parent company	50	01/01/2013	Undetermined	Maturity	56	56
13	Financial investment in subsidiary Paraopeba - Fundo de Investimento Renda Fixa.	Subsidiary	—	—	Undetermined	No maturity	467,122	760,314
14	Rio Paraná Energy: Guarantee granted for the obligations set forth in the Electricity Sale and Purchase Agreement, entered into on 08/30/2018, among Rio Paraná Energia S.A. and Gerdau Aços Longos S.A. and Gerdau Açominas S.A. in the up to limit amount of R\$ 7,212 thousands by 03/01/2022.	Subsidiary	7,212	01/01/2021	Mar-22	Maturity	7,212	7,212
15	Guarantee granted for the obligations provided for in the Electricity Sale and Purchase Agreement, entered into on 08/30/2018, among Rio Parapananema Energia SA and Gerdau Aços Longos S.A. and Gerdau Açominas S.A. up to the limit amount of BRL 36,060 thousands by 03/01/2022.	Subsidiary	36,060	01/01/2021	Mar-22	Maturity	36,060	36,060
16	Guarantee granted to Gerdau Aços Longos due to the financing contracted with Banco BNP Paribas in the amount of R\$ 400 million by 11/16/2025.	Subsidiary	400,000	01/01/2021	Nov-25	Maturity	400,000	400,000
17	Guarantee granted to Gerdau Corsa S.A.P.I. de C.V., borrower of a simple credit line, in the amount of US\$ 43,397 thousands, equivalent in MXN.	Joint-venture	226,349	09/10/2021	Sep-26	Settlement of the agreement	236,548	236,548
18	Guarantee granted to Gerdau Corsa S.A.P.I. de C.V., borrower of a simple credit line, in the amount of US\$ 142,873 thousands, equivalent in MXN.	Joint-venture	745,657	09/13/2021	Sep-24	Settlement of the agreement	778,778	778,778
19	Guarantee granted to Gerdau Corsa S.A.P.I. de C.V., borrower of a simple credit line, in the amount of US\$ 72,742 thousands, equivalent in MXN.	Joint-venture	384,262	09/09/2021	Sep-26	Settlement of the agreement	396,506	396,506

### C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

### ITEM 8. FINANCIAL INFORMATION

#### A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

The Company's financial statements are included in Item 18.

#### General

In common with other Brazilian companies, Gerdau and its subsidiaries are parties to judicial and administrative proceedings involving labor, civil and tax matters. Management believes that the provisions recorded for these judicial and administrative

## [Table of Contents](#)

proceedings are sufficient to cover probable and reasonably estimable losses from unfavorable court decisions and that the final decisions will not have significant effects on the financial position of the Company and its subsidiaries on December 31, 2021.

The following table summarizes the contingencies and related judicial deposits: as of December 31, 2021, 2020, and 2019 (in thousands of Reais):

### Subjects

	Contingencies			Deposits		
	2021	2020	2019	2021	2020	2019
Tax	1,270,473	706,104	396,821	1,449,699	1,597,995	1,837,967
Labor	435,803	428,821	357,130	73,709	95,234	113,379
Civil	34,750	37,586	55,348	135,971	132,562	40,369

The material administrative and judicial claims and the related provisions are described more fully in Note 19 to the Financial Statements.

### Tax Provisions

Tax provisions are related to:

- R\$ 221,666 related to ICMS (state VAT), mostly in regarding of the right of offsetting credits.
- R\$ 76,179 related to Social Security Contributions asset on the payroll.
- R\$ 922 related to Recomposição Tarifária Extraordinária – RTE, which represent tariffs charged for supplying energy to the Company's industrial units. Management believes that these tariffs represent taxes and are thus incompatible with the National Tax System. The claims are currently under review in Regional and Superior Federal Courts. The Company has made escrow deposits equivalent to the total amount of these claims.
- R\$ 471,484 related to disallowance of PIS and Cofins credits and claims related to their impact on other revenues.
- R\$ 459,474 related to tax uncertainties related to Corporate Income Tax - IRPJ and Social Contribution on Net Income – CSLL.
- R\$ 40,749 related to other taxes, which were classified as probable loss.

The Company and its subsidiaries are parties to other tax claims, described within this document on Item 3. D – Risk Factors. For these claims, no accounting provision was made, since these were considered as possible losses, based on the opinion of its legal counsel and management's assessment.

### Labor Provisions

The Company is also a party to labor lawsuits, for which there is a provision of R\$ 435,803 as of December 31, 2021. None of these lawsuits involve significant amounts individually and the lawsuits involve various labor amounts and the provision arises from unfavorable decisions and/ or probability of probable loss in the normal course of claims with the expectation of outflow of financial resources by the Company. The balance of judicial deposits related to labor contingencies, on December 31, 2021, represented R\$ 73,709.

The Company and its subsidiaries are parties to other labor claims that together have an amount of approximately R\$ 452,847. For these claims, no accounting provision was made, since these were considered as possible losses, based on the opinion of management with input from legal counsel.

## **Other Provisions**

The Company is also involved in lawsuits arising from the ordinary course of its operations and has reserved R\$ 34,750 for these actions. Deposits in guaranteed accounts related to these contingencies on December 31, 2020, almost amount to R\$ 135,971.

Other contingent liabilities with remote probabilities of losses, involving uncertainties regarding their occurrence, and, therefore, not included in the contingency reserve, are composed of:

### ***Antitrust Proceedings***

A lawsuit arising from the request by two civil construction unions in the state of São Paulo alleging that Gerdau S.A. and other long steel producers in Brazil share customers, thus violating the antitrust legislation. After investigations carried out by the Competition Defense System (SDE — Secretaria de Direito Econômico), the final opinion was that a cartel exists. The lawsuit was therefore forwarded to the Administrative Council for Economic Defense (CADE) for judgment, which resulted in a fine to the Company and other long steel producers, on September 23, 2005, an amount equivalent to 7% of gross revenues in the year before the Administrative Proceeding was commenced, excluding taxes (fine of R\$ 245,070, updated by the judicial accountant on August 01, 2013 to R\$ 417,820).

Two lawsuits challenge the investigation conducted by the Competition Defense System based on procedural irregularities, especially the production of evidence, based on an economic study, to prove that a cartel did not exist. The Court, upon offer of bank guarantee letter, granted the suspension of the effects of CADE's decision. Both actions were dismissed, and their respective appeals were also rejected by the Federal Regional Court of the 1st Region. Against both decisions, appeals were lodged with the Superior Court of Justice and the Federal Supreme Court, The Appeal to the Supreme Federal Court was dismissed. We are currently awaiting a decision by the Superior Court of Justice.

Regardless of the outcome of its appeals, the Company will continue to seek all legal remedies to defend its rights.

The Company denies having been engaged in any type of anti-competitive conduct and believes based on information available, including the opinion of its legal counsel, that it is possible that the decision will be reversed.

### ***Other Civil Litigation***

The Company and its subsidiaries are parties to other civil claims that together have an amount of approximately R\$ 456,848. For these claims, no accounting provision was made, since these were considered as possible losses, based on the opinion of its legal counsel and management's assessment.

## **No Material Effect**

Management believes that any losses arising from other contingencies will not materially affect the results of operations or the Company's consolidated financial position. However, there is no guarantee that a final court order will be favorable in any of these or other proceedings, as well as any material adverse effects on the Company's consolidated financial position, results or future cash flows.

## **Dividend Distribution Policy**

Brazilian Corporate Law generally requires the Bylaws of each Brazilian corporation to specify a minimum percentage of the profits for each fiscal year that must be distributed to shareholders as dividends. On this note, it is not uncommon for corporations to provide for a minimum payout of 25% of adjusted net income. According to the Company's Bylaws, this percentage has been fixed at no less than 30% of the adjusted net income for distribution each fiscal year.

Dividends for a given fiscal year are payable from (i) retained earnings from prior periods and (ii) after-tax income for the same period, after the allocation of income to the legal reserve and to other reserves ("Adjusted Net Income"). In order to convert the dividends paid by the Company from *reais* into U.S. dollars, the financial institution providing the Company with custodial services ("Custodian") uses the significant commercial market exchange rate on the date that these dividends are made available to shareholders in Brazil. Under Brazilian Corporate Law, a Brazilian company is required to maintain a legal reserve, to which it must allocate 5% of net income determined in accordance with the law for each fiscal year until such reserve reaches an amount equal to

20% of the Company's paid-in capital. On December 31, 2021, Gerdau S.A.'s legal reserve amounted to R\$ 908.9 million or 4.7% of total paid-in capital of R\$ 19,249.2 million.

According to Law 6,404, holders of preferred shares in a Brazilian corporation are entitled to dividends at least 10% greater than the dividends paid on ordinary shares. Gerdau S.A.'s executive directors presented a proposal at the 2002 shareholders' meeting to grant to both ordinary and preferred shares 100% tag-along rights. Shareholders approved this measure and the right was extended to all shareholders, even though the new Brazilian Corporate Law only requires that such rights be granted to the common minority shareholders (and only for 80% of the consideration paid to the controlling shareholders).

Under the amendments to the Brazilian Corporate Law, by extending the tag along rights to minority shareholders, the Company no longer needs to comply with the requirement to pay an additional 10% premium on dividends paid to preferred shareholders. Following the approval and implementation of the amendments to the Company's Bylaws to provide for the tag-along rights as described above, the Company now pays the stated minimum dividend of 30% of adjusted net profit (section 19 of the Company's Bylaws) to all shareholders, from January 1, 2002 dividends paid to preferred shareholders no longer being subject to a minimum 10% premium over those paid to holders of ordinary shares.

As a general requirement, shareholders who are non-residents of Brazil must have their Brazilian company investments registered with the Central Bank in order to be eligible for conversion into foreign currency of dividends, sales proceeds or other amounts related to their shares for remittance outside Brazil. Preferred shares underlying the American depository shares ("ADSs") will be held in Brazil by the Custodian as agent for the Depository Bank (the "Depository"). The holder of preferred shares will be the registered holder recorded in the preferred shares register.

Payments of cash dividends and distributions, if any, are made in Brazilian currency to the Custodian, on behalf of the Depository, which will then convert such proceeds into U.S. dollars and deliver the same U.S. dollars to the Depository for distribution to holders of ADSs. If the Custodian is unable to convert the Brazilian currency received as dividends into U.S. dollars immediately, the amount of U.S. dollars payable to holders of ADSs may be adversely affected by any devaluation or depreciation of the Brazilian currency relative to the U.S. dollar that may occur before such dividends are converted and remitted. Dividends in lieu of the preferred shares paid to holders who are not resident in Brazil, including holders of ADSs, are not subject to Brazilian withholding tax.

#### ***Interest on Capital Stock***

Law 9,249 of December 1995 provides that a company may, at its sole discretion, pay interest on capital stock in addition to, or instead of, dividends. A Brazilian corporation is entitled to pay its shareholders interest on capital stock up to the limit of an amount computed as the TJLP (Long-Term Interest Rate) rate of return on its interest on capital stock or 50% of the net income (according BR GAAP) for the fiscal year, whichever is the lower. The payment of interest as described herein is subject to a 15% withholding income tax. See Item 10. Additional Information — Taxation.

#### ***Dividend Policy***

The Company currently intends to pay dividends on its outstanding preferred shares at its mandatory distribution rates for any particular fiscal year, subject to any determination by the Board of Directors that such distributions would be inadvisable in view of the Company's financial condition. On March 31, 2003, the Board of Directors approved a new policy for paying dividends and interest on capital stock on a quarterly basis.

Since 1999, dividends have been paid to holders of the Company's ordinary and preferred shares in *reais* and in U.S. dollars converted from *reais* at the commercial exchange rate on the date of payment. Significant amounts are described in Item 3 - Key Information - Selected Financial Data.

## **B. SIGNIFICANT CHANGES**

#### ***Board of Executive Officers***

Since December 31, 2021, Harley Lorentz Scardoelli is no longer a member of the Board of Executive Officers. On January 1<sup>st</sup>, 2022, Rafael Dorneles Japur was elected member of the Board of Executive Officers and he is also the new Chief Financial Officer and Investor Relations Officer.

**ITEM 9. THE OFFER AND LISTING**

**A. OFFER AND LISTING DETAILS**

Not required.

**B. DISTRIBUTION PLAN**

Not required.

**C. MARKETS**

**São Paulo Stock Exchange - Brasil**

***Trading on the B3***

The São Paulo Stock Exchange (called “B3 S.A. - Brasil, Bolsa, Balcão” or just “B3”) trading is conducted between 10:00 a.m. and 5:00 p.m. (or 6:00pm depending on the season) on the B3 automated system. There is also trading on the so-called After-Market, a system that allows for evening trading through an electronic trading system. Trades are made by entering orders in the Mega Bolsa electronic trading system, created and operated by B3. The price variations are limited to 2% (above or below) the closing quote of the day.

In order to better control volatility, the B3 adopts a “circuit breaker” system pursuant to which trading sessions may be suspended for a period of 30 minutes or one hour whenever the index of the B3 falls below the limits of 10% or 15%, respectively, in relation to the index registered in the previous trading session. If any circuit breaker takes place during the day, trading sessions thereafter may be suspended by a period of time to be determined as per B3’s own discretion whenever the index of the B3 falls below the limit of 20% in relation to the index registered in the trading session of the day before.

Since March 17, 2003, market making activities have been allowed on the B3. The CVM and the B3 have discretionary authority to suspend trading in shares of a particular issuer under certain circumstances. Trading of securities listed on the B3 may be affected off the stock exchange market under certain circumstances, although such trading is very limited.

Settlement of transactions is affected three business days after the trade date without adjustment of the purchase price for inflation. The seller is ordinarily required to deliver the shares to the exchange on the second business day following the trade date.

Trading on the B3 by non-residents of Brazil is subject to certain limitations under Brazilian foreign investment legislation. See specific regulation for foreign investments in Brazil.

**Corporate Governance Practices in Brazil**

In 2000, the B3 introduced three special listing segments, known as Level 1 and 2 of Differentiated Corporate Governance Practices and in 2004 the *Novo Mercado*, aimed at encouraging Brazilian companies to follow good corporate governance practices and higher levels of transparency, as per required by Brazilian Corporate Law. The listing segments were designed for the trading of shares issued by companies voluntarily undertaking to abide by corporate governance practices and disclosure requirements in addition to those already imposed by Brazilian law. These rules generally increase shareholders’ rights and enhance the quality of information provided to shareholders.

The Company is listed on the Level 1 segment of the B3. To become a Level 1 company, in addition to the obligations imposed by current Brazilian law, an issuer must agree to (i) ensure that shares of the issuer representing at least 25% of its total capital are effectively available for trading; (ii) adopt offering procedures that favor widespread ownership of shares whenever making a public offering; (iii) comply with minimum quarterly disclosure standards, including cash flow statements; (iv) follow stricter disclosure policies with respect to transactions made by controlling shareholders, directors and officers; (v) disclose the terms of the transactions with related parties; (vi) make a schedule of corporate events available to shareholders; (vii) at least once a year, hold public meetings with analysts and investors; (viii) include in the Company’ Bylaws of the mandatory minimum clauses set out by B3; (ix) prepare and publish its Trading Securities Policy and Code of Conduct; and (x) not accumulate the position of Chairman of the Board of Directors and Chief Executive Officer or lead executive by the same person.

## **Regulation of the Brazilian Securities Market**

The Brazilian securities markets are regulated by the CVM, which has authority over stock exchanges and the securities markets generally, and by the Brazilian Central Bank, which has, among other powers, licensing authority over brokerage firms and regulates foreign investment and foreign exchange transactions. The Brazilian securities market is governed by the Brazilian Securities Law (Law N. 6,385 of December 7, 1976, as amended) and the Brazilian Corporate Law (Law N. 6,404 of December 15, 1976, as amended).

Law 11,638, of December 28, 2007, and Law N. 11,941, of May 27, 2009, amended a number of provisions of Law N. 6,385/76 and Law N. 6,404/76, related to accounting rules and financial statements of Brazilian corporations. The new changes aim to bring Brazilian accounting rules/financial statements closer to international standards.

Under the Brazilian Corporate Law, a company is either publicly held, such as Gerda S.A., or closely held. All publicly held companies must apply for registration with the CVM and are subject to ongoing reporting requirements. A publicly held company may have its securities traded either on the B3 or on the Brazilian over-the-counter markets (Brazilian OTC). The shares of a publicly held company, including Gerda S.A., may also be traded privately subject to certain limitations established in CVM regulations.

CVM has issued Instruction N. 480, dated as of December 7, 2009, that provides for the requirements for the registration of publicly held companies and companies that intend to trade securities in regulated securities markets. CVM Instruction N. 480/09 significantly modified the reporting requirements applicable to publicly held companies and set forth the obligation to such companies to file annually with CVM a Reference Form (“Formulário de Referência”) containing all of the Company’s significant information and to update the information contained therein as soon as any significant changes occur.

In addition to such reporting requirements, the occurrence of certain events also requires disclosure of information to the CVM, the B3, or even the public. These include (i) the direct or indirect acquisition by an investor of at least 5% (five percent) of any class or type of shares representing the share capital of a publicly held company, (ii) the sale of shares representing the transfer of control of a publicly held company and (iii) the occurrence of a material event to the corporation. On March 5, 2002, the CVM issued Instruction N. 361, which regulates tender offers if one of the following events occurs: (i) delisting of companies; (ii) an increase in the equity interest of the controlling shareholder; or (iii) the transfer of control of a public held company.

The Brazilian OTC market consists of direct trades between individuals in which a financial institution registered with the CVM serves as intermediary. No special application, other than registration with the CVM, is necessary for securities of a publicly held company to be traded on the Brazilian OTC. The CVM must be notified of all trades carried out on the Brazilian OTC by a company’s respective intermediaries. The trading of a company’s securities on the B3 may be suspended in anticipation of a material announcement. Trading may also be suspended at the initiative of the B3 or the CVM on the basis of a belief that a company has provided inadequate information regarding a material event, has not provided an adequate response to the inquiries by the CVM or the stock exchange, or for other reasons.

The laws and regulations regarding the Brazilian Securities Market provide for disclosure requirements, restrictions on insider trading and price manipulation, and protection of minority shareholders. Although many changes and improvements have been introduced, the Brazilian securities markets are not as highly regulated and supervised as the U.S. securities markets or those in certain other jurisdictions.

## **Regulation of Foreign Investment in Brazil**

Foreign investors may either register their investments in the Company’s shares as a foreign direct investment under Law N. 4,131/62 and CMN (*Conselho Monetário Nacional*) Resolution N. 3,844/10 or as a portfolio investment under CMN Resolution N. 4,373/14 and CVM Instruction N. 325/00, both as amended. Foreign investors, regardless of whether their investments are made as foreign direct investments or portfolio investments, must be enrolled with the RFB (*Receita Federal do Brasil*, the Brazilian internal revenue service) pursuant to its Regulatory Instruction No.1,863, as of December 27, 2018. This registration process is undertaken by the investor’s legal representative in Brazil.

Law N. 4,131/62 and CMN Resolution N. 3,844/10 provide that, after a foreign direct investment is made, an application for its registration with the Central Bank must be submitted by the investee and the non-resident investor, through its independent representatives in Brazil, within 30 days. The registration of the foreign direct investment with the Central Bank allows the foreign investor to remit abroad resources classifiable as capital return, resulting either from: (i) the transfer of corporate interests to Brazilian

residents, (ii) capital reduction, or (iii) the liquidation of a company, as well as funds classified as dividends, profits or interest on shareholders' equity. Foreign investors with foreign direct investments may also divest those investments through private transactions or transactions conducted through the stock exchange or the over-the-counter market. See "*Taxation — Brazilian Tax Considerations*" for information regarding the taxation of such transactions.

There are no restrictions on ownership of the Company's shares by individuals or legal entities domiciled outside Brazil. With certain limited exceptions, under CMN Resolution N. 4,373/14 investors are permitted to carry out any type of transaction in the Brazilian financial and capital markets involving a security traded on a stock, futures or organized over-the-counter markets. Investments and remittances outside of Brazil of gains, dividends, profits or other payments for ordinary and preferred shares are made through the exchange market. See "*Exchange Controls*" for further information regarding non-Brazilian holders who qualify under CMN Resolution N. 4,373/14.

Securities and other financial assets held by non-Brazilian investors pursuant to CMN Resolution N. 4,373/14 must be registered or maintained in deposit accounts or under the custody of an entity duly licensed by the Central Bank or the CVM. In addition, securities trading is restricted to transactions carried out in the stock exchanges or through organized over-the-counter markets licensed by the CVM, except for transfers resulting from a corporate reorganization, or occurring upon the death of an investor by operation of law or will.

### **Trading on Exchanges outside Brazil**

In addition to the B3, Gerdau shares are traded on two other stock exchanges:

#### ***New York Stock Exchange***

On March 10, 1999, Gerdau S.A. obtained registration for the issuance of Level II ADSs, which began trading on the New York Stock Exchange the same day. Under the GGB symbol, these Level II ADSs have been traded in virtually every session since the first trading day. In 2020, 2.1 billion ADSs were traded, a figure 19% lower than in 2019, representing a trading volume of \$7.4 billion, equivalent to a daily average of \$29.47 million. In 2021, 2.9 billion ADSs were traded, a figure 35% higher than in 2020, representing a trading volume of \$16.17 billion, equivalent to a daily average of \$64.2 million.

#### ***Latibex — Madrid Stock Exchange***

Since December 2, 2002, Gerdau S.A.'s preferred shares have been traded on the Latibex, the segment of the Madrid Stock Exchange devoted to Latin American companies traded in Euros. Following approval by the CVM and the Brazilian Central Bank, this date marked the beginning of the Depositary Receipts (DR) Program for preferred shares issued by the Company in Spain. The shares are traded in Spain under the symbol XGGB in the form of DRs, each corresponding to one preferred share. This participation in the Latibex boosted the Company's visibility in the European market. In 2021, a total of 90 thousand Gerdau preferred shares were traded on the Madrid Stock Exchange (Latibex), representing a trading volume of \$2.16 million, equivalent to a daily average of \$1.8 thousand.

## **ITEM 10. ADDITIONAL INFORMATION**

### **A. SHARE CAPITAL**

Not applicable.

### **B. MEMORANDUM AND ARTICLES OF ASSOCIATION**

Gerdau's Bylaws have been registered with the Public Registry of the State of São Paulo (Junta Comercial de São Paulo) under company number (NIRE) 35.3.0052069-6 and it is set forth in our Annual Report on Form 20-F for the year ended December 31, 2020 (File No. 001-14878) as Exhibit 1.01.

### **C. MATERIAL CONTRACTS**

For information concerning material contracts regarding the acquisition of assets, see Item 4 — Company Information, Item 5 — Operating and Financial Review and Prospects and Item 8 — Financial Information. Gerdau S.A. has entered into financial

agreements in order to finance its expansion projects and improve its debt profile. Although some of these contracts entail significant amounts, none exceed 10% of the Company's consolidated total assets. The most significant financial agreements are described below, with the Company agreeing to provide a copy of the debt instruments described herein to the Securities and Exchange Commission upon request.

**Bonds** — The Company, through its subsidiaries Gerdaul Holdings Inc., GTL Trade Inc., Gerdaul Trade Inc. and GUSAP III LP, issued bonds due in 2023, 2024, 2027, 2030 and 2044. The following companies guaranteed these transactions: Gerdaul S.A., Gerdaul Açominas S.A. and Gerdaul Aços Longos S.A. On December 31, 2021, the outstanding balance of these bonds was R\$ 10.3 billion.

**Debenture** — The Company concluded in 2018 the issuance of debentures with maturity of 4 years and in 2019 the issuance of debentures with maturity of 4 and 7 years. On December 31, 2021, the outstanding balance of these debentures was R\$ 2.9 billion.

**Working Capital Loans** — The Company's subsidiaries Gerdaul Açominas S.A. and Gerdaul Aços Longos S.A. concluded in 2020 the raising of working capital funding denominated in BRL. Throughout 2021 Gerdaul Açominas S.A. pre-paid R\$ 775 million of such loans. On December 31, 2021, the outstanding balance of these loans was R\$ 400 million.

**GGWCF** — In October 2019, the Company concluded the structuring of its senior unsecured working capital facility with a total committed amount of US\$ 800 million (equivalent to R\$ 4.46 billion) and maturity on October 2024. On December 31, 2021, the outstanding loans under this line totaled US\$ 85 million (R\$ 474 million).

#### **D. EXCHANGE CONTROLS**

There are no restrictions on ownership or voting of the Company's paid-in capital by individuals or legal entities domiciled outside Brazil. The right to convert dividend payments and proceeds from the sale of the Company's paid-in capital into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment legislation which generally require, among other things, the prior registration of the significant investment with the Central Bank of Brazil.

In Brazil, a mechanism is available to foreign investors interested in trading directly on the B3 which is regulated by CMN Resolution N. 4,373/14 and CVM Instruction N. 560/15.

CMN Resolution N. 4,373/14 establishes rules for foreign investments in Brazilian equities. Such rules allow foreign investors to invest in almost all types of financial assets and to engage in almost all transactions available in the Brazilian financial and capital markets, provided that certain requirements are fulfilled.

Pursuant to CMN Resolution N. 4,373/14, foreign investors are defined as individuals, legal entities, mutual funds and other collective investments resident, domiciled or headquartered abroad. CMN Resolution N. 4,373/14 prohibits the offshore transfer or assignment of title to the securities.

Pursuant to CMN Resolution N. 4,373/14, foreign investors must: (i) appoint at least one representative in Brazil with powers to perform actions relating to the foreign investment; (ii) obtain registration as a foreign investor with the CVM; (iii) appoint an authorized custodian in Brazil for its investment; and (iv) register the foreign investment with the Central Bank. The securities and other financial assets held by the foreign investor pursuant to CMN Resolution N. 4,373/14 must be registered or maintained in deposit accounts or under the custody of an entity duly licensed by the Central Bank or by the CVM or be registered in registration, clearing and custody systems authorized by the Central Bank or by the CVM. In addition, securities trading is restricted to transactions carried out on exchanges or organized over-the-counter markets licensed by the CVM. All investments made by a foreign investor under CMN Resolution N. 4,373/14 will be subject to electronic registration with the Central Bank.

CMN Resolution N. 4,373/14 provides for the issuance of depositary receipts in foreign markets in respect of shares of Brazilian issuers. Since ADSs have been approved under the applicable law by the Central Bank and the CVM, the proceeds from the sale of the ADSs by ADS holders outside Brazil are free of Brazilian foreign investment controls and holders of the ADSs will be subject to a specific tax treatment. According to CMN Resolution N. 4,373/14, are subject to concurrent exchange operations or international transfers in Brazilian Reais, without effective delivery of resources and whether prior authorization of the Central Bank of Brazil, the application of non-resident investor through the mechanism of Depositary Receipts may be transferred to other foreign investments mechanisms, with due regard to the conditions set forth by the Central Bank and by the CVM.



Also on February 7, 2022, CVM Resolution N. 64/2022 was approved, which exempted the individual foreign investor from obtaining registration with CVM, requires that his representative send, prior to the start of operations, the information requested in an electronic system made available by CVM or by the organized market administrator that has formalized a partnership or similar instrument with CVM for this purpose. The representative of the foreign investor may be an intermediary institution through which the investor operates in the Brazilian exchange market. This resolution will be effective beginning on May 2, 2022.

Since July 1, 2013, JPMorgan Chase Bank is the Depositary for the ADSs (“Depositary”) and Itaú Unibanco S.A. (“Custodian”) on behalf of the Depositary. Pursuant to the registration, the Custodian and the Depositary are able to convert dividends and other distributions with respect to the Preferred Shares represented by ADSs into foreign currency and remit the proceeds abroad. Subject to the provisions set forth in Annex V Regulations, holders of preferred ADSs may exchange such ADSs for the underlying Preferred Shares. In this event, such a holder will be entitled to continue to rely on the Depositary’s registration of foreign investment for only five business days after such exchange, after which time, the same holder must seek its own registration with the Central Bank.

The Registered Capital for Preferred Shares that are withdrawn upon surrender of ADSs will be the U.S. dollar equivalent to (i) the average price of the Preferred Shares on the B3 on the day of withdrawal, or (ii) if no Preferred Shares were sold on such day, the average price of Preferred Shares that were sold in the fifteen trading sessions immediately preceding the same withdrawal. The U.S. dollar value of the Preferred Shares is determined on the basis of the average Foreign Exchange rates quoted by the Central Bank on the same date (or, if the average price of Preferred Shares is determined under clause (ii) of the preceding sentence, the average of such average quoted rates on the same fifteen dates used to determine the average price of the Preferred Shares). A non-Brazilian holder of Preferred Shares may experience delays in effecting the registration of Registered Capital, which may delay remittances abroad. Such a delay may adversely affect the amount, in U.S. dollars, received by the non-Brazilian holder.

Thereafter, unless the Preferred Shares are held pursuant to CMN Resolution N. 4,373/14 or to Law N. 4,131/62 by a foreign investor, the same holder may not be able to convert into foreign currency and remit the proceeds outside Brazil from the disposal of, or distributions with respect to, such Preferred Shares, and will generally be subject to less favorable Brazilian tax treatment than a holder of ADSs.

Restrictions on the remittance of foreign capital overseas could hinder or prevent the Custodian, as custodian for the Preferred Shares represented by ADSs, or holders who have exchanged ADSs for Preferred Shares, from converting dividends, distributions or the proceeds from any sale of Preferred Shares into U.S. dollars and remitting such U.S. dollars abroad. Holders of ADSs could be adversely affected by delays in, or refusal to grant any required government approval for conversions of Brazilian currency payments and remittances abroad of the Preferred Shares underlying the ADSs.

## **Exchange Rates**

Before March 2005, there were two legal foreign exchange markets in Brazil, the Commercial Market and the Floating Market. The difference between these two markets was the type of transaction that could be performed through each market.

On March 4, 2005, through CMN Resolution N. 3,265 (revoked and replaced by CMN Resolution N. 3,568, of May 29, 2008), CMN introduced a single foreign exchange market and abolished the legal differences between the referred Commercial and Floating Markets. Among the modifications to foreign exchange market rules is a greater freedom to remit funds abroad through the foreign exchange market. On the other hand, the so-called “CC5-Accounts”, which are bank accounts in *reais* held in Brazil by foreign entities, may no longer be used to transfer funds on behalf of third parties.

On March 24, 2010, the CMN approved Resolution No. 3,844, adopting a series of measures to consolidate and simplify the Brazilian foreign exchange regulations. These changes are expected to reduce the effective cost of foreign exchange transactions and the related administrative expenses for both the public and private sectors as well as to provide more legal certainty to the parties to such transaction.

On December 29, 2021, Law N. 14,286 was sanctioned, creating transactions where payments with international currency will be allowed in Brazil, and allowing banks and financial institutions to invest, allocate or lend resources in Brazil or abroad while facilitating the use of Brazilian currency in international transactions. The law provides the creating of further specific regulation and will come into force on December 30, 2022.

In the past, the Central Bank has intervened occasionally to control unstable movements in foreign exchange rates. We cannot predict whether the Central Bank or the Brazilian government will continue to let the *real* float freely or will intervene in the exchange rate market through the return of a currency band system or otherwise. The *real* may depreciate or appreciate against the U.S. dollar.

The current exchange rates from U.S Dollar to Brazilian Reais are demonstrated in the table of item 3.A, “Exchange rates between the United States Dollar and Brazilian Reais”.

## **E. TAXATION**

The following summary contains a description of the main Brazilian and U.S. federal income tax consequences of the purchase, ownership and disposition of common shares, Preferred Shares and ADSs, as applicable. It does not purport to be a comprehensive description of all tax considerations that may be significant to a decision to purchase these securities. In particular, this summary only addresses holders of common shares, Preferred Shares or ADSs as capital assets (generally, property held for investment) and does not address the tax treatment of a holder that may be subject to special tax rules, such as tax-exempt entities, banks or other financial institutions, insurance companies, broker-dealers, traders in securities that elect to use a mark-to-market method of accounting for their securities holdings, regulated investment companies, real estate investment trusts, U.S. expatriates, investors liable for the alternative minimum tax, partnerships and other pass-through entities, investors that own or are treated as owning 10% or more of the total combined voting power of the Company’s voting stock or 10% or more of the total value of the Company’s stock, and investors that hold the common shares, Preferred Shares or ADSs as part of a straddle, hedge, conversion or constructive sale transaction or other integrated transaction. Prospective purchasers of common shares, Preferred Shares or ADSs should consult their own tax advisors as to the personal tax consequences of their investment, which may vary for investors in different tax situations. The summary is based upon tax laws of Brazil and the United States and applicable regulations, judicial decisions and administrative pronouncements as in effect on the date hereof. Such authorities are subject to change or new interpretations, possibly with retroactive effect. Although there is no income tax treaty between Brazil and the United States at this time, the tax authorities of the two countries continue to have discussions that may culminate in a treaty. No assurance can be given, however, as to whether or when a treaty will enter into force or how it will affect the U.S. holders of Preferred Shares or ADSs. This summary is also based on the representations of the Depositary (as defined below) and under the assumption that each obligation in the Deposit Agreement relating to the ADSs and any related documents will be performed in accordance with its specific terms.

### **Brazilian Tax Considerations**

The following information summarizes the main Brazilian tax consequences related to the acquisition, ownership and disposition of common shares, Preferred Shares or ADSs by a holder that is not resident or domiciled in Brazil for tax purposes (“Non-Resident Holder”).

The following is a general discussion only and does not specifically address all of the Brazilian tax considerations applicable to any particular Non-Resident Holder. The effects of any tax treaties or reciprocity of tax treatment entered into by Brazil and other countries are not addressed herein, nor are any tax consequences applicable under the laws of Brazilian States and Municipalities.

#### ***Income tax***

##### ***Dividends***

Dividends derived from profits generated on or after January 1, 1996, paid by a Brazilian corporation such as our company, including stock dividends and other dividends paid to a Non-Resident Holder of common shares, Preferred Shares or ADSs, are currently exempt from income tax in Brazil, as provided by art. 10 of Federal Law no. 9,249, of December 26, 1995.

Despite the fact that this exemption is currently in force, news released by the press in past years claim that the government intends to revoke the mentioned tax exemption and thus levy income tax on dividends paid by Brazilian companies, a measure that allegedly would be followed by a reduction of the overall income tax burden borne by said companies. Currently, several bills on the subject are being discussed and await voting in the Brazilian National Congress. These bills have not advanced during the year of 2021 as a result of the inherent complexity of the subject matter and the pandemic caused by the COVID-19. Nonetheless, there is an expectation they may move forward in 2022 since the government intention of promoting a reformist agenda that includes the implementation of the long awaited tax reform, under which the matter pertaining to the taxation of dividends will most probably be

addressed. In any case, it is not yet possible to anticipate the exact terms of the intended taxation, and such new taxation rules would only become effective as of January 1, 2023, at the earliest, if approved by the Brazilian National Congress in 2022.

#### *Interest Attributable to Shareholders' Equity*

As from the enactment of Federal Law no. 9,249/95, a Brazilian corporation, such as our company, is allowed to make distributions to shareholders of interest on shareholders' equity and to treat such payments as a deductible expense for purposes of calculating Brazilian corporate income tax and social contribution on net profits, as far as the limits described below are observed.

For tax purposes, this interest is calculated over the net equity accounts of the corporation and is limited to the daily *pro rata* variation of the Brazilian long-term interest rate (*Taxa de Juros de Longo Prazo* – "TJLP"), as determined by the Brazilian Central Bank from time to time, and the amount of the deduction cannot exceed the greater of:

- 50% of net income (after the deduction of social contribution on net profits and before taking into account the provision for corporate income tax and the amounts attributable to interest on shareholders' equity) for the period in respect of which the payment is made; and
- 50% of the sum of retained profits and profit reserves as of the date of the beginning of the period in respect of which the payment is made.

Such payments of interest on shareholders' equity made to a Non-Resident Holder are generally subject to withholding income tax at the rate of 15%, being such rate increased to 25% if the Non-Resident Holder is resident or domiciled in a Tax Favorable Jurisdiction (please refer to "—Tax Favorable Jurisdictions" for a definition of this concept).

Payments of interest on shareholders' equity may be included, at their net value, as part of any mandatory dividend. To the extent a payment of interest on shareholders' equity is so included, the corporation is required to distribute to shareholders an additional amount to ensure that the net amount received by such shareholders, after payment of the applicable withholding income tax, plus the amount of declared dividends, is at least equal to the mandatory dividend ("gross-up method").

Although the Brazilian legislation currently in force allows payments of interest on shareholders' equity, news released by the press claim that the government is considering revoking such incentive, a measure that would be followed by a reduction of the overall income tax burden borne by said companies, as mentioned above.

In any event, since no rules have been enacted (or no binding statements have been made) on the matter, there is no immediate prospect that any said kind of change in the Brazilian tax legislation enters into force.

Nonetheless, as per mentioned above, government's intention to promote the long awaited tax reform may finally be implemented in the course of 2022.

In this context, there is an expectation that new rules concerning the payment of interest on net equity may be enacted throughout the course of this year, to become effective as of January 1, 2023, at the earliest.

#### *Capital Gains*

According to Federal Law no. 10,833, of December 29, 2003, gains deriving from the transfer of assets located in Brazil by a Non-Resident Holder, whether to another non-Brazilian resident or to a Brazilian resident, may be subject to withholding income tax in Brazil.

With respect to a disposition of common or preferred shares, as these are assets considered to be located in Brazil, the Non-Resident Holder will be subject to withholding income tax on the realized gains, according to the rules described below.

As far as ADSs are concerned, although the matter is not entirely clear, arguably the gains realized by a Non-Resident Holder on the disposition of ADSs are not taxed in Brazil, based on the argument that ADSs are not "assets located in Brazil" for purposes of Article 26 of Federal Law no. 10,833/03. We cannot assure you, however, that Brazilian tax authorities or Brazilian tax courts will agree with this interpretation. Accordingly, in the event that ADSs are deemed to be "assets located in Brazil" for purposes of

Article 26 of Federal Law no. 10,833/03, gains realized on a disposition of ADSs by a Non-Resident Holder will be subject to withholding income tax in Brazil, according to the rules described below.

In general, gains realized on the disposition of common or preferred shares (or ADSs, in case they are deemed to be “assets located in Brazil”) correspond to the positive difference between the amount ascertained on the disposition, and the acquisition cost of the shares disposed of, assessed in Brazilian reais (without any correction for inflation), in line with the views expressed by the Brazilian tax authorities on the matter (*see, e.g.*, Normative Ruling no. 1,455, issued on March 06, 2014). There are grounds, however, for maintaining that the gains realized should be calculated taking into consideration the cost of the significant investments in foreign currency, as so registered before the Brazilian Central Bank. Notwithstanding, no assurance can be provided as to whether such arguments will prevail in the Brazilian administrative and/or judicial courts.

The rules related to whether or not withholding income tax must be levied on such gains will vary depending on the domicile of the Non-Resident Holder, the type of registration of the investment that must be made by the Non-Resident Holder before the Brazilian Central Bank, and how the disposition is carried out.

Gains realized on a disposition of common or preferred shares carried out on the Brazilian stock exchange are:

- exempt from income tax when assessed by a Non-Resident Holder that (1) has invested in Brazil under the rules set forth by the Brazilian Central Bank – “Qualified Portfolio Investor” (in particular the National Monetary Council Resolution no. 4,373, of September 29, 2014) and (2) is not domiciled or resident in a Tax Favorable Jurisdiction. Please refer to “—Tax Favorable Jurisdictions” for a definition of this concept; or
- subject to income tax at a rate of 15% in any other case, including a case of gains assessed by a Non-Resident Holder that is not a Qualified Portfolio Investor, and of a Non-Resident Holder that is domiciled or resident in a Tax Favorable Jurisdiction. In these cases, a withholding income tax of 0.005% on the sale value will be applicable and can be later offset against income tax due on any capital gain realized on the transaction.

Gains realized by a Non-Resident Holder on a disposition of common shares or Preferred Shares (or ADSs, in case they are deemed “assets located in Brazil”) that is not carried out on a Brazilian stock exchange are subject to income tax at the same rate applicable to resident individuals. As from January 1, 2017, in accordance with Article 21 of Federal Law no. 8,981, of January 20, 1995, as amended by Federal Law no. 13,259, of March 16, 2016, capital gains realized by resident individuals are taxable at progressive rates in brackets that vary from 15% to 22,5%, depending upon the amount of gain realized on the transaction, being: (i) 15% on gains realized up to R\$ 5 million; (ii) 17,5% on gains exceeding R\$ 5 million but not R\$ 10 million; (iii) 20% on gains exceeding R\$ 10 million but not R\$ 30 million; and (iv) 22,5% on gains exceeding R\$ 30 million. In case, however, the Non-Resident Holder is resident or domiciled in a Tax Favorable Jurisdiction, the gains he/she realizes upon disposition of said assets will be taxable at the fixed rate of 25% (please refer to “—Tax Favorable Jurisdictions” below for a definition of this concept).

Gains related to transactions carried out outside the Brazilian stock exchanges, but on a Brazilian non-organized over-the-counter market with intermediation, are also subject to the withholding income tax of 0.005%, which can be offset against income tax due on any capital gain realized on the transaction.

In the event of a redemption of common shares or Preferred Shares (or ADSs, in case they are deemed to be “assets located in Brazil”) or of a capital reduction by a Brazilian corporation, such as our company, the positive difference between the amount received by the Non-Resident Holder and the acquisition cost of the respective common shares or Preferred Shares (or ADSs, in case they are deemed to be “assets located in Brazil”) will be treated as a capital gain derived from a disposition that is not carried out on a Brazilian stock exchange market, and therefore will be subject to income tax at a rates described in the previous paragraphs.

Any exercise of preemptive rights relating to the common shares, Preferred Shares or ADSs will not be subject to Brazilian income tax. Gains realized by a Non-Resident Holder on the disposition of preemptive rights relating to Preferred Shares or ADSs will be subject to Brazilian income tax according to the same rules described above.

A Non-Resident Holder of ADSs may cancel such ADSs and exchange them for common or preferred shares. Income tax may not be levied on such exchange, as long as the appropriate rules are complied with in connection with the registration of the investment before the Brazilian Central Bank, and as long as ADSs are not deemed “assets located in Brazil”.

The deposit of common or preferred shares by a Non-Resident Holder in exchange for ADSs may trigger Brazilian income tax on the capital gain presumably realized, in accordance with the rates mentioned above. There are grounds to maintain, however, that such transaction should not trigger Brazilian income tax, provided that the appropriate rules are complied with in connection with the registration of the transaction before the Brazilian Central Bank.

There can be no assurance that the current favorable tax treatment granted to Qualified Portfolio Investors will continue in the future.

#### ***Tax Favorable Jurisdictions***

The concept of “Tax Favorable Jurisdiction” is defined by Federal Law 9,430, of December 27, 1996, and included the countries or locations (1) that do not impose income tax, (2) where the maximum income tax rate is lower than 20% (such percentage may be reduced or restored by the Executive branch) or (3) whose laws do not allow access to information regarding the shareholding composition of legal entities, their ownership, or the identity of the beneficial owners of earnings attributable to non-residents. Normative Ruling no. 1,037, of June 04, 2010, as amended, expressly lists the countries or locations that fit into such definition.

The same Federal Law no. 9,430/96, as amended by Federal Law no. 11,727, of June 23, 2008, also sets forth the concept of “Privileged Tax Regimes”; said regimes are also expressly listed by Normative Ruling no. 1,037/10. Notwithstanding, the mentioned concept does not seem significant for purposes of determining the tax treatment applicable to investments made by Non-Resident Holders of common shares, Preferred Shares and ADSs, although one cannot completely disregard the risk that tax authorities argue otherwise.

Ordinance (“*Portaria*”) no. 488, issued by the Brazilian Ministry of Finance on November 28, 2014, lowered the tax threshold at which countries or locations are deemed to be “Tax Favorable Jurisdictions” (*see* item (2), above), from 20% to 17%.

#### ***Tax on Foreign Exchange Transactions***

Brazilian law imposes a Tax on Foreign Exchange Transactions (“IOF/FX”) due on the liquidation of foreign exchange agreements related to the conversion of Brazilian *reais* into foreign currency and on the conversion of foreign currency into Brazilian *reais*.

Currently, as a general rule, IOF/FX is levied at the rate of 0.38%. There are, however, a number of exceptions to such general rule (as provided by Article 15-B of Decree no. 6,306, of December 14, 2007, as amended).

Foreign exchange transactions for the inflow of funds into Brazil in connection with investments made by foreign investors in the Brazilian financial and capital markets are currently subject to IOF/FX at a zero percent rate.

Foreign exchange transactions for the outflow of funds in connection with the return of investments made in the Brazilian financial and capital markets are also subject to IOF/FX at a zero percent rate. The same rate applies on the outflow of funds in connection with payments of dividends and interest on shareholders’ equity made by Brazilian companies.

The Brazilian government is permitted to increase the rate of the IOF/FX at any time up to 25%. However, any increase in rates will only apply to transactions carried out after this increase in rates enters into force.

#### ***Tax on Transactions Related to Bonds and Securities***

Brazilian law imposes a Tax on Transactions Related to Bonds and Securities (“IOF/Bonds”) due on transactions involving bonds and securities, including those carried out on a Brazilian stock exchange. Currently, IOF/Bonds is levied at the rate of 0% in most transactions involving common or preferred shares, including the transfer of shares traded in Brazilian stock exchanges with the specific purpose of enabling the issuance of depositary receipts to be traded outside Brazil.

The Brazilian government is allowed to increase the rate of the IOF/Bonds at any time up to 1.5% per day of the transaction amount. However, any increase in rates may only apply to transactions carried out after this increase in rates enters into force.

### ***Other Brazilian Taxes***

There are no specific Federal Brazilian inheritance, gift or succession taxes applicable to the ownership, transfer or disposition of common shares, Preferred Shares or ADSs, except for gift and inheritance taxes that may be imposed by Brazilian states. There are no Brazilian stamp, issue, registration, or similar taxes or duties payable by holders of common shares, Preferred Shares or ADSs.

### **United States Tax Considerations**

#### ***U.S. Federal Income Tax Considerations***

The following discussion summarizes the principal U.S. federal income tax considerations relating to the purchase, ownership and disposition of Preferred Shares or ADSs by a U.S. holder (as defined below) holding such shares or ADSs as capital assets (generally, property held for investment). This summary is based on the Internal Revenue Code of 1986, as amended (the “Code”), Treasury regulations, administrative pronouncements of the U.S. Internal Revenue Service (the “IRS”) and judicial decisions, all as in effect on the date hereof, and all of which are subject to change (possibly with retroactive effect) and to differing interpretations. This summary does not address federal tax laws other than those pertaining to U.S. federal income taxation (such as estate or gift tax laws), nor does it address any aspects of U.S. state or local or non-U.S. taxation. U.S. holders are urged to consult their own tax advisers regarding such matters.

This summary does not purport to address all material U.S. federal income tax consequences that may be significant to a U.S. holder of a Preferred Share or ADS, and does not take into account the specific circumstances of any particular investors, some of which (such as tax-exempt entities, banks or other financial institutions, insurance companies, broker-dealers, traders in securities that elect to use a mark-to-market method of accounting for their securities holdings, regulated investment companies, real estate investment trusts, U.S. expatriates, investors liable for the alternative minimum tax, partnerships and other pass-through entities, investors that own or are treated as owning 10% or more of the total combined voting power of the Company’s voting stock or 10% or more of the total value of the Company’s stock, investors that hold the Preferred Shares or ADSs as part of a straddle, hedge, conversion or constructive sale transaction or other integrated transaction, and U.S. holders whose functional currency is not the U.S. dollar) may be subject to special tax rules.

As used herein, a “U.S. holder” is a beneficial owner of a Preferred Share or ADS that is, for U.S. federal income tax purposes, (i) a citizen or resident alien individual of the United States, (ii) a corporation (or an entity taxable as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any State thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income tax without regard to its source, or (iv) a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust, and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (2) the trust has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person. For purposes of this discussion, a “non-U.S. holder” is a beneficial owner of a Preferred Share or ADS that is not a U.S. holder or a partnership.

If a partnership (including for this purpose any entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of a Preferred Share or ADS, the U.S. federal income tax treatment of a partner in the partnership generally will depend on the status of the partner and the activities of the partnership. A holder of a Preferred Share or ADS that is a partnership and partners in that partnership are urged to consult their own tax advisers regarding the U.S. federal income tax consequences of the purchase, ownership and disposition of Preferred Shares or ADSs.

#### ***Nature of ADSs for U.S. Federal Income Tax Purposes***

The following summary assumes that the representations contained in the deposit agreement among us, The Bank of New York Mellon, as depository, and the holders and beneficial owners from time to time of ADSs issued thereunder are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with their terms. In general, for U.S. federal income tax purposes, a holder of an ADS will be treated as the owner of the underlying Preferred Shares. Accordingly, except as specifically noted below, the tax consequences discussed below with respect to ADSs will be the same for Preferred Shares in the Company, and exchanges of Preferred Shares for ADSs, and ADSs for Preferred Shares, generally will not be subject to U.S. federal income tax.

For purposes of the following summary, any reference to Preferred Shares shall be understood to also include reference to the ADSs, unless otherwise noted.

### ***Taxation of Distributions***

#### *U.S. holders*

In general, subject to the passive foreign investment company (“PFIC”) rules discussed below, a distribution on a Preferred Share will constitute a dividend for U.S. federal income tax purposes to the extent it is made from the Company’s current or accumulated “earnings and profits” as determined under U.S. federal income tax principles (regardless of whether it is considered a dividend under Brazilian law or for Brazilian income tax purposes). If a distribution exceeds the amount of the Company’s current and accumulated earnings and profits, it will be treated as a non-taxable return of capital (and reduction in tax basis) to the extent of the U.S. holder’s tax basis in the Preferred Share on which it is paid, and to the extent it exceeds that basis it will be treated as capital gain from the sale or exchange of the Preferred Shares. The Company does not intend to calculate its earnings and profits under U.S. federal income tax principles. Therefore, a U.S. holder should expect that any distribution on a Preferred Share generally will be treated as a dividend for U.S. federal income tax purposes even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

The gross amount of any dividend on a Preferred Share (which will include the amount of any Brazilian taxes withheld, if any) generally will be subject to U.S. federal income tax as foreign source dividend income and will not be eligible for the corporate dividends received deduction. In the case of a Preferred Share, but not an ADS, the amount of a dividend paid in Brazilian currency will be its value in U.S. dollars based on the prevailing spot market exchange rate in effect on the day that the U.S. holder receives the dividend. In the case of a dividend received in respect of an ADS, the amount of a dividend paid in Brazilian currency will be its value in U.S. dollars based on the prevailing spot market exchange rate in effect on the date the Depository receives it, whether or not the dividend is converted into U.S. dollars. A U.S. holder will have a tax basis in any distributed Brazilian currency equal to its U.S. dollar amount on the date of receipt, and any gain or loss realized on a subsequent conversion or other disposition of the Brazilian currency generally will be treated as U.S. source ordinary income or loss. If dividends paid in Brazilian currency are converted into U.S. dollars on the date they are received by a U.S. holder or the Depository or its agent, as the case may be, the U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the Brazilian currency. U.S. holders are urged to consult their own tax advisers regarding the treatment of any foreign currency gain or loss if any Brazilian currency received by the U.S. holder or the Depository or its agent is not converted into U.S. dollars on the date of receipt.

Subject to certain exceptions for hedged positions, any dividend that a non-corporate U.S. holder receives on a Preferred Share generally will be subject to a maximum Federal income tax rate of 20% (plus an additional 3.8% Net Investment Income tax — see “*Net Investment Income Tax*”) if the dividend is a “qualified dividend.” A dividend on a Preferred Share will be a qualified dividend if (i) the Preferred Shares are readily tradable on an established securities market in the United States, (ii) the U.S. holder meets the holding period requirement for the Preferred Share (generally more than 60 days during the 121-day period that begins 60 days before the ex-dividend date), and (iii) the Company was not, in the year prior to the year the dividend was paid, and is not, in the year the dividend is paid, a passive foreign investment company (“PFIC”).

The ADSs are listed on the New York Stock Exchange and will qualify as readily tradable on an established securities market in the United States so long as they are so listed. Based on existing guidance, it is not entirely clear whether a dividend on a preferred share will be treated as a qualified dividend, because the preferred shares themselves are not listed on a U.S. exchange. As discussed below under “PFIC Rules,” the Company does not believe that it was a PFIC for U.S. federal income tax purposes for its taxable year, nor does it anticipate being classified as a PFIC in its current taxable year or future taxable years. Given that the determination of PFIC status involves the application of complex tax rules, and that it is based on the nature of the Company’s income and assets from time to time, no assurances can be provided that the Company will not be considered a PFIC for the current (or any past or future) taxable year.

The U.S. Treasury Department has announced its intention to promulgate detailed rules pursuant to which holders of stock of non-U.S. corporations, and intermediaries through whom the stock is held, will be permitted to rely on certifications from issuers to establish that dividends are treated as qualified dividends. Because those detailed procedures have not yet been issued, it is not clear whether the Company will be able to comply with them. Special limitations on foreign tax credits apply to dividends subject to the reduced rate of tax for qualified dividends. U.S. holders of Preferred Shares are urged to consult their own tax advisers regarding the availability of the reduced qualified dividend tax rate in the light of their own particular circumstances.

Any Brazilian withholding tax will be treated as a foreign income tax eligible for credit against a U.S. holder's U.S. federal income tax liability, subject to generally applicable limitations under U.S. federal income tax law. For purposes of computing those limitations separately for specific categories of income, a dividend generally will constitute foreign source "passive category income" or, in the case of certain holders, "general category income." A U.S. holder will be denied a foreign tax credit with respect to Brazilian income tax withheld from dividends received with respect to the underlying Preferred Shares to the extent the U.S. holder has not held the Preferred Shares for at least 16 days of the 31-day period beginning on the date which is 15 days before the ex-dividend date or to the extent the U.S. holder is under an obligation to make related payments with respect to substantially similar or related property. Any days during which a U.S. holder has substantially diminished its risk of loss on the Preferred Shares are not counted toward meeting the 16-day holding period required by the statute. Alternatively, any Brazilian withholding tax may be taken as a deduction against taxable income, provided the U.S. holder takes a deduction and not a credit for all foreign income taxes paid or accrued in the same taxable year. The rules relating to the determination of the foreign tax credit are complex, and U.S. holders are urged to consult with their own tax advisers to determine whether and to what extent they will be entitled to foreign tax credits as well as with respect to the determination of the foreign tax credit limitation.

U.S. holders should be aware that the IRS has expressed concern that parties by whom ADSs are held or to whom they are transferred may be taking actions that are inconsistent with the claiming of foreign tax credits by U.S. holders of ADSs. Accordingly, the discussion above regarding the credibility of Brazilian withholding taxes could be affected by future actions that may be taken by the IRS.

### ***Taxation of Capital Gains***

#### *U.S. holders*

Subject to the PFIC rules discussed below, on a sale or other taxable disposition of a Preferred Share, a U.S. holder will recognize capital gain or loss in an amount equal to the difference between the U.S. holder's adjusted tax basis in the Preferred Share and the amount realized on the sale or other taxable disposition, each determined in U.S. dollars. Such capital gain or loss will be long-term capital gain or loss if at the time of the sale or other taxable disposition the Preferred Share has been held for more than one year. In general, any adjusted net capital gain of a non-corporate U.S. holder is subject to a maximum U.S. Federal income tax rate of 20% (plus an additional 3.8% Net Investment Income tax — see "*Net Investment Income Tax*"). The deductibility of capital losses is subject to limitations.

Any gain a U.S. holder recognizes generally will be U.S. source income for U.S. foreign tax credit purposes, and, subject to certain exceptions, any loss will generally be a U.S. source loss. If a Brazilian tax is withheld on a sale or other disposition of a Preferred Share, the amount realized will include the gross amount of the proceeds of that sale or other disposition before deduction of the Brazilian tax. The generally applicable limitations under U.S. federal income tax law on crediting foreign income taxes generally precludes a U.S. holder from claiming a foreign tax credit for any Brazilian income tax withheld on U.S. source capital gain from a sale of a Preferred Share as an offset against the U.S. federal income tax liability on such U.S. source gain. Alternatively, any Brazilian withholding tax may be taken as (i) a foreign tax credit to offset U.S. federal income tax on non-U.S. source income or gains that the taxpayer has in the same "basket" of income, or (ii) as a deduction against taxable income, provided the U.S. holder takes a deduction and not a credit for all foreign income taxes paid or accrued in the same taxable year. The rules relating to the determination of the foreign tax credit are complex, and U.S. holders are urged to consult with their own tax advisers regarding the application of such rules.

#### *Non-U.S. holders*

A non-U.S. holder will not be subject to U.S. federal income tax on a gain recognized on a sale or other disposition of a Preferred Share unless (i) the gain is effectively connected with the conduct of trade or business by the non-U.S. holder within the United States (and, if an applicable income tax treaty so provides, is attributable to a permanent establishment or fixed base the non-U.S. holder maintains in the United States), or (ii) in the case of a non-U.S. holder who is an individual, the holder is present in the United States for 183 or more days in the taxable year of the sale or other taxable disposition and certain other conditions are met. Any effectively connected gain of a corporate non-U.S. holder may also be subject under certain circumstances to an additional "branch profits tax," the rate of which may be reduced pursuant to an applicable income tax treaty.



### ***PFIC Rules***

A special set of U.S. federal income tax rules applies to a foreign corporation that is PFIC for U.S. federal income tax purposes. Based on the Company's audited financial statements and significant market and shareholder data, as well as the Company's current and projected income, assets and activities, the Company believes it was not a PFIC for U.S. federal income tax purposes for its taxable year, nor does it anticipate being classified as a PFIC in its current taxable year or future taxable years. However, because the determination of whether the Company is a PFIC is based upon the composition of its income and assets from time to time, and because there are uncertainties in the application of the significant rules, it is possible that the Company will become a PFIC in a future taxable year (and no assurance can be provided that the Company will not be considered a PFIC for its current (or any past) taxable year).

If the Preferred Shares were shares of a PFIC for any taxable year, U.S. holders (including certain indirect U.S. holders) will generally be subject to adverse U.S. federal income tax consequences, including the possible imposition of ordinary income treatment for gains or "excess distributions" (generally a distribution in excess of 125% of the average distributions received during the past three years or, if shorter, the U.S. holder's holding period) that would otherwise be taxed as capital gains or dividends, along with an interest charge on gains or "excess distributions" allocable to prior years in the U.S. holder's holding period during which the Company was determined to be a PFIC. If the Company is deemed to be a PFIC for a taxable year, dividends on a Preferred Share would not constitute "qualified dividends" subject to preferential rates of U.S. federal income taxation for non-corporate taxpayers. In addition, if the Company is deemed to be a PFIC for a taxable year, U.S. holders would be subject to increased reporting requirements. U.S. holders are urged to consult their own tax advisers regarding the application of the PFIC rules.

### ***Net Investment Income Tax***

A U.S. holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, will be subject to a 3.8% tax on the lesser of (1) the United States holder's "net investment income" (or undistributed "net investment income" in the case of estates and trusts) for the significant taxable year and (2) the excess of the United States holder's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals will be between \$125,000 and \$250,000, depending on the individual's circumstances). A holder's net investment income will generally include its dividend income and its net gains from the disposition of the Preferred Shares, unless such dividend income or net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). If you are a U.S. holder that is an individual, estate or trust, you are urged to consult your own tax advisor regarding the applicability of this Net Investment Income tax to your income and gains in respect of your investment in our Preferred Shares.

### ***Information Reporting and Backup Withholding***

Under U.S. federal income tax law and the Treasury regulations, certain categories of U.S. holders must file information returns with respect to their investment in, or involvement in, a foreign corporation. For example, U.S. holders that hold certain specified foreign financial assets in excess of \$50,000 are subject to U.S. return disclosure obligations (and related penalties for failure to comply with such reporting requirements). The definition of specified foreign financial assets includes not only financial accounts maintained in foreign financial institutions, but also, unless held in accounts maintained by a financial institution, any stock or security issued by a non-U.S. person, any financial instrument or contract held for investment that has an issuer or counterparty other than a U.S. person and any interest in a non-U.S. entity. U.S. holders may be subject to these reporting requirements unless their Preferred Shares are held in an account at a domestic financial institution. Penalties for failure to file certain of these information returns are substantial. U.S. holders should consult with their own tax advisers regarding the requirements of filing information returns, and, if applicable, filing obligations relating to the PFIC rules.

Dividends paid on, and proceeds from the sale or other taxable disposition of, a Preferred Share to a U.S. holder generally may be subject to information reporting requirements and may be subject to backup withholding (currently at the rate of 24%) unless the U.S. holder provides an accurate taxpayer identification number or otherwise demonstrates that it is exempt from backup withholding. The amount of any backup withholding collected from a payment to a U.S. holder will be allowed as a credit against the U.S. holder's U.S. federal income tax liability and may entitle the U.S. holder to a refund, provided that certain required information is timely submitted to the IRS. A non-U.S. holder generally will be exempt from these information reporting requirements and backup withholding tax but may be required to comply with certain certification and identification procedures in order to establish its non-U.S. status.

**F. DIVIDENDS AND PAYING AGENTS**

Not applicable.

**G. STATEMENT BY EXPERTS**

Not applicable.

**H. DOCUMENTS ON DISPLAY**

The Company makes its filings in electronic form under the EDGAR filing system of the U.S. Securities and Exchange Commission and XBRL - eXtensible Business Reporting Language. Its filings are available through the EDGAR system and XBRL at [www.sec.gov](http://www.sec.gov). The Company's filings are also available to the public through the Internet at Gerdau's website at <https://ri.gerdau.com/en/>. Such filings and other information on its website are not incorporated by reference in this Annual Report. Interested parties may request a copy of this filing, and any other report, at no cost, by writing to the Company at the following address: Doutora Ruth Cardoso, 8501 – 8th floor – São Paulo-SP – 05425-070 – Brazil or calling +55113094 6300 or by e-mail at [inform@gerdau.com](mailto:inform@gerdau.com). In compliance with New York Stock Exchange Corporate Governance Rule 303A.11, the Company provides on its website a summary of the differences between its corporate governance practices and those of U.S. domestic companies under the New York Stock Exchange listing standards.

**I. SUBSIDIARY INFORMATION**

Not applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES REGARDING MARKET RISK**

Gerdau is exposed to various market risks, which involve the fluctuation of exchange rates, interest rates and also commodities. The Company uses derivatives and other financial instruments to reduce the impact of such risks on its financial assets and liabilities or future cash flows and earnings. Gerdau has established policies to assess market risks and to approve the use of derivative financial instruments transactions related to those risks. The Company enters into derivative financial instruments to manage the above-mentioned market risks and never for speculative purposes.

**Exchange Rate Risk**

This risk is related to the possibility of fluctuations in exchange rates affecting the amounts of financial assets or liabilities or of future cash flows and income. The Company assesses its exposure to the exchange rate by measuring the difference between the amount of its assets and liabilities in foreign currency. The Company understands that the accounts receivables originated from exports, its cash and cash equivalents denominated in foreign currencies and its investments abroad are more than equivalent to its liabilities denominated in foreign currency. Since the management of these exposures occurs at each operation level, if there is a mismatch between assets and liabilities denominated in foreign currency, the Company may employ derivative financial instruments in order to mitigate the effect of exchange rate fluctuations.

***Foreign currency sensitivity analysis***

As of December 31, 2021, the Company is mainly exposed to variations between the Real and the Dollar. The sensitivity analysis carried out by the Company considers the effects of a 5% increase or reduction between the Real and the Dollar in its non-hedged debt. In this analysis, if the Real appreciates against the Dollar, this would represent a gain of R\$ 19,036 after the effects arising from the changes in the net investment hedge described in Note 17.f - (R\$ 15,047 as of December 31, 2020, respectively). If the Real depreciates against the Dollar this would represent an expense of the same value. Due to the net investment hedge, the variations are minimized when the exchange variation account and income tax are analyzed.

The net amounts of trade accounts receivable and trade accounts payable denominated in foreign currency do not represent any significant risk in the case of any fluctuation of exchange rates.

### **Interest rate risk**

This risk arises from the possibility of losses (or gains) due to fluctuations in interest rates applied to the Company's financial liabilities or assets and future cash flows and income. The Company evaluates its exposure to these risks: (i) comparing financial assets and liabilities denominated at fixed and floating interest rates and (ii) monitoring the variations of interest rates like Libor and CDI. Accordingly, the Company may enter into interest rate swaps in order to reduce this risk.

#### ***Interest rate sensitivity analysis***

The interest rate sensitivity analysis made by the Company considers the effects of an increase or reduction of 10 basis point (bps) on the average interest rate applicable to the floating part of its debt. The calculated impact, considering this variation in the interest rate totals R\$ 55,964 as of December 31, 2021 (R\$ 85,147 as of December 31, 2020) and would impact the Financial expenses account in the Consolidated Statements of Income. The specific interest rates to which the Company is exposed are related to the loans, financing, and debentures presented in Notes 15 and 16, and are mainly comprised by Libor and CDI — Interbank Deposit Certificate.

### **Price risk of commodities**

This risk is related to the possibility of changes in prices of the products sold by the Company or in prices of raw materials and other inputs used in the productive process. Since the Company operates in a commodity market, net sales and cost of sales may be affected by changes in the international prices of our products or materials. In order to minimize this risk, the Company constantly monitors the price variations in the domestic and international markets.

The Company is exposed to changes in the price of its products. This exposure is associated with the fluctuation of the sale price of the Company's products and the price of raw materials and other inputs used in the production process, mainly for operating in a commodity market. The sensitivity analysis made by the Company considers the effects of an increase or of a reduction of 1% on both prices. The impact measured considering this variation in the price of products sold, considering the revenues and costs of the year ended on December 31, 2021, totals R\$ 783,751 (R\$ 438,147 as of December 31, 2020) and the variation in the price of raw materials and other inputs totals R\$ 437,210 as of December 31, 2021 (R\$ 269,454 as of December 31, 2020). The impact in the price of products sold and raw materials would be recorded in the accounts Net Sales and Cost of Sales, respectively, in the Consolidated Statements of Income. The Company does not expect to be more vulnerable to a change in one or more specific product or raw material.

### **Credit risk**

This risk arises from the possibility of the Company not receiving amounts arising from sales to customers or investments made with financial institutions. In order to minimize this risk, the Company adopts the procedure of analyzing in details of the financial position of their customers, establishing a credit limit and constantly monitoring their balances. Regarding short-term investments, the Company invests solely in financial institutions with low credit risk, as assessed by rating agencies. In addition, each financial institution has a maximum limit for investment, determined by the Company's Credit Committee.

The Company is monitoring the spread of COVID-19, commonly known as coronavirus, throughout the many countries in which it operates. The COVID-19 virus continues to impact worldwide economic activity and pose the risk that customers and other business partners may be prevented from conducting certain business activities for an indefinite period of time, including due to shutdowns that may be requested or mandated by governmental authorities or otherwise elected by companies as a preventive measure. In addition, mandated government authority measures or other measures elected by companies as preventative measures may lead to our customers being unable to complete purchases or other activities. COVID-19 may have an adverse effect on trading and our operations and, given the uncertainty around the extent and timing of the potential future spread or mitigation and around the imposition or relaxation of protective measures, we cannot reasonably estimate the impact to our future results of operations, cash flows or financial condition.

### **Capital management risk**

This risk comes from the Company's choice in adopting a financing structure for its operations. The Company manages its capital structure, which consists of a ratio between the financial debts and its own capital (Equity) based on internal policies and benchmarks. The Key Performance Indicators (KPI) related to the "Capital Structure Management" objective are: WACC (Weighted

Average Cost of Capital), Net Debt/EBITDA (Earnings before interest, income tax, depreciation and amortization), Coverage Ratio of Net Financial Expenses (EBITDA/Net Financial Expenses) and Debt/Total Capitalization Ratio. Net Debt is formed by the principal of the debt reduced by cash, cash equivalents and short-term investments (Notes 4, 15 and 16). Total Capitalization is formed by the Total Debt (composed of the principal of the debt) and the Equity (Note 24). The Company may change its capital structure, according to economic and financial conditions, in order to optimize its financial leverage and debt management. At the same time, the Company seeks to improve its ROCE (Return on Capital Employed) through the implementation of working capital management and an efficient program of investments in property, plant and equipment.

**Liquidity risk**

The Company's management policy of indebtedness and cash on hand is based on using the committed lines and the currently available credit lines with or without a guarantee in export receivables for maintaining adequate levels of short, medium, and long-term liquidity.

**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**

On March 10, 1999, Gerdau S.A. obtained registration for the issuance of Level II ADSs, which began trading on the New York Stock Exchange the same day. Under the GGB symbol, these Level II ADSs are equivalent to one preferred share of Gerdau S.A (GGBR4).

J.P. Morgan Chase Bank, as depositary, has agreed to reimburse the Company for expenses it incurs that are related to the maintenance of the ADS program. The depositary has agreed to reimburse the Company for its continuing and annual stock exchange listing fees. It has also agreed to pay the standard out-of-pocket maintenance costs for the ADSs, and to reimburse the Company annually for certain investor relations programs or special promotional activities. In certain instances, the depositary has agreed to provide additional payments to the Company 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 the Company, but the amount of reimbursement available to the Company is not necessarily tied to the amount of fees the depositary collects from investors. During calendar year 2021, the depositary reimbursed the Company in the amount of US\$1,368,195 gross (US\$410,459 net of withholding taxes).

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.

[Table of Contents](#)

The fees that ADS holders may be required to pay or incur are the following:

<b>Depository Service</b>	<b>Fee payable by ADS holder</b>
Transferring, splitting or grouping receipts	\$1.50 per transfer of ADSs
Depository services	\$0.05 or less per ADS
Withdrawal or deposit/issuance and cancellations of shares underlying ADSs	\$5.00 or less per 100 ADSs
Cash distributions	\$0.05 or less per ADS

**PART II**

**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

Not applicable.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

Not applicable.

**ITEM 15. CONTROLS AND PROCEDURES**

**Disclosure control and procedures**

The Company has established disclosure controls and procedures to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. And such information is accumulated and made known to the officers who certify the Company’s financial reports and to other members of senior management and the Disclosure Committee as appropriate to allow timely decisions regarding required disclosure.

A control system, no matter how well designed and operated, can only provide reasonable, not absolute, assurance that the objectives of the control system will be met. Based on their evaluation as of December 31, 2021, the Chief Executive Officer and the Chief Financial Officer of the Company have concluded that the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective at a reasonable assurance level.

The Disclosure Committee is composed of the Chief Executive Officer, Gustavo Werneck, the Chief Financial Officer and Executive Vice President, Rafael Dorneles Japur, the Accounting Director, Clemir Uhlein, the Head of Corporate Communication, Pedro Torres Pinto and the Legal Director, Fabio Eduardo Spina. This Committee oversees and reviews all materials for which there is a legal disclosure requirement, together with all data required to support the documents mentioned above. This committee meets at regular intervals in order to review all data.

There have been no significant changes in the Company’s internal control or other factors that could significantly affect these controls subsequent to the date of their most recent evaluation.

Please see Exhibits 12.01 and 12.02 for the certifications required by this Item.

**Management’s Annual Report on Internal Controls over Financial Reporting**

The management of Gerdau S.A. is responsible for establishing and maintaining adequate internal control over Financial Reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The internal controls are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. 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.

Management has documented and evaluated the effectiveness of the internal control over Financial Reporting of the Company as of December 31, 2021, in accordance with the criteria established in the Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Based on the above evaluation, management has concluded that the Company maintained effective internal control over financial reporting as of December 31, 2021.

KPMG Auditores Independentes, an independent registered certified public accounting firm, has audited and issued their reports on the Consolidated Financial Statements of the Company and the effectiveness of the Company’s internal controls over financial reporting, which appears herein.

**ITEM 16. [RESERVED]**

**ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

The Shareholder’s General Meeting has determined that Bolívar Charneski, a member of its Board of Auditors, is a “financial expert” and independent within the meaning of the SEC rules applicable to disclosure of such expertise.

**ITEM 16B. CODE OF ETHICS AND CONDUCT**

The Gerdau’s Code of Ethics and Conduct is the foundation that defines the Company’s behavior and shows the commitment of conducting business ethically, which is passed on to employees, vendors, customers, shareholders and the community.

The Gerdau’s Code of Ethics and Conduct must be followed by all employees, Officers, President and Board of Directors, and meets all legal ethics and compliance requirements applicable to publicly traded companies.

The current code is defined according to the Company’s culture and the principle DO WHAT IS RIGHT. The code is organized with the chapters: safety above all; respect; obligation with third parties; conflict of interest; corruption prevention; laws and regulations; competition practices; donation and sponsorship; protection of company property; data protection; disciplinary procedures; ethics helpline.

The code in the chapter “ethics helpline” instructs all to follow a number of steps when reporting suspected breaches or violations with no fear of demotion, reprisal or retaliation. The Company has implemented an Ethics Helpline to which all employees and third parties may refer in the case of violations of the code, assuring confidentiality, anonymity, investigation of all cases, two-way communication for any needed follow-up and report of status to Risk Committee, Fiscal Council and Board of Directors.

The purpose and the contents of the current Code of Ethics and Conduct have been made public to all employees and board of directors, with their understanding and formal agreement, and have been the object of periodically in-company training. For third parties there is a Code of Ethics and Conduct for third parties with similar content.

The actual Code of Ethics and Conduct meets the definition contemplated by applicable SEC and New York Stock Exchange rules, covering wrongdoing related to business conduct, conflicts of interest, disclosure in reports and other documents, as well as compliance with legislation.

The Gerdau Code of Ethics is filed herewith as exhibit 11.01 and also may be accessed through our Internet website ([www.gerdau.com](http://www.gerdau.com)).

The Company did not grant any waiver from the Code provisions in the last fiscal year.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table provides information on fees billed to Gerdau for professional services rendered by the external auditors responsible for auditing the financial statements included in this Annual Report (in thousands of Brazilian Reais) which were KPMG for the years ended on December 31, 2021 and December 31, 2020:

	2021	2020
Audit fees	9,443	10,024
Audit-related fees	170	—
All other fees	—	648
<b>Total</b>	<b>9,613</b>	<b>10,672</b>

Audit fees are related to professional services rendered in the auditing of Gerdau’s Consolidated Financial Statements, quarterly reviews of Gerdau’s Consolidated Financial Statements and statutory audits and interim reviews of certain of the Company’s subsidiaries and affiliates as required by the appropriate legislation. Those amounts also include fees related to the audit of internal controls over financial reporting of Gerdau.

Audit-related fees are for assurance and related services, such as due diligence services traditionally performed by an external auditor related to acquisitions, as well as compliance services on accounting standards and transactions.

Other fees are mainly related to services provided to subsidiaries relating to tax compliance and tax services.

#### **ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

On April 28, 2005, the Company elected its Board of Auditors duly adapted to ensure compliance with the Sarbanes-Oxley Act requirements and exemptions from the listing standards. The Board of Auditors (“Conselho Fiscal”) has been operating in accordance with Brazilian Corporate Law 6,404/76, since April 2000. The customary role of this board is to monitor and verify the actions of Company’s directors and executive officers and the compliance with their legal duties, providing opinions and official statements on the annual management report and the proposals of members of the Board of Directors, denouncing errors or fraud, calling meetings whenever necessary and analyzing financial statements. In establishing a permanent Board of Auditors, the Company has availed itself of paragraph (c)(3) of Rule 10A-3 of the U.S. Securities Exchange Act of 1934, as amended, which provides a general exemption from the audit committee requirements for a foreign private issuer (such as the Company) with a board of auditors, subject to certain requirements which continue to be applicable under Rule 10A-3.

NYSE rules require that listed companies have an audit committee that (i) is composed of a minimum of three independent directors who are all financially literate, (ii) meets the SEC rules regarding audit committees for listed companies, (iii) has at least one member who has accounting or financial management expertise and (iv) is governed by a written charter addressing the committee’s required purpose and detailing its required responsibilities. However, as a foreign private issuer, the Company needs only to comply with the requirement that the audit committee, or Board of Auditors in its case, meet the SEC rules regarding audit committees for listed companies. The Brazilian Corporate Law requires companies to have a non-permanent Board of Auditors composed of three to five members who are elected by the shareholders at the Ordinary General Meeting of Shareholders. The Board of Auditors operates independently from management and from a company’s external auditors. Its main function is to monitor the activities of the management of the Company, examine the financial statements of each fiscal year and provide a formal report to its shareholders.

The Company has a permanent Board of Auditors that consists of three but up to five members and three but up to five alternates and which has ordinary meetings every two months. The members of the Gerdau S.A.’s Board of Auditors are all financially literate and one member has accounting expertise that qualifies him as an audit committee financial expert. Gerdau S.A. believes that its Board of Auditors, as modified, meets the requirements for the exemption available to foreign private issuers under the SEC rules regarding audit committees of listed companies. In addition, the Board of Auditors operates under a written charter and which the Gerdau S.A. believes meets the NYSE’s requirements for audit committee charters. The Board of Auditors is not the equivalent of, or wholly comparable to, a U.S. audit committee. Among other differences, it is not required to meet the standards of “independence” established in Rule 10A-3 and is not fully empowered to act on matters that are required by Rule 10A-3 to be within the scope of an audit committee’s authority. Nonetheless, with the duties that have been provided to the Board of Auditors to the extent permitted by Brazilian law, Gerdau S.A. believes that its current corporate governance system, taken as a whole, including the ability of the Board of Auditors to consult internal and external experts, is fully equivalent to a system having an audit committee functioning as a committee of its Board of Directors. For a further discussion of its Board of Auditors, see “Item 6C. Board Practices - Board of Auditors”.

The Board of Auditors members are elected at the Ordinary Shareholders’ Meeting for one-year terms. They are eligible for reelection. In Gerdau S.A. the Board of Auditors consists of three members and three alternates. As required by Brazilian law, members of the Board of Auditors must have college graduation or held office for at least three years as business administrators or as members of boards of auditors. The Board of Auditors, at the request of any of its members, may ask the external auditors to provide explanations or information and to investigate specific facts.

#### **ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Not applicable.

#### **ITEM 16F. CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT.**

On December 14, 2021, the Board of Directors and Audit Committee of the Company approved the engagement of PricewaterhouseCoopers Auditores Independentes (“PwC”) as its principal accountants for the fiscal year ending December 31, 2022, and will dismiss KPMG Auditores Independentes (“KPMG”), which is currently serving as the Company’s independent auditors, upon



completion of their audit of the consolidated financial statement as of December 31, 2021 and for the three years ended December 31, 2021 and the effectiveness of internal control over financial reporting as of December 31, 2021, and the issuance of their report thereon.

During the two fiscal years ended December 31, 2021, and the subsequent interim period through March 30, 2022, there were no: (1) disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements if not resolved to their satisfaction would have caused them to make reference in connection with their opinion to the subject matter of the disagreement, or (2) reportable events.

The audit reports of KPMG on the consolidated financial statements of Gerdau and subsidiaries as of and for the years ended December 31, 2021 and 2020 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

Gerdau has requested that KPMG Auditores Independentes furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter, dated March 30, 2022, is filed as exhibit 15.1 to this annual report on Form 20-F.

During the fiscal years ended December 31, 2021, and 2020, and the subsequent interim through March 30, 2022, neither Gerdau S.A. nor anyone acting on its behalf has consulted with PwC regarding (1) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements or the effectiveness of internal control over financial reporting, and neither a written report or oral advice was provided to the Company that PwC concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; (2) any matter that was the subject of a disagreement within the meaning of Item 16F(a)(1)(iv) of Form 20-F; or (3) any reportable event within the meaning of Item 16F(a)(1)(v) of Form 20-F, other than these matters in the ordinary course of the audit.

## **ITEM 16G. CORPORATE GOVERNANCE**

Under the Corporate Governance Rules of the New York Stock Exchange, currently in effect, Gerdau S.A. is required to disclose any significant ways in which its corporate governance practices differ from those required to be followed by domestic companies under NYSE listing standard. These significant differences are summarized below.

The Company is permitted to follow the practices in Brazil in lieu of the provisions of the Corporate Governance Rules, except that it is required to avail itself of an appropriate exemption to the requirement to have a qualifying audit committee under Section 303A.06 of the Rules and its Chief Executive Officer is obligated, under Section 303A.12(b), to promptly notify the NYSE in writing after any of its executive officers becomes aware of any material non-compliance with any applicable provisions of the Corporate Governance Rules.

**Majority of Independent Directors:** Under NYSE Rule 303A.01 domestic listed companies must have a majority of independent directors. The Company does not have a similar requirement under Brazilian practice and currently does not have a majority of independent directors serving on its board of directors (3 independent members out of 7 total members).

**Separate meetings of non-management directors:** Under NYSE Rule 303A.03, the non-management directors of each domestic listed company must meet at regularly scheduled executive sessions without management. Gerdau does not have a similar requirement under Brazilian practice, but non-management directors meet separately once a year to assess management performance.

**Nominating/corporate governance committee:** Under NYSE Rule 303A.04, a domestic listed company must have a nominating/corporate governance committee composed entirely of independent directors. While the Company is not required to have such a committee under Brazilian law, it has a Corporate Governance Committee, but it is not composed by a majority of independent directors. The purpose of this Committee is to provide its views to the Board in respect of the best practices in Corporate Governance; evaluating the recommendations of the agents of capital markets and financial and specialized agencies, to recommend to the Board principles and guidelines of Corporate Governance; reviewing and commenting on the information relating to Corporate Governance contained in the official documents of the Company for dissemination to the market and evaluating the performance of the Board as a whole.

**Compensation Committee:** Under NYSE Rule 303A.05, a domestic listed company must have a compensation committee composed entirely of independent directors. Gerdau is not required to have such a committee under Brazilian practice. It has established a Compensation Committee to advise the full Board on employee and executive compensation and recruitment, incentive-compensation plans and related matters, but, although such committee has a separate charter, it is not composed by a majority of independent directors.

**Audit Committee:** Under NYSE Rule 303A.06 and the requirements of Rule 10A-3 of the Securities and Exchange Commission, domestic listed companies are required to have an audit committee consisting entirely of independent directors that otherwise complies with Rule 10A-3. In addition, the audit committee must have a written charter that addresses the matters outlined in NYSE Rule 303A.06(c), has an internal audit function and otherwise fulfills the requirements of the NYSE and Rule 10A-3. There is no requirement for an audit committee under Brazilian law and there are features of Brazilian law that require adaptation of the independent audit committee rule to local practice, as permitted by NYSE Rule 303A.06 and Rule 10A-3. Gerdau has a Board of Auditors (Conselho Fiscal) that currently performs certain of the functions prescribed for the audit committee, although the scope of its duties is not entirely compatible with the requirements of U.S. law and the NYSE rules. The Company has adapted its corporate governance practices and the functions of the board of auditors (with certain limitations due to Brazilian corporate law that qualify for an exemption as authorized by the SEC) to assure compliance with the requirements of the NYSE Rule and Rule 10A-3. See Item 6C.-"Board Practices-Board of Auditors" and Item 16D.-"Exemption from the Listing Standards for Audit Committees."

**Equity Compensation Plans:** Under NYSE Rule 303A.08, shareholders must be given the opportunity to vote on all equity-compensation plans and material revisions thereto, with certain limited exemptions as described in the Rule. Any material changes to such plan, or a new or different plan if established, would require the favorable vote of holders of the common shares of the Company. Holders of preferred shares, including holders of Gerdau's ADSs, would not have the opportunity to vote on such a plan or any revisions thereto.

**Corporate governance guidelines:** Under NYSE Rule 303A.09, domestic listed companies must adopt and disclose their corporate governance guidelines. Gerdau establishes operating principles for governance, and it observes the requirements of the Brazilian Securities Commission (CVM) and it has adhered to the Level I listing standards of the B3. Furthermore, Gerdau S.A. also has the following corporate policies: (i) Securities Trading Policy; (ii) Related-Party Transactions Policy; (iii) "Information Disclosure Policy ;(iv) Risk Management Policy; (v) Compliance Policy; (vi) Sustainability Policy; (vii) Anti-Corruption Policy; (viii) Human Rights Policy; (ix) Tax Policy ; (x) Integrated Policy; and (xi) Code of Ethics and Conduct.

**Code of Business Conduct and Ethics:** Under NYSE Rule 303A.10, domestic listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees and promptly disclose any waivers of the code for directors or executive officers. Gerdau has a similar requirement under Brazilian law, and it has adopted a code of ethics that applies to its directors, officers and employees. For more information regarding the Code of Ethics please see Item 16B. Code of Ethics.

Further information concerning Gerdau's corporate governance practices and applicable Brazilian law is available on the Company's website, in its submissions to the U.S. Securities and Exchange Commission.

#### **ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable as none of our mines are located in the United States and, therefore, not subject to the Federal Mine Safety and Health Act of 1977 or the Mine Safety and Health Administration.

#### **ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTION.**

Not applicable.

### **PART III**

#### **ITEM 17. FINANCIAL STATEMENTS**

The Company has responded to Item 18 in lieu of responding to this item.

**ITEM 18. FINANCIAL STATEMENTS**

Reference is made to Item 19 for a list of all financial statements filed as part of this Annual Report.

**ITEM 19. FINANCIAL STATEMENTS AND EXHIBITS**

**(a) Financial Statements**

	<u>Page</u>
<a href="#">Report of independent registered public accounting firm (PCAOB ID: 1124)</a>	F-2
<a href="#">Report of independent registered accounting firm (PCAOB ID: 1124)</a>	F-5
<a href="#">Consolidated balance sheets on December 31, 2021 and 2020</a>	F-7
<a href="#">Consolidated statements of income for the years ended December 31, 2021, 2020 and 2019</a>	F-9
<a href="#">Consolidated statements of comprehensive income for the years ended December 31, 2021, 2020 and 2019</a>	F-10
<a href="#">Consolidated statements of changes in equity for the years ended December 31, 2021, 2020 and 2019</a>	F-11
<a href="#">Consolidated statement of cash flow for the years ended December 31, 2021, 2020 and 2019</a>	F-12
<a href="#">Notes to consolidated financial statements for the years ended December 31, 2021, 2020 and 2019</a>	F-13

**(b) List of Exhibits**

- 1.01 [Bylaws of Gerdau S.A.\\*](#)
- 2.(a)(1) [Corporate Governance Level 1 — BOVESPA\\*\\*](#)
- 2.(a)(2) [Further Amended and Restated Deposit Agreement dated as of March 22, 2019, among the Company, JPMorgan Chase Bank, N.A., as Depositary and all holders from time to time of American Depositary Receipts issued thereunder. \\*\\*\\*](#)
- 2(b)(1) The Company agrees to furnish to the Commission upon its request any instrument relating to long-term debt issued by the Company or any subsidiary where the total amount of securities authorized under that instrument does not exceed 10% of the Company's consolidated assets.
- 4.01 [Gerdau S.A. Equity Incentive Plan, Equity Ownership Plan and Long-Term Incentive Plan \(for Gerdau Ameristeel\)\\*\\*\\*\\*](#)
- 4.02 [Gerdau Special Steel North America Equity Incentive Plan\\*\\*\\*\\*\\*](#)
- 4.03 [Long-term incentive plan±](#)
- 11.01 [Code of Ethics ±](#)
- 12.01 [Certification of the Chief Executive Officer under Item 15±](#)
- 12.02 [Certification of the Chief Financial Officer under Item 15±](#)
- 13.01 [Certification pursuant to 18 U.S.C. Section 1350 †±](#)
- 13.02 [Certification pursuant to 18 U.S.C. Section 1350 †±](#)
- 15.01 [Change in Registrant's Certifying Accountant±](#)
- 23.01 [Consent of KPMG Auditores Independentes±](#)
- 101.INS Inline XBRL Instance Document
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

\*Incorporated by reference to Exhibit 1.01 to the Company's Annual Report on Form 20-F (File No. 001-14878), filed with the Securities and Exchange Commission on April 21, 2021.

\*\*Incorporated by reference to Exhibit 2(a)(1) to the Company's Annual Report on Form 20-F (File No. 001-14878), filed with the Securities and Exchange Commission on April 23, 2012.

\*\*\* Incorporated by reference to the Company's Registration Statement on Form F-6 (File No. 333-230439), filed with the Securities and Exchange Commission on March 22, 2019.

[Table of Contents](#)

\*\*\*\* Incorporated by reference to the Company's Registration Statement on Form S-8 (File No. 333-171217) filed with the Securities and Exchange Commission on December 16, 2010.

\*\*\*\* Incorporated by reference to the Company's Registration Statement on Form S-8 (File No. 333-179182) filed with the Securities and Exchange Commission on January 26, 2012.

± Filed herewith.

† This certification will not be deemed "filed" for purposes of Section 18 of the Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Registrant specifically incorporates it by reference.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**GERDAU S.A.**

By: /s/ Gustavo Werneck da Cunha

Name: Gustavo Werneck da Cunha

Title: Chief Executive Officer

Dated: March 31, 2022

By: /s/ Rafael Dorneles Japur

Name: Rafael Dorneles Japur

Title: Chief Financial Officer

**GERDAU S.A.**

Consolidated financial statements  
as of December 31, 2021 and 2020  
and for each of the three years in the period  
ended December 31, 2021 prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International  
Accounting Standards Board — IASB  
and Reports of Independent Registered Public Accounting Firms



## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors of

Gerda S.A.:

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of Gerda S.A. and subsidiaries (the Company) as of December 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2021, 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) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 30, 2022 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

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 are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matters*

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

### *Assessment of value in use of Company segments*

As discussed in Notes 2.8, 11 and 28 to the consolidated financial statements, the Company recorded goodwill balances in the amount of R\$ 12,427,527 thousand as of December 31, 2021. The Company performs goodwill impairment testing on an annual basis. The recoverable value of the Company's segments was based on the Company's estimate of its value in use. The estimate of value in use involves certain key assumptions that require significant judgment on the part of the Company, including those relating to the future cash flows such as: projected cash flows based on management estimates for future cash flows, exchange rates, discount rates and growth rates on perpetuity that are based on Company's expectations about future market conditions.

## [Table of Contents](#)

We identified the assessment of value in use of Company segments as a critical audit matter because the determination of the key assumptions involved significant complexity, judgment and uncertainty and, therefore, required especially subjective auditor judgment to assess, specifically the revenue growth rates and the discount rate assumptions used to calculate the value in use of the Company's segments were challenging to test as minor changes to those assumptions had a significant effect on the Company's assessment of the carrying value of the goodwill.

The primary procedures we performed to address this critical audit matter included the following.

We tested certain internal controls over the Company's financial projections used in the estimate of the recoverable value, including controls related to the development and approval of the key assumptions prepared by the Company.

We involved a valuation professional with specialized skills and knowledge, who assisted in:

- Evaluating significant assumptions and methodologies used by the Company to estimate the value in use, including the estimates for future cash flows, exchange rates, discount rates and growth rates on perpetuity.
- Evaluating the consistency of the calculations by comparing them with available market information, actual performance and previous forecasts.
- Performing an independent sensitivity analysis over the forecasted discounted cash flows in order to identify in which situations the forecasted discounted cash flows of each segment would result in recoverable values equal to or less than the book value of goodwill.

### *Evaluation of the recoverability of deferred tax assets*

As discussed in Notes 2.10 and 8 to the consolidated financial statements, the Company has deferred tax asset amounts of R\$ 2,929,308 thousand as of December 31, 2021. The assessment of the recoverability of these deferred tax assets is dependent on the generation of future taxable income. The estimate of probable future taxable profit is based on the forecasts prepared by the Company. These studies consider historical profitability of the Company and its subsidiaries, expectations of continuous profitability and estimates of the recovery of deferred tax assets over future years. Predicting future taxable income is dependent on assumptions and subjective judgments regarding prospective cash flows, such as sales growth costs and expenses that are based on Company's expectations about future market conditions.

We identified the assessment of recoverability of deferred tax assets as a critical audit matter due to the high degree of judgment applied in assessing the significant assumptions that are reflected in the projections of future taxable income. In addition, changes in assumptions regarding forecasted taxable income could have an impact on the Company's evaluation of the recoverability of the deferred tax assets.

The primary procedures we performed to address this critical audit matter included the following.

- We tested certain internal controls over the Company's deferred tax assets, for significant components located in Brazil and North America, including controls related to the development of assumptions and application of the relevant tax regulations in determining the forecasted future taxable income prepared by the Company.
- We involved a tax and valuation professional with specialized skills and knowledge, who assisted in evaluating significant assumptions and methodologies for significant components located in Brazil and North America, used by the Company to determine future taxable income, including revenue growth, costs and expenses. We evaluated the consistency of the calculations by comparing them with available market information, actual performance and previous forecasts. We also evaluated the Company's history of realizing deferred tax assets by evaluating the expiration of net operating loss carryforwards and foreign tax credits.

### *Assessment of certain tax risks*

As described in note 19 to the consolidated financial statements, the Company is involved in discussions that deal, among other issues, with contingencies before the Administrative Council for Economic Defense (CADE), tax discussions on the treatment of the Brazilian value added tax (ICMS), substantially focused on the right of the tax credit and the applicability of the rate differential, as well as discussions on right of credits related to PIS and COFINS federal taxes. In addition, the Company is involved in administrative

[Table of Contents](#)

and judicial proceedings related to uncertain income taxes positions, including the deduction of goodwill arising from the corporate reorganization that took place between 2004 and 2005, as well as taxation on profits generated abroad.

We identified the assessment of certain tax risks and the related provisions recognized and/or disclosures made as critical audit matter because it required significant challenging auditor judgment and effort. This is specifically due to the complexity of the tax legislation, as well as due to the high degree of judgment in determining the assumptions used to measure the probability and magnitude of outflows of resources, including the possible changes in the external conditions and in the position of the tax authorities that may significantly affect the amounts of provisions and required disclosures in the consolidated financial statements.

The primary procedures we performed to address this critical audit matter included the following.

- We tested certain internal controls over the Company's process related to the assessment of tax risks, including controls related to the evaluation of information from external and internal legal counsel, the determination of the likelihood of loss and the estimate of the loss amount, as well as controls over the financial statement disclosures.

- We involved a tax professional with specialized skills and knowledge, who assisted in evaluating the technical positions noted in tax and legal opinions prepared by the Company's tax personnel and external legal advisors.

- In addition, we assessed the amounts recorded and/or disclosed by reading letters received directly from the Company's internal and external legal counsel that evaluated and quantified the Company's probable or possible exposure to the tax risks and, for certain specific tax risks, comparing these assessments and estimates to those made by the Company.

We have served as the Company's auditor since 2017.

/s/ KPMG Auditores Independentes Ltda.

Porto Alegre, Brazil

March 30, 2022

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors

Gerda S.A.:

*Opinion on Internal Control Over Financial Reporting*

We have audited Gerda S.A. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes collectively, the consolidated financial statements, and our report dated March 30, 2022 expressed an unqualified opinion on those consolidated financial statements.

*Basis for Opinion*

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 Controls over Financial Reporting appearing under Item 15 of the Company's Annual Report on Form 20-F. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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 of internal control over financial reporting 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 provides a reasonable basis for our opinion.

*Definition and Limitations of Internal Control Over Financial Reporting*

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 generally accepted accounting principles. 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 generally accepted accounting principles, 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.

/s/ KPMG Auditores Independentes Ltda.

Porto Alegre/RS

March 30, 2022

**GERDAU S.A.**  
**CONSOLIDATED BALANCE SHEETS**  
**as of December 31, 2021 and 2020**  
**In thousands of Brazilian reais (R\$)**

	Note	2021	2020
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	4	4,160,654	4,617,204
Short-term investments	4	2,626,212	3,041,143
Trade accounts receivable - net	5	5,414,075	3,737,270
Inventories	6	16,861,488	9,169,417
Tax credits	7	2,083,885	1,201,312
Income and social contribution taxes recoverable		804,053	1,051,584
Dividends receivable		7,671	—
Fair value of derivatives	17	3,246	—
Other current assets		679,193	591,523
		<u>32,640,477</u>	<u>23,409,453</u>
<b>NON-CURRENT ASSETS</b>			
Tax credits	7	124,600	664,045
Deferred income taxes	8	2,929,308	3,393,354
Related parties	20	2,678	134,354
Judicial deposits	19	1,659,379	1,825,791
Other non-current assets		571,637	590,864
Prepaid pension cost	21	4,942	39,196
Investments in associates and joint ventures	9	3,340,775	2,271,629
Goodwill	11	12,427,527	12,103,519
Leasing	13	861,744	815,311
Other intangibles	12	509,760	622,578
Property, plant and equipment, net	10	18,741,786	17,252,915
		<u>41,174,136</u>	<u>39,713,556</u>
<b>TOTAL ASSETS</b>		<u><u>73,814,613</u></u>	<u><u>63,123,009</u></u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**GERDAU S.A.**  
**CONSOLIDATED BALANCE SHEETS**  
**as of December 31, 2021 and 2020**  
**In thousands of Brazilian reais (R\$)**

	Note	2021	2020
<b>CURRENT LIABILITIES</b>			
Trade accounts payable	14	8,017,140	5,437,953
Short-term debt	15	234,537	1,424,043
Debentures	16	1,531,956	7,463
Taxes payable	18	548,173	600,089
Income and social contribution taxes payable		863,136	810,125
Payroll and related liabilities		1,199,143	591,653
Dividends payable	24	—	510,348
Leasing payable	13	275,086	231,703
Employee benefits	21	39	208
Environmental liabilities	22	231,711	125,992
Fair value of derivatives	17	—	971
Obligations with FIDC	23	45,497	944,513
Other current liabilities		1,090,396	797,082
		<u>14,036,814</u>	<u>11,482,143</u>
<b>NON-CURRENT LIABILITIES</b>			
Long-term debt	15	10,875,249	13,188,891
Debentures	16	1,397,951	2,894,954
Related parties	20	24,648	22,855
Deferred income taxes	8	98,975	61,562
Provision for tax, civil and labor liabilities	19	1,741,026	1,172,511
Environmental liabilities	22	343,998	171,102
Employee benefits	21	1,415,151	1,861,231
Obligations with FIDC	23	—	42,893
Leasing payable	13	643,279	624,771
Other non-current liabilities		421,873	514,886
		<u>16,962,150</u>	<u>20,555,656</u>
<b>EQUITY</b>			
	24		
Capital		19,249,181	19,249,181
Treasury stocks		(152,409)	(229,309)
Capital reserves		11,597	11,597
Retained earnings		17,838,494	7,292,332
Transactions with non-controlling interests without change of control		(2,870,825)	(2,870,825)
Other reserves		8,528,244	7,407,295
EQUITY ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT		<u>42,604,282</u>	<u>30,860,271</u>
<b>NON-CONTROLLING INTERESTS</b>		<u>211,367</u>	<u>224,939</u>
<b>EQUITY</b>		<u>42,815,649</u>	<u>31,085,210</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>73,814,613</u>	<u>63,123,009</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**GERDAU S.A.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**for the years ended December 31, 2021, 2020 and 2019**  
**In thousands of Brazilian reais (R\$)**

	Note	2021	2020	2019
<b>NET SALES</b>		78,345,081	43,814,661	39,644,010
Cost of sales	29	(57,527,721)	(37,884,102)	(35,440,726)
<b>GROSS PROFIT</b>		20,817,360	5,930,559	4,203,284
Selling expenses	29	(715,830)	(512,950)	(476,339)
General and administrative expenses	29	(1,390,121)	(1,017,435)	(954,117)
Other operating income	29	979,760	1,763,684	636,847
Other operating expenses	29	(460,029)	(645,985)	(187,647)
Eletrobras compulsory loan recovery	19	1,391,280	—	—
Results in operations with subsidiary and joint ventures	3.4	(162,913)	—	—
Impairment of financial assets	29	357	(64,132)	(21,044)
Impairment of non-financial assets	28	—	(411,925)	—
Equity in earnings of unconsolidated companies	9	563,158	152,569	(17,050)
<b>INCOME BEFORE FINANCIAL INCOME (EXPENSES) AND TAXES</b>		21,023,022	5,194,385	3,183,934
Financial income	30	249,024	194,092	223,213
Financial expenses	30	(1,433,087)	(1,448,461)	(1,469,754)
Bonds repurchase expenses	30	(264,687)	(239,273)	—
Tax credits monetary update	30	788,741	—	—
Exchange variations, net	30	(108,373)	(204,291)	(247,555)
Gains and losses on derivative financial instruments, net	30	17,928	(774)	(15,118)
<b>INCOME BEFORE TAXES</b>		20,272,568	3,495,678	1,674,720
Current	8	(4,306,223)	(908,051)	(240,400)
Deferred	8	(407,407)	(199,573)	(217,433)
Income and social contribution taxes		(4,713,630)	(1,107,624)	(457,833)
<b>NET INCOME</b>		15,558,938	2,388,054	1,216,887
<b>ATTRIBUTABLE TO:</b>				
Owners of the parent		15,494,111	2,365,763	1,203,736
Non-controlling interests		64,827	22,291	13,151
		15,558,938	2,388,054	1,216,887
Basic earnings per share - preferred and common - (R\$)	25	9.09	1.39	0.71
Diluted earnings per share - preferred and common - (R\$)	25	9.04	1.38	0.70

The accompanying notes are an integral part of these Consolidated Financial Statements.



**GERDAU S.A.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**for the years ended December 31, 2021, 2020 and 2019**  
**In thousands of Brazilian reais (R\$)**

	<u>2021</u>	<u>2020</u>	<u>2019</u>
<b>Net income for the year</b>	<b>15,558,938</b>	<b>2,388,054</b>	<b>1,216,887</b>
<b>Items that may be reclassified subsequently to profit or loss</b>			
Other comprehensive income from associates and joint ventures	225,507	358,816	55,038
Cumulative translation adjustment	1,275,767	4,466,084	682,451
Recycling of cumulative translation adjustment to net income	193,334	—	—
Unrealized Losses on net investment hedge	(695,102)	(2,504,914)	(322,948)
Cash flow hedges			
Unrealized Gains (Losses) on Financial Instruments, net of tax	1,907	(1,972)	3,502
	<u>1,001,413</u>	<u>2,318,014</u>	<u>418,043</u>
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement of defined benefit pension plan, net of tax	252,532	(52,072)	(45,561)
	<u>252,532</u>	<u>(52,072)</u>	<u>(45,561)</u>
<b>Other comprehensive income, net of tax</b>	<b><u>1,253,945</u></b>	<b><u>2,265,942</u></b>	<b><u>372,482</u></b>
<b>Total comprehensive income for the year, net of tax</b>	<b><u>16,812,883</u></b>	<b><u>4,653,996</u></b>	<b><u>1,589,369</u></b>
<b>Total comprehensive income attributable to:</b>			
Owners of the parent	16,753,253	4,594,099	1,565,581
Non-controlling interests	59,630	59,897	23,788
	<u>16,812,883</u>	<u>4,653,996</u>	<u>1,589,369</u>

The items in the statement of comprehensive income/(loss) are presented net of taxes, where applicable. The tax effects of these items are presented in note 8.

The accompanying notes are an integral part of these Consolidated Financial Statements.

**GERDAU S.A.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**for the years ended December 31, 2021, 2020 and 2019**  
**in thousands of Brazilian reais (R\$)**

	Attributed to parent company's interest											Total parent company's interest	Non-controlling interest	Total Shareholder's Equity		
	Retained earnings						Other reserves									
	Capital	Treasury stocks	Capital Reserve	Legal reserve	Tax Incentives Reserve	Investments and working capital reserve	Retained earnings	Transactions with non-controlling interests without change of control	Gains and losses on net investment hedge	Gains and losses on financial instruments	Cumulative translation adjustment				Pension Plan	Stock Option
<b>Balance as of January 1, 2019</b>	19,249,181	(280,426)	11,597	743,421	628,582	3,434,006	—	(2,870,822)	(6,044,258)	(15,564)	11,035,964	(320,303)	150,140	25,730,604	207,967	25,938,571
<b>2019 Changes in Equity</b>																
Net income	—	—	—	—	—	—	1,203,736	—	—	—	—	—	—	1,203,736	13,151	1,216,887
Other comprehensive income (loss) recognized in the year	—	—	—	—	—	—	—	—	(322,942)	3,502	726,845	(45,560)	—	361,845	10,637	372,482
Total comprehensive income (loss) recognized in the year	—	—	—	—	—	—	1,203,736	—	(322,942)	3,502	726,845	(45,560)	—	1,565,581	23,788	1,589,369
Stock option exercised during the year	—	—	—	—	—	—	—	—	—	—	—	—	(13,249)	(13,249)	879	(12,370)
Stock option exercised during the year	—	37,884	—	—	—	—	(8,479)	—	—	—	—	—	—	29,405	6	29,411
Effects of interest changes in subsidiaries	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(1,586)
Complementary dividends	—	—	—	—	—	—	(101)	—	—	—	—	—	—	—	—	(101)
Destination of net income proposed to the shareholders	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Legal reserve	—	—	—	55,876	—	—	(55,876)	—	—	—	—	—	—	—	—	—
Tax incentives reserve	—	—	—	—	86,216	—	(86,216)	—	—	—	—	—	—	—	—	—
Investments and working capital reserve	—	—	—	—	—	705,105	(705,105)	—	—	—	—	—	—	—	—	—
Dividends/interest on capital	—	—	—	—	—	(356,529)	—	—	—	—	—	—	—	(356,529)	(13,628)	(370,157)
<b>Balance as of December 31, 2019 (Note 24)</b>	19,249,181	(242,542)	11,597	799,297	714,798	4,130,611	—	(2,870,822)	(6,367,200)	(12,062)	11,762,809	(365,863)	145,900	26,955,701	217,426	27,173,127
<b>2020 Changes in Equity</b>																
Net income	—	—	—	—	—	—	2,365,763	—	—	—	—	—	—	2,365,763	22,291	2,388,054
Other comprehensive income (loss) recognized in the year	—	—	—	—	—	—	—	—	(2,504,914)	(1,972)	4,787,263	(52,041)	—	2,228,336	37,606	2,265,942
Total comprehensive income (loss) recognized in the year	—	—	—	—	—	—	2,365,763	—	(2,504,914)	(1,972)	4,787,263	(52,041)	—	4,594,099	59,897	4,653,996
Stock option exercised during the year	—	—	—	—	—	—	—	—	—	—	—	—	15,375	15,375	15	15,390
Stock option exercised during the year	—	13,233	—	—	—	—	(3,637)	—	—	—	—	—	—	9,596	—	9,596
Effects of interest changes in subsidiaries	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	12,776
Complementary dividends	—	—	—	—	—	—	(13)	—	—	—	—	—	—	—	—	(13)
Destination of net income proposed to the shareholders	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Legal reserve	—	—	—	109,649	—	—	(109,649)	—	—	—	—	—	—	—	—	—
Tax incentives reserve	—	—	—	—	172,792	—	(172,792)	—	—	—	—	—	—	—	—	—
Investments and working capital reserve	—	—	—	—	—	1,368,835	(1,368,835)	—	—	—	—	—	—	—	—	—
Dividends/interest on capital	—	—	—	—	—	(714,487)	—	—	—	—	—	—	—	(714,487)	(65,175)	(779,662)
<b>Balance as of December 31, 2020 (Note 24)</b>	19,249,181	(229,309)	11,597	908,946	887,590	5,495,706	—	(2,870,822)	(8,872,114)	(14,034)	16,550,072	(417,904)	161,275	30,860,271	224,939	31,085,210
<b>2021 Changes in Equity</b>																
Net income	—	—	—	—	—	—	15,494,111	—	—	—	—	—	—	15,494,111	64,827	15,558,938
Other comprehensive income (loss) recognized in the year	—	—	—	—	—	—	—	—	(695,102)	1,907	1,699,980	252,357	—	2,259,142	(5,197)	1,253,945
Total comprehensive income (loss) recognized in the year	—	—	—	—	—	—	15,494,111	—	(695,102)	1,907	1,699,980	252,357	—	16,753,253	59,630	16,812,883
Stock option exercised during the year	—	—	—	—	—	—	—	—	—	—	—	—	(138,193)	(138,193)	(59)	(138,252)
Stock option exercised during the year	—	76,900	—	—	—	—	67,029	—	—	—	—	—	—	143,929	53	143,982
Effects of interest changes in subsidiaries	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(18,962)
Complementary dividends	—	—	—	—	—	—	(528)	—	—	—	—	—	—	—	—	(528)
Destination of net income proposed to the shareholders	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Legal reserve	—	—	—	756,334	—	—	(756,334)	—	—	—	—	—	—	—	—	—
Tax incentives reserve	—	—	—	—	367,430	—	(367,430)	—	—	—	—	—	—	—	—	—
Investments and working capital reserve	—	—	—	—	—	9,014,747	(9,014,747)	—	—	—	—	—	—	—	—	—
Dividend - adjustment in excess of the minimum statutory undistributed	—	—	—	—	—	341,150	(341,150)	—	—	—	—	—	—	—	—	—
Dividends/interest on capital	—	—	—	—	—	(8,014,450)	—	—	—	—	—	—	—	(5,014,450)	(54,234)	(5,068,684)
<b>Balance as of December 31, 2021 (Note 24)</b>	19,249,181	(152,409)	11,597	1,665,280	1,255,020	14,918,194	—	(2,870,822)	(9,567,216)	(12,127)	18,250,052	(165,547)	23,082	42,604,282	211,367	42,815,649

The accompanying notes are an integral part of these Consolidated Financial Statements.

**GERDAU S.A.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**for the years ended December 31, 2021, 2020 and 2019**  
**In thousands of Brazilian reais (R\$)**

	Note	2021	2020	2019
<b>Cash flows from operating activities</b>				
Net income for the year		15,558,938	2,388,054	1,216,887
Adjustments to reconcile net income for the year to net cash provided by operating activities				
Depreciation and amortization	29	2,658,561	2,499,104	2,074,295
Impairment of assets	28	—	411,925	—
Equity in earnings of unconsolidated companies	9	(563,158)	(152,569)	17,050
Exchange variation, net	30	108,373	204,291	247,555
Gains and losses on derivative financial instruments, net	30	(17,928)	774	15,118
Post-employment benefits		255,477	203,689	165,487
Long-term incentive plans		65,289	62,801	43,895
Income tax	8	4,713,630	1,107,624	457,833
(Gains) Losses on disposal of property, plant and equipment		(77,417)	(18,482)	2,129
Results in operations with subsidiary and joint ventures	3.4	162,913	—	—
Impairment of financial assets	5	(357)	64,132	21,044
Provision (reversal) of tax, civil, labor and environmental liabilities, net		125,641	477,518	38,417
Tax credits recovery	7	(1,182,082)	(1,358,744)	(402,499)
Interest income on short-term investments		(170,671)	(99,359)	(72,784)
Interest expense on loans	30	1,059,841	1,022,460	938,120
Interest on loans with related parties	20	(6,089)	(8,277)	(4,767)
(Reversal) Provision for net realizable value adjustment in inventory	6	(2,812)	(40,697)	24,665
		22,688,149	6,764,244	4,782,445
<b>Changes in assets and liabilities</b>				
(Increase) Decrease in trade accounts receivable		(1,614,047)	(527,722)	656,831
(Increase) Decrease in inventories		(7,704,329)	(428,263)	1,556,713
Increase (Decrease) in trade accounts payable		2,534,329	1,014,800	(642,699)
Decrease in other receivables		290,658	369,076	146,825
(Decrease) Increase in other payables		(317,658)	182,934	(462,906)
Dividends from joint ventures		117,438	94,937	44,037
Purchases of short-term investments		(3,010,084)	(3,224,158)	(3,676,744)
Proceeds from maturities and sales of short-term investments		3,595,212	3,924,799	521,616
<b>Cash provided by operating activities</b>		<b>16,579,668</b>	<b>8,170,647</b>	<b>2,926,118</b>
Interest paid on loans and financing		(1,100,826)	(1,079,981)	(945,027)
Interest paid on lease liabilities	13	(68,789)	(61,727)	(83,620)
Income and social contribution taxes paid		(2,893,120)	(621,033)	(254,679)
<b>Net cash provided by operating activities</b>		<b>12,516,933</b>	<b>6,407,906</b>	<b>1,642,792</b>
<b>Cash flows from investing activities</b>				
Purchases of property, plant and equipment	10	(3,026,023)	(1,650,778)	(1,746,600)
Proceeds from sales of property, plant and equipment, investments and other intangibles		82,635	61,275	21,805
Additions in other intangibles	12	(166,310)	(154,250)	(100,313)
Advance for future investment in joint venture		—	—	(94,687)
Capital decrease (increase) in joint venture	9	113,595	(42,782)	20,344
Payment for business combination	3.5	—	(442,542)	—
<b>Net cash used by investing activities</b>		<b>(2,996,103)</b>	<b>(2,229,077)</b>	<b>(1,899,451)</b>
<b>Cash flows from financing activities</b>				
Dividends and interest on capital paid		(5,339,426)	(274,815)	(484,173)
Proceeds from loans and financing		609,703	3,120,745	5,585,573
Repayment of loans and financing		(5,116,621)	(5,084,028)	(4,885,083)
Leasing payment		(275,854)	(247,914)	(161,824)
Intercompany loans, net		139,556	(7,777)	(64,089)
<b>Net cash used in financing activities</b>		<b>(9,982,642)</b>	<b>(2,493,789)</b>	<b>(9,596)</b>
Exchange variation on cash and cash equivalents		5,262	290,512	17,763
(Decrease) Increase in cash and cash equivalents		(456,550)	1,975,552	(248,492)
Cash and cash equivalents at beginning of year		4,617,204	2,641,652	2,890,144
<b>Cash and cash equivalents at end of year</b>		<b>4,160,654</b>	<b>4,617,204</b>	<b>2,641,652</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

## NOTE 1 — GENERAL INFORMATION

Gerdau S.A. is a publicly traded corporation (*sociedade anônima*) with its corporate domicile in the city of São Paulo, Brazil. Gerdau S.A and subsidiaries (collectively referred to as the “Company”) is a leading producer of long steel in the Americas and one of the largest suppliers of special steel in the world. In Brazil, the Company also produces flat steel and iron ore, activities which expanded the product mix and made its operations even more competitive. The Company believes it is the largest recycler in Latin America and around the world it transforms each year millions of tons of scrap into steel, reinforcing its commitment to sustainable development of the regions where it operates. Gerdau is listed on the São Paulo, New York and Madrid stock exchanges.

The Consolidated Financial Statements of Gerdau S.A and subsidiaries were approved by the Board of Directors on March 30, 2022.

## NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

### 2.1 — Basis of Presentation

The Company’s Consolidated Financial Statements have been prepared in accordance with and are in compliance with International Financial Reporting Standards (IFRS) issued by *International Accounting Standards Board* (IASB).

The preparation of the Consolidated Financial Statements in accordance with IFRS requires Management to make accounting estimates. The areas that involve judgment or use of estimates significant to the Consolidated Financial Statements are stated in Note 2.17. The Consolidated Financial Statements have been prepared using historical cost as its basis, except for the valuation of certain financial instruments, which are measured at fair value.

The Company adopted all applicable standards and revisions of standards and interpretations issued by the IASB or the IFRS Interpretations Committee that are effective as of December 31, 2021.

#### a) Investments in Subsidiaries

The Company’s consolidated financial statements include the financial statements of Gerdau S.A. and all its subsidiaries. The Company controls an entity when it is exposed or has the right to variable returns arising from their involvement with the entity and has the ability to affect those returns due to the power exercised over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

Third parties’ interests in equity and net income of subsidiaries are reported separately in the consolidated balance sheet and in the consolidated statement of income, respectively, under the account “Non-controlling interests”.

For business combinations, the assets, liabilities, and contingent liabilities of a subsidiary are reported at their respective fair value on the date of acquisition. Any excess of the acquisition cost over the fair value of the identifiable net assets acquired is recorded as goodwill. When the acquisition cost is less than the fair value of the net assets identified, the difference is recorded as a gain in the statement of income for the year in which the acquisition took place. The non-controlling interests are presented based on the proportion of the fair value of the identified assets and liabilities acquired. Intercompany transactions and balances are eliminated in the consolidation process. Gains or losses resulting from transactions among consolidated entities of the Company are also eliminated.

#### b) Investments in Joint ventures and Associate companies

Joint ventures are those in which the control is held jointly by the Company and one or more partners. An associate company is one in which the Company exercises significant influence, but over which it does not have control. Investments in joint ventures and associate companies are recorded under the equity accounting method.

#### c) Equity in Earnings of Unconsolidated Companies

According to this method, investments are recognized in the consolidated balance sheet at acquisition cost and are adjusted subsequently based on the Company’s share in the earnings and in other changes in the net assets of the Associates and Joint Ventures.

The balances of the investments can also be reduced due to impairment losses. Furthermore, dividends received from these companies are recorded as reductions in the value of the investments.

## **2.2 — Foreign Currency Translation**

### **a) Functional and Reporting Currency**

The functional currency of an entity is the currency of the primary economic environment where it operates. The Consolidated Financial Statements are presented in Brazilian Reais (R\$), which is the functional and reporting currency of the Company. All balances were rounded to the nearest thousand, unless otherwise stated.

### **b) Transactions and Balances**

For purposes of the Consolidated Financial Statements, the balances of each subsidiary of the Company are converted into Brazilian reais, which is the functional currency of the Company and the reporting currency of its Consolidated Financial Statements, at the exchange rates at the dates of the transactions.

### **c) Translation of financial statements in foreign currency**

The results of operations and financial position of all subsidiaries included in the consolidated financial statements, along with equity investments, which have functional currencies different from the Company's reporting currency are translated into the reporting currency as follows:

- i) Asset and liability balances are translated at the exchange rate in effect at the balance sheet date;
- ii) Income and expenses are translated using the average monthly exchange rates for the year;
- iii) Translation gains and losses resulting from the above methodology are recognized in Equity, in the Statement of Comprehensive Income, in the account named "Other reserves - Cumulative translation adjustment"; and
- iv) The amounts presented in the cash flow are extracted from the converted changes in assets, liabilities and results.

### **d) Hyperinflation in Venezuela and Argentina**

Argentina and Venezuela are considered countries with hyperinflation and for this reason, the Financial Statements of the subsidiaries located in these countries are being updated so that their values are shown in the monetary unit of measurement at the end of the year, which considers the effects measured by the inflation rates in these countries.

## **2.3 — Financial Assets**

At initial recognition, a financial asset is classified as measured at amortized cost, at fair value through profit or loss or at fair value through other comprehensive income. Financial assets are not reclassified subsequent to initial recognition, unless the Company changes the business model for the management of financial assets. The Company performs an evaluation of the business model objective in which a financial asset is held in the portfolio because this better reflects the way in which the business is managed.

### **a) Financial assets at amortized cost**

These assets are measured subsequently to initial recognition at the amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized directly in income. Any gain or loss on derecognition is recognized on statement of income.

**b) Financial assets measured at fair value through profit or loss**

These assets are measured subsequently to initial recognition at the fair value. The net result, including interest, is recognized directly in income.

**c) Financial assets measured at fair value through other comprehensive income**

These assets are measured subsequently to initial recognition at fair value. Interest income calculated using the effective interest method, exchange gains and losses and impairment are recognized in the statement of income. Other net results are recognized in other comprehensive income. In derecognition, the accumulated result in other comprehensive income is reclassified to the statement of income.

**d) Impairment of financial assets**

The Company measures the impairment of financial assets in an amount equal to the Expected credit loss. In determining whether the credit risk of a financial asset has increased significantly since the initial recognition and in estimating the expected credit losses, the Company considers reasonable and supportable information that is significant and available without undue cost or effort. This includes quantitative and qualitative information and analysis, based on the Company's historical experience, credit assessment and considering forward-looking information. The impairment loss of financial assets was calculated based on the credit risk analysis, which includes the historical losses, the individual situation of the clients, the situation of the economic group to which they belong, the real guarantees for the debts and the evaluation of the legal advisors and is considered sufficient to cover possible losses on amounts receivable, in addition to a prospective assessment that takes into account the change or expectation of change in economic factors that affect expected credit losses, which will be determined based on probabilities weighted. The Company presents the impairment of the financial assets in the Statement of Income in the line of Impairment of financial assets.

**e) Derecognition**

The Company derecognizes a financial asset when expire the contractual rights of the cash flows of the asset, or when the Company transfers the contractual rights of that cash flows in a transaction in which substantially all the risks and benefits of the financial asset are transferred or in which the Company neither transfers nor maintains substantially all the risks and benefits of the financial asset and also does not retain control over the financial asset.

**f) Offset**

Financial assets and liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to offset the amounts and intends to settle them on a net basis or to realize the asset and settle the liability simultaneously.

**g) Financial Instruments**

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as measured at fair value through profit or loss: it is maintained within a business model whose objective is to maintain financial assets to receive contractual cash flows; and its contractual terms generate, at specific dates, cash flows that are related only to payment of principal and interest outstanding amounts.

A debt instrument is measured at fair value through other comprehensive income if it meets both of the following conditions and is not designated as measured at fair value through profit or loss: it is maintained within a business model whose objective is achieved both by receipt of contractual cash flows and sale of financial assets; and its contractual terms generate, on specific dates, cash flows that are only payments of principal and interest on the outstanding principal amount. In the initial recognition of an investment in an equity instrument that is not held for trading, the Company may irrevocably choose to present subsequent changes in the fair value of the investment in other comprehensive income. This choice is made investment by investment.

The Company performs an evaluation of the business model objective in which a financial asset is held in the portfolio because this better reflects the way in which the business is managed, and the information is provided to Management. The information considered

includes: the policies and objectives stipulated for the portfolio and the practical operation of those policies. They include the question of whether Management's strategy focuses on obtaining contractual interest income, maintaining a certain interest rate profile, matching the duration of financial assets with the duration of related liabilities or expected outflows of cash, or the realization of cash flows through the sale of assets; how the performance of the portfolio is evaluated and reported to the Company's Management; the risks that affect the performance of the business model (and the financial asset held in that business model) and the manner in which those risks are managed; the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and their expectations about future sales.

#### **h) Evaluation on whether contractual cash flows are only payments of principal and interest**

For the purposes of this valuation, the 'principal' is defined as the fair value of the financial asset at the initial recognition. 'Interest' is defined as a consideration for the time value of money and for the credit risk associated with the principal amount outstanding over a given period of time and for the other underlying risks and costs of borrowing (e.g. liquidity risk and costs administrative costs), as well as a profit margin.

The Company considers the contractual terms of the instrument to assess whether contractual cash flows are only principal and interest payments. This includes assessing whether the financial asset contains a contractual term that could change the timing or value of the contractual cash flows so that it would not meet that condition. In making this assessment, the Company considers: contingent events that modify the value or the time of cash flows; terms that may adjust the contractual rate, including variable rates; the prepayment and the extension of the term; and terms that limit the Company's access to cash flows of specific assets (for example, based on the performance of an asset).

The prepayment is consistent with the principal and interest payments criterion if the prepayment amount represents, for the most part, unpaid principal and interest amounts on the outstanding principal amount - which may include additional compensation on the early termination of the contract.

#### **2.4 — Inventories**

Inventories are measured at the lower of historical cost of acquisition or production and net realizable value. The acquisition and production costs include transportation, storage and non-recoverable taxes.

Net realizable value is the estimated sale price in the ordinary course of business less the estimated costs of completion and directly related selling expenses. Information regarding the allowance for adjustments to net realizable value is presented in Note 6.

#### **2.5 — Property, Plant and Equipment**

Property, plant and equipment are stated at historical cost, monetarily adjusted when applicable, less depreciation, except for land, which is not depreciated. The Company recognizes monthly to the construction costs of qualified assets, which are assets that, necessarily, require a substantial period of time to be finished for its intended use, the borrowing costs as part of the acquisition cost of the property, plant and equipment under construction based on the following capitalization criteria: (a) the capitalization period begins when the property, plant and equipment item is under construction in process and the capitalization of borrowing costs ceases when the asset is available for use; (b) borrowing costs are capitalized considering the weighted average rate of loans existing on the capitalization date or a specific rate, in the case of loans for the acquisition of property, plant and equipment; (c) borrowing costs capitalized do not exceed the interest expenses during the capitalization period; and (d) capitalized borrowing costs are depreciated considering the same criteria and useful life determined for the property, plant and equipment item to which it was capitalized.

Depreciation is calculated under the straight-line method at rates that take into consideration the estimated useful life of the asset, its level of utilization and the estimated residual value of the asset at the end of its useful life. The estimated residual value and useful life of the assets are reviewed and adjusted, if necessary, at each year-end.

Subsequent costs are added to the carrying amount of property, plant and equipment or recognized as a specific item, as appropriate, only if the economic benefits associated to these items are probable and the amounts can be reliably measured. The carrying amount of replaced items is written-off. Other repairs and maintenance are recognized directly in income when incurred.

Mining exploration rights are classified as Land and Buildings in the Property, plant and equipment account. Exploration expenditures are recognized as expenses until the feasibility of mining activity is established and thereafter subsequent costs are capitalized. Costs for the development of new iron ore reserves or to expand the capacity of operating mines are capitalized and amortized based on the amount of iron ore extracted. Stripping costs (costs associated with removal of waste and other residual materials) incurred during the development phase of a mine, before production phase, are registered as part of the depreciable cost of asset. Subsequently, these costs are depreciated over the useful life of the mine. Spending on waste removal, after the start of production of the mine, are treated as production costs. Depletion of mines is calculated based on the amount of ore extracted.

The net book value of property, plant and equipment items is immediately impaired to its recoverable amount when the residual balance exceeds the recoverable amount.

## **2.6 — Goodwill**

Goodwill represents the excess of the acquisition cost over the fair value net of the assets acquired, liabilities assumed and identifiable contingent liabilities of a subsidiary, joint venture, or associate company, at the respective acquisition date.

Goodwill is recorded as an asset and recorded under “Goodwill” account. Goodwill is not amortized and is subject to impairment tests annually or whenever there are indications of potential impairment. Any impairment loss is recorded as an expense in the income statement and cannot be reversed. Goodwill is allocated to the operating segments, which represents the lowest level at which goodwill is monitored by management.

Goodwill that forms part of the carrying amount of an investment in an associate or a joint venture is not separately recognized. The entire carrying amount of the investment in associate or joint venture is tested for impairment as a single asset, by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount.

When a subsidiary, joint venture or associate is sold, goodwill is included in the determination of gains and losses on disposal.

## **2.7 — Other Intangible Assets**

Other intangible assets are stated at acquisition cost, less accumulated amortization and impairment losses, when applicable. Intangible assets consist mainly of assets which represent the capacity to generate economic benefits from companies acquired based on relationships with customers and suppliers, software and others. Intangible assets with definite useful lives are amortized taking into consideration their actual use or a method that reflects their consumption of economic benefits. The net book value of intangible assets is impaired immediately to its recoverable value when the residual balance exceeds the recoverable amount (Note 2.8).

Intangible assets acquired in a business combination are recorded at fair value, less accumulated amortization and impairment losses, when applicable. Intangible assets that have a defined useful life are amortized over their useful lives using an amortization method that reflects the period of economic benefit use of the intangible asset to record amortization through the period of use of that intangible and is recorded in the cost of sales account. The intangible relationship with customers and suppliers is amortized based on an accelerated method that considers the expected future economic benefit provided over time by these new acquired customers and suppliers.

The Company reviews the amortization period and amortization method for its intangible assets with definite useful lives at the end of each year.

## **2.8 — Provision for Impairment of Assets and Reversal of Impairment**

At each balance sheet date, the Company performs an assessment to determine whether there is evidence that the carrying amount of long-lived assets might be impaired. If such evidence is identified, the recoverable amount of the assets is estimated by the Company. The recoverable amount of an asset is determined as the higher of: (a) its fair value less estimated costs to selling and (b) its value in use. The value in use is measured based on discounted cash flows (before taxes) derived from the continuous use of the asset until the end of its estimated useful life. Regardless of whether or not there is any indication that the carrying amount of the asset may be impaired, the balances of goodwill arising from business combinations and intangible assets with indefinite useful lives are tested for impairment at least once a year in December.



When the carrying amount of the asset exceeds its recoverable amount, the Company recognizes a reduction in the book value of the asset (Impairment). The reduction to the recoverable amount of the asset is recorded as an expense. Goodwill impairment, after recognized, is not allowed to be reversed, even if circumstances that resulted in the impairment changes. Other assets impairment may be reversed if circumstances that resulted in the impairment no longer exists, but in these circumstances the reversal of impairment is limited to the residual depreciated balance of the asset at the time of the reversal, determined as if the impairment had not been recorded.

The Company does not believe there is a reasonable likelihood that a material change in the estimates or assumptions used to calculate long-lived asset impairment losses may occur. However, if actual results are not consistent with estimates and assumptions used in estimating future cash flows and asset fair values, the Company may be exposed to losses that could be material.

## **2.9 — Financial Liabilities and Equity Instruments**

### **a) Financial liabilities**

Financial liabilities are classified as amortized cost or at fair value through profit or loss. A financial liability is classified as fair value through profit or loss if it is classified as held for trading, it is a derivative, or it is designated as such at initial recognition. Financial liabilities measured at fair value through profit or loss are measured at fair value and the net result, including interest, is recognized in the income statement. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense, exchange gains and losses are recognized in income.

### **b) Derecognition**

The Company derecognizes a financial liability when its contractual obligation is withdrawn, canceled or expired. The Company also derecognizes a financial liability when the terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. In the derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the income statement.

### **c) Derivative Instruments and hedging**

The Company enters into derivative financial instruments mainly to manage its exposure to fluctuation in interest rates and exchange rates. The Company measures its derivative financial instruments, based on quotations obtained from market participants, at fair value at the balance sheet date.

Changes in the fair value of a derivative that is highly effective and that is designated and qualifies as a cash flow hedge or a net investment hedge are recorded in the statement of comprehensive income.

The Company assesses, both at the beginning of hedge coverage and on an ongoing basis, whether the derivatives used in hedge transactions are highly effective in offsetting changes in the fair value or cash flows of hedged items. When a cash flow hedge instrument is sold, terminated, expired or exercised, the hedge is discontinued prospectively, but the cumulative unrealized gain or loss is recognized in the comprehensive income statement. The cumulative gain and loss is transferred from the comprehensive income and recognized in the income statement when the hedged transaction is recognized in the statement of income. When no more than one transaction is expected to occur, the accumulated gain or loss is immediately transferred to the income statement. In cases of net investment hedges, the amount recorded in the statement of comprehensive income is written off and recognized in the statement of income when the disposal of the hedged investment occurs. In addition, changes in the fair value of financial instruments not characterized as hedges are recognized in the line of (Loss) Gains on financial instruments, net, in the statement of income.

### **d) Equity instruments**

The equity component is initially recognized by the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

## **2.10 — Current and Deferred Income and Social Contribution Taxes**

Current income and social contribution tax expense is calculated in conformity with enacted tax rate in effect at the balance sheet date in the countries where the Company's subsidiaries, associates and joint venture operate and generate taxable income. Management periodically evaluates positions taken in relation to tax matters which are subject to interpretation and recognizes a provision when there is an expectation of payment of income tax and social contribution in accordance with the tax bases. The expense for income tax and social contribution taxes comprises current and deferred taxes. Current tax and deferred tax are recognized in income unless they are recognized for a business combination, or for items directly recognized in equity through other comprehensive income.

Current tax is the estimated tax payable or receivable on the taxable income or loss for the year, at the tax rates effective at the balance sheet date. Deferred income tax and social contribution are recognized in its total on the differences generated between assets and liabilities recognized for tax purposes and corresponding to amounts recognized in the Financial Statements. However, deferred income and social contribution taxes are not recognized arising from the initial recognition of assets and liabilities in a transaction other than a business combination and that do not affect the tax basis. Income and social contribution taxes are determined based on tax rates (and laws) effective at the balance sheet date and applicable when the respective income and social contribution taxes is paid. Deferred income and social contribution tax assets are recognized only to the extent that it is probable that there will be taxable income for which the temporary differences can be used, and tax losses can be compensated.

Deferred tax assets recorded for tax loss carryforwards are supported by projections of taxable income based on technical feasibility studies submitted annually to the Board of Directors of the Company and its subsidiaries, when applicable. These studies consider historical profitability of the Company and its subsidiaries, expectations of continuous profitability and estimates of the recovery of deferred tax assets over future years. Other deferred tax assets arising from temporary differences, mainly tax provision, are recognized according to their estimate of realization. Deferred income tax and social contribution assets are reviewed at each reporting date and will be reduced to the extent that their realization is not more likely than not based on future taxable income.

The Company recognizes a provision for tax matters only if a past event gives rise to a present obligation. The Company determines whether a present obligation exists at the end of the year considering all available evidence, including, for example, the opinion of legal advisors. The Company also considers whether it is more likely than not that there will be an outflow of assets and whether a reliable estimate can be made.

## **2.11 — Employee Benefits**

The Company has several employee benefit plans including pension and retirement plans, health care benefits, profit sharing, bonus, and share-based payment, as well as other retirement and termination benefits. The main benefit plans granted to the Company's employees are described at Notes 21 and 26.

The actuarial obligations related to the pension and retirement benefits and the actuarial obligations related to the health care plans are recorded based on actuarial calculations performed every year by independent actuaries, using the projected unit credit method, net of the plan assets, when applicable, and the related costs are recognized over the employees' service period. Any employee benefit plan surpluses are also recognized up to the probable amount of reduction in future contributions by the Company.

Actuarial remeasurement arising from adjustments and changes in actuarial assumptions of the pension and retirement benefit plans and actuarial obligations related to the health care plan are recognized directly in the Statement of Comprehensive Income as described in Note 21.

In accounting for pension and post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include discount rate assumptions, return on plan assets, future increases in health care costs, and rate of future compensation increases. In addition, the Company and its actuary use other factors whose measurement involves judgment are used such as withdrawal, turnover, and mortality rates. The actuarial assumptions used by the Company may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

## **2.12 — Other Current and Non-current Assets and Liabilities**

Other current and non-current assets and liabilities are recorded at their realizable amounts (assets) and at their known or estimated amounts plus accrued charges and monetary adjustments (liabilities), when applicable.

## **2.13 — Related-Party Transactions**

Loan agreements between the entities in Brazil and abroad are adjusted by contractual financial charges plus foreign exchange variation, when applicable. These contracts have an expiration date, with the possibility of extension of time by agreement between the parties. Sales and purchases of raw materials and products are made under terms and conditions contractually established between the parties.

## **2.14 — Dividends and Interest on equity**

The bylaws of Gerdau S.A. requires dividends of not less than 30% of the annual net income adjusted by 5% representing the constitution of legal reserve, and the constitution of tax incentives reserve; therefore, Gerdau S.A. records a liability at year-end for the minimum dividend amount that has not yet been paid during the year up to the limit of the mandatory minimum dividend described above.

## **2.15 — Revenue Recognition**

Net sales are presented net of taxes and discounts. Revenues from sales of products are recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The related costs of freight are included in cost of sales.

## **2.16 — Investments in Environmental Protection and Environmental liabilities**

Environmental costs that relate to current operations are expensed or capitalized as appropriate. Environmental costs that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation or cost reduction are recorded as expense. Liabilities are recorded when environmental assessments or remedial efforts are probable, and the cost can be reasonably estimated based on discussions with the environmental authorities and other assumptions significant to the nature and extent of the remediation that may be required. The ultimate cost to the Company is dependent upon factors beyond its control such as the scope and methodology of the remedial action requirements to be established by environmental and public health authorities, new laws or government regulations, rapidly changing technology and the outcome of any potential related litigation. Environmental liabilities are adjusted to present value when the aggregate amount of the obligation and the amount and timing of cash disbursements are established or can be reliably estimated.

## **2.17 — Use of Judgements and Estimates**

The preparation of the Consolidated Financial Statements requires estimates to record certain assets, liabilities and other transactions. To make these estimates, Management uses the best information available on the date of preparation of the Consolidated Financial Statements and the experience of past and/or current events, also considering assumptions related to future events. As such, the Consolidated Financial Statements include estimates with respect to the recoverable amount of long-lived assets (Note 28), with respect to the need and the amount of provisions for tax, civil and labor liabilities (Note 19), recoverability of deferred tax assets (Note 8), estimates in selecting interest rates, return on assets, mortality tables and expectations for salary increases (Note 21), and long-term incentive plans through the selection of the evaluation model and rates (Note 26). Actual results could differ from those estimates.

## **2.18 — Business Combinations for the Financial Statements**

### **a) Step-acquisitions in which control is obtained**

When a business combination is achieved in stages, the interest previously held by the Company in the acquired entity is remeasured at fair value at acquisition date (i.e. the date when the Company acquires the control) and the resulting gain or loss, if any, is recognized in profit or loss. Amounts related to the Company's interest in the acquired company before the acquisition date, and that

were recognized in “Other comprehensive income,” are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

**b) Acquisitions in which control is obtained initially**

Acquisitions of businesses are accounted for under the acquisition method. The cost of the acquisition is measured at the fair values (at the date of the transaction) of the assets transferred, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquired business entity. The acquiree’s identifiable assets, liabilities and contingent liabilities are recognized at their fair values at the acquisition date. The interest of non-controlling shareholders in the acquiree is initially measured at the non-controlling shareholders’ proportion of the net fair value of the assets, liabilities and contingent liabilities recognized. Expenses related to the acquisition are recognized in the income statement when incurred.

**c) Increases/decreases in non-controlling interests**

Subsequent increases/decreases in interest in subsidiaries, after the Company has obtained control, are treated as acquisitions/reductions of shares from non-controlling shareholders. The identifiable assets and liabilities of the acquired entity are not subject to a further revaluation and the positive or negative difference between the cost of such subsequent acquisitions/reductions and the net amount disbursed/received from the Company’s proportional portion is recorded in equity.

**d) Loss of control of a subsidiary**

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the Company derecognizes all assets, liabilities and non-controlling interests at their carrying amount. Any retained interest in the former subsidiary is recognized at its fair value at the date that control is lost. This fair value is reflected in the calculation of the gain or loss on disposal attributable to the parent, and becomes the initial carrying amount for subsequent accounting for the retained interest.

**2.19 — Segment Information**

The bodies responsible for making operational decisions, allocating resources and evaluating performance include the Board of Executive Officers and the Board of Directors. The information presented to the senior management with the respective performance of each segment is derived from the records kept in accordance with IFRS, with some reallocations between the segments.

The Company’s segments are as follows: Brazil Operations (includes operations of steel and iron ore in Brazil, except Special Steel), North America Operations (includes all operations in North America, including the joint venture in Mexico, with the exception of Special Steel), South America Operations (includes all operations in South America, except Brazil and includes the Joint venture in Dominican Republic and Colombia) and Special Steel Operations (including special steel operations in Brazil and in the United States and the joint venture in Brazil).

**2.20 — Earnings per Share**

The tables presented in Note 25 reconcile net income to the amounts used to calculate basic and diluted earnings per share. The Company has no instruments considered antidilutive that should be excluded from the calculation of diluted EPS.

The calculation of basic EPS has been based on the profit attributable to shareholders and weighted-average number of shares outstanding. The calculation of diluted EPS has been based on the profit attributable to shareholders and weighted-average number of shares outstanding after adjustment for the effects of all dilutive potential shares.

**2.21 — Long-term incentive plans**

The Company settles its Long-term incentive plans by delivering its own shares, which are held in treasury until the exercise of the options by the employees. Additionally, the Company granted the following long-term incentive plans: Restricted Shares and Performance Shares, as presented in Note 26.

## 2.22 — Leasing Operations

The Company, as a lessee, recognizes a right-of-use asset that represents its right to use the leased asset and a lease liability that represents its obligation to make lease payments. Exemptions are available for short-term leases and low-value items. The Company recognizes new assets and liabilities for its operating leases. The Company recognizes a depreciation of rights of use assets and financial expense on lease obligations. Variable elements of payments related to leases (such as, for example, a lease for machinery and/or equipment with parts of payments based on the productivity of the asset) are not considered in the calculation of the liability, being recorded as operating expense. The discount rates used by the Company were obtained in accordance with market conditions.

## 2.23 — New IFRS and Interpretations of the IFRIC (International Financial Reporting Interpretations Committee)

The issued and/or reviewed IFRS standards made by the IASB that are effective for the year started in 2021 had no impact on the Company's Financial Statements. In addition, the IASB issued/reviewed some IFRS standards, which have mandatory adoption for the year 2022 and/or after, as presented below.

- Amendment to IAS 1 - Classification of liabilities as Current or Non-current. It clarifies aspects to be considered for the classification of liabilities as Current Liabilities or Non-current Liabilities. This amendment to the standard is effective for fiscal years beginning on/or after January 1, 2023. The Company does not expect material impacts on its Financial Statements.

- Annual improvements in IFRS 2018-2020 standards. It changes the IFRS 1, addressing aspects of first-time adoption in a subsidiary; IFRS 9, addressing the 10% test criterion for reversing financial liabilities; IFRS 16, covering illustrative examples of leasing and IAS 41, covering aspects of measurement at fair value. These changes are effective for fiscal years beginning on/or after January 1, 2022. The Company does not expect material impacts on its Financial Statements.

- Amendment to IAS 16 - Property, plant and equipment: Result generated before reaching the expected conditions of use. It clarifies aspects to be considered for the classification of items produced before the asset is in the projected conditions of use. This amendment to the standard is effective for fiscal years beginning on/or after January 1, 2022. The Company does not expect material impacts on its Financial Statements.

- Amendment to IAS 37 - Onerous contract: Cost of fulfilling a contract. It clarifies aspects to be considered for the classification of costs related to the fulfillment of an onerous contract. This amendment to the standard is effective for fiscal years beginning on/or after January 1, 2022. The Company does not expect material impacts on its Financial Statements.

- Amendment to IFRS 3 - References to conceptual framework. It clarifies conceptual alignments of this standard with the IFRS conceptual framework. This amendment to the standard is effective for fiscal years beginning on/or after January 1, 2022. The Company does not expect material impacts on its Financial Statements.

-Amendment to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies. It clarifies aspects to be considered in the disclosure of accounting policies. This amendment to the standard is effective for fiscal years beginning on/or after January 1, 2023. The Company does not expect material impacts on its Financial Statements.

-Amendment to IAS 8 – Definition of Accounting Estimates. It clarifies aspects to be considered in the definition of accounting estimates. This amendment to the standard is effective for fiscal years beginning on/or after January 1, 2023. The Company does not expect material impacts on its Financial Statements.

- Amendment to IFRS 16 - Leases. It clarifies aspects to be considered in rent concessions that have a direct relation with Covid-19 pandemic. This amendment to the standard is effective for fiscal years beginning on/or after April 1, 2021. The Company does not expect material impacts on its Financial Statements.

- Amendment to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single Transaction. It clarifies aspects to be considered when recognizing deferred tax assets and liabilities related to taxable temporary differences and deductible temporary differences. This amendment to the standard is effective for fiscal years beginning on/or after January 1, 2023. The Company does not expect material impacts on its Financial Statements.

## **2.24 - Risk of disease outbreaks and health pandemic: Covid-19**

The Covid-19 pandemic continues to impact global economic activity and represents the risk that the Company, employees, service providers, suppliers, customers and other business partners may be prevented from carrying out certain business activities for an indefinite period, including due to stoppages that can be requested or mandated by government authorities or elected by companies as a preventive measure.

The Covid-19 pandemic may have an adverse effect on business and, given the uncertainty as to the extent and timing of a possible spread or its future mitigation and the imposition or relaxation of protective measures, it is not possible to reasonably estimate the impact on future results of operations, cash flows or the future financial condition of the Company.

The demand for steel products is directly linked to the general economic activity in the international markets where the Company sells these products. A decline in the level of activity in the domestic or international markets in which the Company operates, as a consequence of the Covid-19 pandemic and measures to contain it, may adversely affect the demand and the price of these products and have a significant effect.

The Company is following all Covid-19 prevention guidelines issued by the competent health agencies in the countries in which it operates. For this reason, the Company has adopted a series of measures to mitigate the risk of transmission in the workplace, such as using home office, creating crisis committees, canceling national and international trips and participation in external events. The Company also reinforces that the health and safety of people are non-negotiable values. The Company has monitored the evolution of the pandemic scenario and the impacts that this situation brings to the routines of employees, their families and, also, to the business.

The nature of our business is complex and, in order to continue operating, much of our work cannot be done remotely. Therefore, our focus is to reduce the risk of the virus spreading through our operations, as operational continuity is essential for jobs, for neighboring communities and for the economies of the countries and regions where we operate. Our mills and offices, therefore, have contingency plans to deal with the ongoing impact of the pandemic, which will continue to be reviewed as the situation evolves.

### **2.24.1 Main associated risks**

#### **a) Risk of impairment losses - Goodwill and Other Long-lived Assets**

The recoverability of goodwill and other long-lived assets is assessed based on the analysis and identification of facts or circumstances that may cause the need to perform the recoverability test. The Company carried out impairment tests on goodwill and other long-lived assets, which results are presented in Note 28.

#### **b) Liquidity risk and the Company's ability to meet its financial obligations**

The long-term portion of loans and financing (Note 15) and debentures (Note 16) has its most significant maturities as from 2026. In addition, the Company's management constantly monitors liquidity risk through the management of its cash and cash equivalents and financial investments (Note 4) and the availability of credit lines and guaranteed accounts that allow it to manage its level of indebtedness (Note 15).

#### **c) Risk of losses due to the non-recoverability of financial assets**

The losses due to the non-recoverability of financial assets were calculated based on the credit risk analysis, which includes historical losses, the individual situation of the clients, the situation of the economic group to which they belong, the real guarantees for debts and the assessment of management with input from legal advisors, and is considered sufficient to cover possible losses on the amounts receivable, in addition to a prospective assessment that takes into account the change or expected change in economic factors that affect expected credit losses, which are determined based on in weighted and measured probabilities in an amount equal to the expected credit loss for life.

The maximum exposure to the Company's credit risk, net of losses due to the non-recoverability of financial assets, is the value of accounts receivable. The credit quality of accounts receivable falling due is considered adequate, and the amount of the effective risk of possible losses in accounts receivable from customers is presented as losses due to the non-recoverability of financial assets.

The Company will continue, throughout 2022, our constant monitoring of the market in order to identify any deterioration, especially as a result of the Covid-19 pandemic, a significant drop in demand from the steel consuming sectors (notably automotive and construction), significant changes in the economy or financial market that lead to an increase in the perception of credit risk on accounts receivable from customers. Eventual changes that deteriorate the economic and business environment, if manifested at a greater intensity than anticipated in the scenarios contemplated by Management, may result in losses due to the non-recoverability of financial assets, notably accounts receivable from customers.

**d) Risk of losses based on the net realizable value in inventories**

Inventories are valued based on the lowest value between the historical cost of acquisition and production and the net realizable value. The acquisition and production cost is increased by expenses related to transport, storage and non-recoverable taxes. The net realizable value is the estimated sale price in the normal course of business, less estimated costs for completion and directly related selling expenses. Information regarding the breakdown of the net realizable value is shown in Note 6. The Company used the estimated sale price in the normal course of business as a premise of the net realizable value, therefore, a decline in the level of activity in the domestic or international markets in which the Company operates.

**e) Risk on recoverability analysis of deferred tax assets**

In December 2021, the Company prepared analysis on the recoverability of deferred tax balances related to tax losses and negative social contribution base, which were approved by the Board of Directors and are based on its business plans and in line with the other projections used by the Company as, for example, in asset impairment tests. Eventual changes that deteriorate the economic and business environment, especially as a result of the Covid-19 pandemic, if manifested in a greater intensity than anticipated in the scenarios contemplated by the Management, may lead the Company to review its projections and, eventually, may affect the maintenance of deferred tax assets in the Company's Financial Statements.

**f) Continuity risk**

The risks arising from disease outbreaks and health epidemics, notably those arising from the Covid-19 pandemic, can contribute significantly to the deterioration of economic conditions in Brazil and globally and could, among other consequences, (i) negatively impact further global demand for steel or even lower market prices for products, which may result in a continued reduction in the Company's sales, operating income and cash flows; (ii) making it more difficult or costly to obtain financing for operations or refinance debt in the future; (iii) impair the financial condition of some of the customers and suppliers; and (iv) reduce investment programs. The Company constantly monitors the risks of commodity prices, interest rates and exchange rates, credit risk management and capital management (Note 17.c).

The Company believes that it has no evidence of any risk of operational continuity, however, changes that deteriorate the economic and business environment, or significant changes in the economy or financial market that result in increased risk perception or reduced liquidity and capacity to refinancing, if manifested at a greater intensity than anticipated in the scenarios contemplated by Management, may lead the Company to revise its projections and, eventually, may affect the Company's ability to meet its obligations and / or lead to the recognition of impairment of assets.

## NOTE 3 — CONSOLIDATED FINANCIAL STATEMENTS

### 3.1 — Subsidiaries

Listed below are the significant consolidated subsidiaries:

Consolidated company	Country	Equity Interests		
		Total capital <sup>(*)</sup>		
		2021	2020	2019
Gerdau GTL Spain S.L.	Spain	100.00	100.00	100.00
Gerdau Internacional Empreendimentos Ltda. - Grupo Gerdau	Brazil	100.00	100.00	100.00
Gerdau Ameristeel Corporation and subsidiaries <sup>(1)</sup>	USA/Canada	100.00	100.00	100.00
Gerdau Açominas S.A.	Brazil	99.86	99.86	99.83
Gerdau Aços Longos S.A. and subsidiaries <sup>(2)</sup>	Brazil	99.83	99.82	99.82
Gerdau Steel Inc.	Canada	100.00	100.00	100.00
Gerdau Holdings Inc. and subsidiary <sup>(3)</sup>	USA	100.00	100.00	100.00
Paraopeba - Fixed-income investment fund <sup>(4)(**)</sup>	Brazil	70.62	89.26	96.96
Gerdau Hungria Holdings Limited Liability Company	Hungary	100.00	100.00	100.00
GTL Equity Investments Corp.	British Virgin Islands	100.00	100.00	100.00
Empresa Siderúrgica del Perú S.A.A. - Siderperú	Peru	90.03	90.03	90.03
Gerdau GTL México, S.A. de C.V. and subsidiary <sup>(5)</sup>	Mexico	100.00	100.00	100.00
Seiva S.A. - Florestas e Indústrias	Brazil	97.73	97.73	97.73
Gerdau Laisa S.A.	Uruguai	100.00	100.00	100.00
Sipar Gerdau Inversiones S.A.	Argentina	99.99	99.99	99.99
Sipar Aceros S.A. and subsidiary <sup>(6)</sup>	Argentina	99.98	99.98	99.98
Sizuca - Siderúrgica Zuliana, C.A.	Venezuela	100.00	100.00	100.00
GTL Trade Finance Inc.	British Virgin Islands	100.00	100.00	100.00
Gerdau Trade Inc.	British Virgin Islands	100.00	100.00	100.00
Gerdau Next S.A. and subsidiaries <sup>(7)</sup>	Brazil	100.00	—	—

(\*) The voting capital is substantially equal to the total capital. The interests reported represent the ownership percentage held directly and indirectly in the subsidiary.

(\*\*) The percentage of participation including interest of the parent company Metalúrgica Gerdau S.A. in the investment fund is 73.54% in 2021, 92.58% in 2020 and 98.07% in 2019.

(1) Subsidiaries: Gerdau Ameristeel US Inc., Chaparral Steel Company.

(2) Subsidiaries: Gerdau Açominas Overseas Ltd. and Siderúrgica Latino-Americana S.A.

(3) Subsidiary: Gerdau MacSteel Inc.

(4) Fixed-income investment fund managed by Bank JP Morgan S.A.

(5) Subsidiary: GTL Servicios Administrativos México, S.A. de C.V.

(6) Subsidiary: Siderco S.A.

(7) Subsidiaries: G2L Logística Ltda, G2base Fundações e Contênedores Ltda and Gerdau Grafeno Ltda.

In March 2022, the Company sold 100% of its interest in the subsidiary Sizuca - Siderúrgica Zuliana C.A., located in Venezuela.

### 3.2 — Joint ventures

Listed below are the interests in joint ventures:

Joint ventures	Country	Equity Interests		
		Total capital <sup>(*)</sup>		
		2021	2020	2019
Bradley Steel Processors	Canada	50.00	50.00	50.00
MRM Guide Rail	Canada	50.00	50.00	50.00
Gerdau Corsa S.A.P.I. de CV	Mexico	75.00	70.00	70.00
Gerdau Metaldom Corp.	Dominican Rep.	50.00	50.00	50.00
Gerdau Summit Aços Fundidos e Forjados S.A.	Brazil	58.73	58.73	58.73
Diacó S.A.	Colombia	49.87	49.87	49.87
Juntos Somos Mais Fidelização S.A.	Brazil	27.50	27.50	27.50

(\*) The voting capital is substantially equal to the total capital. The interests reported represent the ownership percentage held directly and indirectly held in the joint venture.



[Table of Contents](#)

As a result of the corporate reorganization described in Note 3.4, the Company increased its interest in Gerdau Corsa from 70% to 75%, maintaining joint control of this company together with Grupo Córdova. The amount of the additional interest in Gerdau Corsa was R\$ 511,514 and it was recorded in the investment account, as described in Note 9.

The summarized financial information of these joint ventures, accounted for under the equity method, is shown on a combined basis as follows:

	Joint ventures		
	2021	2020	2019
Net income (loss)	959,116	249,158	(21,548)
Total comprehensive income (loss)	959,116	249,158	(21,548)

During the year of 2019, the Company made a capital increase in the company Gerdau Corsa S.A.P.I. of C.V. in the amount of R\$ 463,990, which resulted in the change of the participation held by the Company in this company to 70.0%, maintaining joint control, according to the shareholders' agreement.

### 3.3 — Associate companies

Listed below are the interests in associate companies:

Associate company	Country	Equity interests		
		Total capital (*)		
		2021	2020	2019
Dona Francisca Energética S.A.	Brazil	51.82	51.82	51.82

(\*) The voting capital is substantially equal to the total capital. The interests reported represent the ownership percentage held directly and indirectly.

Although the Company owns more than 50% of Dona Francisca Energética S.A., it does not consolidate the financial statements of this associate because of the veto rights granted to minority shareholders that prevent the Company from controlling the decisions in conducting the associate's business.

The summarized financial information of the associate companies, accounted for under the equity method, is shown on a combined basis as follows:

	Associate company		
	2021	2020	2019
Net income	37,231	42,008	31,249
Total comprehensive income	37,231	42,008	31,249

During the year of 2019 the associate company Corsa Controladora, S.A. de C.V. was merged into the joint venture Gerdau Corsa S.A.P.I. de C.V.

### 3.4 — Results in operations with subsidiary and joint ventures

On November 30, 2021, the Company, together with Grupo Córdova (comprised of Corcre, S.A.P.I. de C.V. and Juan Angel Córdova Creel), concluded the stages of the corporate reorganization of operations in Mexico involving its subsidiary Sidertúl, S.A. de C.V. (Sidertúl) and the joint venture Gerdau Corsa, S.A.P.I. de C.V. (Gerdau Corsa) and its subsidiary Aceros Corsa, S.A. de C.V. (Aceros Corsa). The corporate reorganization was approved by the shareholders of the companies involved, as well as by the Comisión Federal de Competencia Económica – COFECE and took effect as of December 1, 2021. The corporate reorganization of the companies Sidertúl and Aceros Corsa by Gerdau Corsa is part of the process of reorganization and simplification of the corporate structure in Mexico, with the objective of: (i) strengthening the financial structure of Gerdau Corsa, with the reduction of leverage and financial expenses; (ii) centralizing the main business activities, generating greater operational efficiency for the companies involved; and (iii) optimizing internal processes, creating synergy in activities and economies of scale by reducing administrative, operational and tax costs. Additionally, the corporate reorganization reinforces the Company's commitment to its operations in Mexico. As a result of the corporate reorganization, the Company increased its interest in Gerdau Corsa from 70% to 75%, maintaining joint control of this company with Grupo Córdova.

As a result of this corporate reorganization of operations in Mexico, the Company recognized a gain of R\$ 193,651, which is calculated as the difference between the carrying amount and the fair value of Sidertúl and R\$ 193,334 for the recycling to income of the cumulative translation adjustments, which is required as the Company lost Sidertúl control, as presented in the statement of comprehensive income. The corporate reorganization resulted in the loss of control of Sidertúl and as required by IFRS, the Company carried out a proportional write-off of goodwill from the North America segment in the amount of R\$ 549,898, as described in Note 11, measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained. The net result of this corporate reorganization was an expense of R\$ 162,913 recognized in the line of Results in operations with subsidiary and joint ventures.

### 3.5 — Acquisition of subsidiary

On November 30, 2020, the Company, through its subsidiary Gerdau Aços Longos SA, concluded, after complying with the respective precedent conditions, including the approval of the Administrative Council for Economic Defense - CADE, the acquisition of 96.35% of the total and voting shares issued by Siderúrgica Latino-Americana S.A. (“Silat”) for R\$ 475,961, using cash resources. Silat is in Caucaia, in the metropolitan region of Fortaleza, State of Ceará and has an annual installed capacity of 600 thousand tons of long steel rolled. Through this transaction, Gerdau reinforces its long-term strategy and its position in the steel value chain through investments and acquisitions. The addition of this new unit helps the Company in the supply equation for the Brazilian market as a whole, as it is associated with our other capacities in the Northeast and Southeast regions.

The Company concluded the fair value assessment of the assets and liabilities of Silat and the following table summarizes the fair value of such assets and liabilities at the date of business combination:

	Book Value	Acquisition Adjustments	Fair value upon acquisition
Cash and cash equivalents	33,419	—	33,419
Trade accounts receivable - net	13,190	—	13,190
Inventories	24,160	—	24,160
Other current assets	11,091	—	11,091
Property, plant and equipment	233,541	253,216	486,757
Other non-current assets	34,410	—	34,410
Current liabilities	(26,638)	—	(26,638)
Non-current liabilities	(359)	(86,093)	(86,452)
Non-controlling interest	(5,395)	(6,100)	(11,495)
Assets (Liabilities)	317,419	161,023	478,442
Negative Goodwill	—	(2,481)	(2,481)
Net assets	317,419	158,542	475,961

Amounts related to net sales and accounts receivables, attributed to Silat and included in the Company’s Consolidated Financial Statements since the acquisition date are not material. Silat, since the acquisition date until December 31, 2020, did not generate significant amounts of net sales and net income. In addition, the amount of net sales and net profit generated by this entity during the period ended December 31, 2020, had it been acquired at the beginning of that period, would not have been material. The negative goodwill of R\$2,481 was recorded in the Other operating income line in the Statements of Income.

### 3.6 - Total purchase price considered for the 2020 acquisition

Subsidiary acquired	2020
Siderúrgica Latino-Americana S.A.	475,961
Total consideration paid	475,961
Less: Cash and cash equivalents of acquired subsidiary	(33,419)
	442,542

**NOTE 4 — CASH AND CASH EQUIVALENTS, AND SHORT AND LONG-TERM INVESTMENTS**

	<u>2021</u>	<u>2020</u>
Cash	14,667	9,060
Banks and immediately available investments	4,145,987	4,608,144
Cash and cash equivalents	<u>4,160,654</u>	<u>4,617,204</u>

Immediately available investments include investments with maturity up to 90 days at the time of acquisition, immediate liquidity and low risk of fair value variation.

	<u>2021</u>	<u>2020</u>
Short-term investments	<u>2,626,212</u>	<u>3,041,143</u>

Short-term investments include Bank Deposit Certificates and marketable securities, which are stated at their fair value. Income generated by these investments is recorded as financial income.

**NOTE 5 — TRADE ACCOUNTS RECEIVABLE**

	<u>2021</u>	<u>2020</u>
Trade accounts receivable - in Brazil	2,640,011	2,081,740
Trade accounts receivable - exports from Brazil	249,834	26,121
Trade accounts receivable - outside of Brazil	2,632,002	1,766,555
(-) Impairment loss on trade receivables	(107,772)	(137,146)
	<u>5,414,075</u>	<u>3,737,270</u>

Accounts receivable by aging are as follows:

	<u>2021</u>	<u>2020</u>
Current	4,646,175	3,466,000
Past-due:		
Up to 30 days	494,866	259,756
From 31 to 60 days	139,415	48,905
From 61 to 90 days	32,245	9,355
From 91 to 180 days	169,959	13,636
From 181 to 360 days	8,220	15,899
Above 360 days	30,967	60,865
(-) Impairment on financial assets	(107,772)	(137,146)
	<u>5,414,075</u>	<u>3,737,270</u>

The changes in the impairment on financial assets are as follows:

Balance as of January 1, 2019	(158,157)
Impairment on financial assets during the year	(81,243)
Recoveries in the year	60,199
Write-offs	78,635
Exchange variation	2,487
Balance as of December 31, 2019	(98,079)
Impairment on financial assets during the year	(148,548)
Recoveries in the year	84,416
Write-offs	36,210
Exchange variation	(11,145)
Balance as of December 31, 2020	(137,146)
Impairment on financial assets during the year	(55,731)
Recoveries in the year	56,088
Write-offs	9,892
Loss of control of subsidiary (note 3.4)	23,203
Exchange variation	(4,078)
Balance as of December 31, 2021	<u>(107,772)</u>

[Table of Contents](#)

The Company's maximum exposure to credit risk, net of impairment on financial assets, is the amount of accounts receivable. The credit quality of accounts receivable to maturity is considered adequate, and the value of the effective risk of possible losses on accounts receivable from customers is presented as impairment on financial assets.

**NOTE 6 — INVENTORIES**

	<b>2021</b>	<b>2020</b>
Finished products	7,209,379	3,894,698
Work in progress	3,453,948	2,045,158
Raw materials	3,994,655	1,934,958
Storeroom supplies	1,061,666	786,401
Imports in transit	1,145,215	514,321
(-) Allowance for adjustments to net realizable value	(3,375)	(6,119)
	<u>16,861,488</u>	<u>9,169,417</u>

The allowance for adjustment to net realizable value of inventories, on which the provision and write-offs are registered with impact on cost of sales, is as follows:

Balance as of January 1, 2019	(13,704)
Provision for the year	(46,693)
Reversal of adjustments to net realizable value	22,028
Exchange rate variation	(939)
Balance as of December 31, 2019	<u>(39,308)</u>
Provision for the year	(6,562)
Reversal of adjustments to net realizable value	47,259
Exchange rate variation	(7,508)
Balance as of December 31, 2020	<u>(6,119)</u>
Provision for the year	(6,331)
Reversal of adjustments to net realizable value	9,143
Exchange rate variation	(68)
Balance as of December 31, 2021	<u>(3,375)</u>

**NOTE 7 — TAX CREDITS**

	<b>2021</b>	<b>2020</b>
<b>Current</b>		
ICMS (state VAT)	155,373	297,926
Social security financing	1,456,593	632,927
Financing of social integration program	226,477	171,724
IPI (federal VAT)	67,166	38,174
IVA (value-added tax)	126,281	24,500
Others	51,995	36,061
	<u>2,083,885</u>	<u>1,201,312</u>
<b>Non-current</b>		
ICMS (state VAT)	85,512	64,163
Social security financing	238	441,111
Financing of social integration program and Others	38,850	158,771
	<u>124,600</u>	<u>664,045</u>
	<u>2,208,485</u>	<u>1,865,357</u>

The estimates of realization of non-current tax credits are as follows:

	<b>2021</b>	<b>2020</b>
2022	—	584,145
2023	64,426	22,433
2024	40,853	8,054
2025	11,660	49,413
2026 on	7,661	—
	<u>124,600</u>	<u>664,045</u>

**NOTE 8 — INCOME AND SOCIAL CONTRIBUTION TAXES**

In Brazil, income taxes include federal income tax (IRPJ) and social contribution (CSLL), which represents an additional federal income tax. The statutory rates for income tax and social contribution are 25% and 9%, respectively, and are applicable for the years ended December 31, 2021, 2020 and 2019. The foreign subsidiaries of the Company are subject to taxation at rates ranging between 23% and 35%, without considering there are subsidiaries abroad with zero tax rate, which have mainly financial activities. The differences between the Brazilian tax rates and the rates of other countries are presented under “Difference in tax rates in foreign companies” in the reconciliation of income tax and social contribution below.

**a) Reconciliations of income and social contribution taxes at statutory rates to amounts presented in the Statement of Income are as follows:**

	2021	2020	2019
Income (loss) before income taxes	20,272,568	3,495,678	1,674,720
Statutory tax rates	34 %	34 %	34 %
Income and social contribution taxes at statutory rates	(6,892,673)	(1,188,531)	(569,405)
Tax adjustment with respect to:			
- Difference in tax rates in foreign companies	403,431	530,715	75,428
- Equity in earnings of unconsolidated companies	191,474	51,873	(5,797)
- Interest on equity*	406,022	98,739	69
- Interests on tax lawsuits**	551,624	—	—
- Tax credits and incentives	112,521	31,800	8,852
- Deferred tax assets not recognized / Realization, net	482,497	(587,917)	1,097
- Other permanent differences, net	31,474	(44,303)	31,923
Income and social contribution taxes	(4,713,630)	(1,107,624)	(457,833)
Current	(4,306,223)	(908,051)	(240,400)
Deferred	(407,407)	(199,573)	(217,433)

\* Brazilian Law 9,249/95 provides that a company may, at its sole discretion, consider dividends distributions to shareholders to be considered as interest on own capital — subject to specific limitations - which has the effect of a taxable deduction in the determination of income tax and social contribution. The limitation is the greater of (i) shareholders’ equity multiplied by the TJLP (Long-Term Interest Rate) rate or (ii) 50% of the net income in the fiscal year. This expense is not recognized for the purpose of preparing the financial statements and therefore does not impact net income.

\*\* On September 24, 2021, the Federal Supreme Court finalized the judgment of Topic 962, deciding unanimously that the IR and CS levy was not due on the amounts related to interests (Selic rate) on tax lawsuits. Thus, the effects of such judgment were considered to the tax calculation applied to the interests recorded in the period, related to the tax credit arising from the final and unappealable decision of the actions that discussed the inclusion of ICMS in the PIS/COFINS calculation basis.

**b) Breakdown and changes in deferred income and social contribution tax assets and liabilities at statutory tax rates:**

	Balance as of December 31, 2020	Recognized in income	Others	Comprehensive Income	Balance as of December 31, 2021
Tax loss carryforward	1,220,485	(556,480)	(24,312)	10,156	649,849
Social contribution tax losses	290,276	(187,814)	20,625	—	123,087
Provision for tax, civil and labor liabilities	385,463	37,256	—	33	422,752
Benefits granted to employees	392,257	(35,812)	—	(57,828)	298,617
Other temporary differences	501,114	(144,352)	—	2,312	359,074
Deferred exchange variance*	1,057,541	511,763	—	7	1,569,311
Provision for losses	35,520	6,576	—	(5,832)	36,264
Fair value adjustments on businesses acquired	(550,864)	(38,544)	—	(39,213)	(628,621)
	3,331,792	(407,407)	(3,687)	(90,365)	2,830,333
Non-current assets	3,393,354				2,929,308
Non-current liabilities	(61,562)				(98,975)

\* Corresponds to deferred taxes over foreign exchange gains and loss which certain subsidiaries elected to tax on a cash basis

[Table of Contents](#)

	Balance as of December 31, 2019	Recognized in income	Acquisition of subsidiary	Comprehensive Income	Balance as of December 31, 2020
Tax loss carryforward	1,341,464	(157,207)	—	36,228	1,220,485
Social contribution tax losses	350,810	(60,534)	—	—	290,276
Provision for tax, civil and labor liabilities	242,794	140,871	—	1,798	385,463
Benefits granted to employees	294,031	(6,848)	—	105,074	392,257
Other temporary differences	575,719	(114,627)	—	40,022	501,114
Deferred exchange variance*	1,177,428	(119,178)	—	(709)	1,057,541
Provision for losses	23,618	11,740	—	162	35,520
Fair value adjustments on businesses acquired	(452,058)	106,210	(86,093)	(118,923)	(550,864)
	<u>3,553,806</u>	<u>(199,573)</u>	<u>(86,093)</u>	<u>63,652</u>	<u>3,331,792</u>
Non-current assets	4,071,219				3,393,354
Non-current liabilities	(517,413)				(61,562)

\* Corresponds to deferred taxes over foreign exchange gains and loss which certain subsidiaries elected to tax on a cash basis

	Balance as of January 1, 2019	Recognized in income	Others	Comprehensive Income	Balance as of December 31, 2019
Tax loss carryforward	1,339,933	4,781	(36,226)	32,976	1,341,464
Social contribution tax losses	337,258	13,552	—	—	350,810
Provision for tax, civil and labor liabilities	270,417	(27,848)	—	225	242,794
Benefits granted to employees	286,494	(29,739)	—	37,276	294,031
Other temporary differences	525,818	73,067	—	(23,166)	575,719
Deferred exchange variance*	1,284,377	(106,640)	—	(309)	1,177,428
Provision for losses	83,837	(75,142)	—	14,923	23,618
Fair value adjustments on businesses acquired	(372,448)	(69,464)	—	(10,146)	(452,058)
	<u>3,755,686</u>	<u>(217,433)</u>	<u>(36,226)</u>	<u>51,779</u>	<u>3,553,806</u>
Non-current assets	3,874,054				4,071,219
Non-current liabilities	(118,368)				(517,413)

\* Corresponds to deferred taxes over foreign exchange gains and loss which certain subsidiaries elected to tax on a cash basis

The recoverability analysis of deferred tax balances related to tax loss carryforward and social contribution tax losses performed by the Company and approved by its Board of Directors are based on its business plans and aligned with other projections and analysis performed by the Company as, for example, the impairment of assets tests.

**c) Unrecognized deferred income tax assets:**

Due to the lack of expectation to use tax losses, negative social contribution base and deferred exchange variation arising from some operations in Brazil, the Company did not recognize a portion of tax assets of R\$240,231 (R\$764,845 on December 31, 2020), which do not have an expiration date. The subsidiaries abroad had R\$1,256,438 (R\$1,180,067 as of December 31, 2020) of tax credits on capital losses for which deferred tax assets have not been recognized and which expire between 2029 and 2035 and also several Unrecognized tax loss carryforwards from state credits in the United States in the amount of R\$1,285,373 (R\$1,623,459 as of December 31, 2020), which expire at various dates between 2022 and 2040.

**NOTE 9 — INVESTMENTS IN ASSOCIATES AND JOINT VENTURES**

	Investments in North America	Investments in South America	Investments in Special Steel	Others	Total
Balance as of January 1, 2019	301,272	701,233	213,899	151,398	1,367,802
Equity in earnings	(111,637)	66,468	6,779	21,340	(17,050)
Other comprehensive income	28,182	21,282	3,523	2,051	55,038
Capital increase	463,990	—	—	7,000	470,990
Capital reduction	—	(20,344)	—	—	(20,344)
Dividends/Interest on equity	—	(20,247)	—	(23,790)	(44,037)
Balance as of December 31, 2019	681,807	748,392	224,201	157,999	1,812,399
Equity in earnings	23,494	99,913	8,900	20,262	152,569
Other comprehensive income	165,479	195,286	(1,949)	—	358,816
Capital increase	42,782	—	—	—	42,782
Dividends/Interest on equity	(5,223)	(67,546)	—	(22,168)	(94,937)
Balance as of December 31, 2020	908,339	976,045	231,152	156,093	2,271,629
Equity in earnings	279,948	268,291	28,831	(13,912)	563,158
Other comprehensive income	173,934	52,278	710	(1,415)	225,507
Capital increase	—	—	—	27,500	27,500
Capital decrease	—	(141,095)	—	—	(141,095)
Results in operations with subsidiary and joint ventures (note 3.4)	511,514	—	—	—	511,514
Dividends/Interest on equity	(2,460)	(84,186)	(9,025)	(21,767)	(117,438)
Balance as of December 31, 2021	1,871,275	1,071,333	251,668	146,499	3,340,775

**NOTE 10 — PROPERTY, PLANT AND EQUIPMENT**

**a) Summary of changes in property, plant and equipment:**

Cost of the property, plant, and equipment	Land and buildings	Machines, equipment, and installations	Data electronic equipment	Property, plant and equipment under construction	Other	Total
Balances as of January 1, 2019	8,700,749	29,608,998	753,078	1,021,247	988,114	41,072,186
Additions	28,449	76,756	13,955	1,506,343	121,097	1,746,600
Capitalized interest	—	—	—	24,676	—	24,676
Transfers	115,452	884,161	24,037	(1,038,693)	15,043	—
Disposals	(54,699)	(165,139)	(1,890)	(40,314)	(105,643)	(367,685)
Foreign exchange effect	122,992	626,432	13,369	42,470	10,797	816,060
Balances as of December 31, 2019	8,912,943	31,031,208	802,549	1,515,729	1,029,408	43,291,837
Additions	50,848	98,372	9,765	1,369,947	121,846	1,650,778
Capitalized interest	—	—	—	24,622	—	24,622
Transfers	207,551	695,512	13,653	(939,231)	22,515	—
Disposals	(226,920)	(505,580)	(11,487)	—	(144,153)	(888,140)
Business Combination	275,076	173,453	29	36,563	1,636	486,757
Impairment of non-financial assets	(198,196)	(213,729)	—	—	—	(411,925)
Foreign exchange effect	918,554	3,621,233	107,634	246,575	47,285	4,941,281
Balances as of December 31, 2020	9,939,856	34,900,469	922,143	2,254,205	1,078,537	49,095,210
Additions	20,661	159,387	21,595	2,649,417	174,963	3,026,023
Capitalized interest	—	—	—	32,876	—	32,876
Transfers	224,789	1,125,706	48,827	(1,405,597)	6,275	—
Disposals	(41,475)	(383,593)	(2,982)	(19,462)	(87,574)	(535,086)
Loss of control of subsidiary (note 3.4)	(168,222)	(414,955)	(2,545)	(7,143)	(5,367)	(598,232)
Foreign exchange effect	245,005	1,476,437	32,978	116,633	18,088	1,889,141
Balances as of December 31, 2021	10,220,614	36,863,451	1,020,016	3,620,929	1,184,922	52,909,932

[Table of Contents](#)

	Land and buildings	Machines, equipment, and installations	Data electronic equipment	Property, plant and equipment under construction	Other	Total
<b>Accumulated depreciation</b>						
Balances as of January 1, 2019	(4,181,805)	(20,366,821)	(686,946)	—	(290,133)	(25,525,705)
Depreciation	(295,615)	(1,136,040)	(33,143)	—	(112,384)	(1,577,182)
Transfers	—	(20)	—	—	20	—
Disposals	38,826	145,019	1,818	—	105,272	290,935
Foreign exchange effect	(74,868)	(483,549)	(12,151)	—	(7,824)	(578,392)
Balances as of December 31, 2019	(4,513,462)	(21,841,411)	(730,422)	—	(305,049)	(27,390,344)
Depreciation	(413,252)	(1,354,559)	(37,616)	—	(100,210)	(1,905,637)
Disposals	223,174	497,434	11,169	—	128,833	860,610
Foreign exchange effect	(440,999)	(2,835,685)	(100,806)	—	(29,434)	(3,406,924)
Balances as of December 31, 2020	(5,144,539)	(25,534,221)	(857,675)	—	(305,860)	(31,842,295)
Depreciation	(383,122)	(1,468,513)	(41,973)	—	(163,803)	(2,057,411)
Transfers	6,693	(1,201)	—	—	(5,492)	—
Disposals	23,046	369,173	2,981	—	86,064	481,264
Loss of control of subsidiary (note 3.4)	84,286	332,312	2,542	—	3,462	422,602
Foreign exchange effect	(126,758)	(1,006,607)	(28,879)	—	(10,062)	(1,172,306)
Balances as of December 31, 2021	(5,540,394)	(27,309,057)	(923,004)	—	(395,691)	(34,168,146)
<b>Net property, plant and equipment</b>						
Balances as of December 31, 2019	4,399,481	9,189,797	72,127	1,515,729	724,359	15,901,493
Balances as of December 31, 2020	4,795,317	9,366,248	64,468	2,254,205	772,677	17,252,915
Balances as of December 31, 2021	4,680,220	9,554,394	97,012	3,620,929	789,231	18,741,786

The average rate of capitalized interest in 2021 was 3.3% (3.8% in 2020 and 6.0% in 2019).

The following useful lives are used to calculate depreciation:

	Useful lives of property, plant and equipment
Buildings	10 to 33 years
Machines, equipment, and installations	10 to 20 years
Furniture and fixture	5 to 10 years
Vehicles	3 to 5 years
Data electronic equipment	2.5 to 6 years

**b) Guarantees** — property, plant and equipment were not offered as collateral for loans and financing in 2021, 2020 and 2019.

**c) Impairment of property, plant and equipment** — As of December 31, 2021, the carrying amount of items of property, plant and equipment for which an impairment loss has been recognized up to current year is R\$352,287 for land, buildings and construction (R\$345,087 as of December 31, 2020), R\$622,382 for machines, equipment and installations (R\$710,476 as of December 31, 2020), R\$543,726 for Property, plant and equipment under construction (R\$543,726 as of December 31, 2020).

**NOTE 11 — GOODWILL**

The changes in goodwill are as follows:

	Goodwill	Accumulated impairment losses	Goodwill after impairment losses
Balance as of January 1, 2019	16,783,958	(7,671,568)	9,112,390
(+/-) Foreign exchange effect	661,247	(304,326)	356,921
Balance as of December 31, 2019	17,445,205	(7,975,894)	9,469,311
(+/-) Foreign exchange effect	4,976,383	(2,342,175)	2,634,208
Balance as of December 31, 2020	22,421,588	(10,318,069)	12,103,519
(+/-) Foreign exchange effect	1,469,190	(595,284)	873,906
Results in operations with subsidiary and joint ventures (note 3.4)	(549,898)	—	(549,898)
Balance as of December 31, 2021	23,340,880	(10,913,353)	12,427,527



The amounts of goodwill by segment are as follows:

	2021	2020	2019
Brazil	373,135	373,135	373,135
Special Steel	4,111,619	3,828,841	2,969,752
North America	7,942,773	7,901,543	6,126,424
	<u>12,427,527</u>	<u>12,103,519</u>	<u>9,469,311</u>

**NOTE 12 — INTANGIBLE ASSETS**

Intangible assets consist mainly of relationships with customers and suppliers recognized upon business combinations and software development, with application in the management of the business:

	Supplier relationships	Software development	Customer contracts and relationships	Others	Total
Balance as of January 01, 2019	26,719	415,640	387,299	6,438	836,096
Foreign exchange effect	—	6,137	12,586	472	19,195
Acquisition	—	100,313	—	—	100,313
Amortization	(5,304)	(157,278)	(116,462)	(3,298)	(282,342)
Balance as of December 31, 2019	<u>21,415</u>	<u>364,812</u>	<u>283,423</u>	<u>3,612</u>	<u>673,262</u>
Foreign exchange effect	—	42,890	83,806	1,074	127,770
Acquisition	—	154,250	—	—	154,250
Amortization	(4,637)	(188,083)	(136,525)	(3,459)	(332,704)
Balance as of December 31, 2020	<u>16,778</u>	<u>373,869</u>	<u>230,704</u>	<u>1,227</u>	<u>622,578</u>
Foreign exchange effect	—	17,609	13,247	33	30,889
Acquisition	—	166,310	—	—	166,310
Amortization	(4,055)	(177,674)	(127,028)	(1,260)	(310,117)
Balance as of December 31, 2021	<u>12,723</u>	<u>380,114</u>	<u>116,923</u>	<u>—</u>	<u>509,760</u>
Estimated useful lives	5 to 20 years	up to 5 years	5 to 20 years	5 years	

The composition of other intangible assets by segment is as follows:

	2021	2020	2019
Brazil	207,053	220,303	238,243
Special Steel	130,719	156,557	132,934
South America	1,039	1,534	1,729
North America	170,949	244,184	300,356
	<u>509,760</u>	<u>622,578</u>	<u>673,262</u>

**NOTE 13 — LEASING**

**a) Summary of changes in the leasing assets:**

<b>Right-of-use Cost</b>	<b>Land and buildings</b>	<b>Machines, equipment, and installations</b>	<b>Data electronic equipment</b>	<b>Others</b>	<b>Total</b>
Balances as of January 1, 2019	243,250	436,401	106,787	49,930	836,368
Additions	14,062	117,653	742	11,064	143,521
Disposals	(10,493)	(22,993)	(162)	(1,907)	(35,555)
Remeasurements	33,322	(2,346)	—	1,236	32,212
Foreign exchange effect	3,853	4,571	46	2,119	10,589
Balances as of December 31, 2019	283,994	533,286	107,413	62,442	987,135
Additions	5,670	185,116	175	43,862	234,823
Disposals	(14,583)	(14,846)	—	(1,176)	(30,605)
Remeasurements	111	(3,035)	12,548	69	9,693
Foreign exchange effect	26,748	37,809	340	15,747	80,644
Balances as of December 31, 2020	301,940	738,330	120,476	120,944	1,281,690
Additions	48,504	135,652	291	36,599	221,046
Disposals	(5,621)	(109,947)	(151)	(22,066)	(137,785)
Remeasurements	40,024	55,866	6,456	4,045	106,391
Loss of control of subsidiary (note 3.4)	—	(2,894)	(302)	—	(3,196)
Foreign exchange effect	8,152	13,828	111	8,599	30,690
Balances as of December 31, 2021	392,999	830,835	126,881	148,121	1,498,836

<b>Accumulated depreciation</b>	<b>Land and buildings</b>	<b>Machines, equipment, and installations</b>	<b>Data electronic equipment</b>	<b>Others</b>	<b>Total</b>
Balances as of January 1, 2019	—	—	—	—	—
Depreciation	(50,080)	(127,399)	(15,419)	(21,873)	(214,771)
Disposals	1,330	4,250	32	976	6,588
Foreign exchange effect	(733)	(128)	(9)	(768)	(1,638)
Balances as of December 31, 2019	(49,483)	(123,277)	(15,396)	(21,665)	(209,821)
Depreciation	(51,451)	(166,741)	(15,459)	(27,110)	(260,761)
Disposals	8,601	13,453	—	1,027	23,081
Foreign exchange effect	(5,286)	(8,091)	(70)	(5,431)	(18,878)
Balances as of December 31, 2020	(97,619)	(284,656)	(30,925)	(53,179)	(466,379)
Depreciation	(59,284)	(186,300)	(13,800)	(31,750)	(291,134)
Disposals	3,668	108,532	97	21,334	133,631
Loss of control of subsidiary (note 3.4)	—	1,860	230	—	2,090
Foreign exchange effect	(3,574)	(7,889)	(45)	(3,792)	(15,300)
Balances as of December 31, 2021	(156,809)	(368,453)	(44,443)	(67,387)	(637,092)

<b>Right-of-use Assets</b>					
Balances as of December 31, 2019	234,511	410,009	92,017	40,777	777,314
Balances as of December 31, 2020	204,321	453,674	89,551	67,765	815,311
Balances as of December 31, 2021	236,190	462,382	82,438	80,734	861,744

**b) Leasing payable:**

Leasing payments are presented in the Statement of Cash Flow.

The liabilities presented in the Balance Sheet are adjusted to present value, based on risk-free interest rates observed in each country where the Company has operations, adjusted by the Company's credit spread, where on December 31, 2021 the discount rates were between 3.5% p.a. to 16.3% p.a. (3.7% p.a. to 10.8% p.a. in December 31, 2020), varying according to the country and duration of the lease.

The payment schedules of leasing are as follows:

	2021	2020
2021	—	231,703
2022	275,086	193,314
2023	211,576	140,019
2024	127,718	90,812
2025	88,682	65,561
2026 on	215,303	135,065
	<u>918,365</u>	<u>856,474</u>

**Leasing payable**

Current	275,086	231,703
Non-current	643,279	624,771
Financial expense for the years ended on December 31, 2021 and 2020	68,789	61,727

**NOTE 14 – TRADE ACCOUNTS PAYABLE**

	2021	2020
Trade accounts payable - domestic market	5,230,270	3,941,924
Trade accounts payable - debtor risk	807,915	726,045
Trade accounts payable - intercompany	47,597	8,958
Trade accounts payable - imports	1,931,358	761,026
	<u>8,017,140</u>	<u>5,437,953</u>

The Company has contracts with financial institutions in order to allow its suppliers to receive in advance their receivables through an operation called "Trade accounts payable - debtor risk". In this operation, the suppliers transfer the right to receive their receivables to a financial institution, which in turn, becomes the holder of the rights to the suppliers' receivables. The Company constantly monitors the composition of the portfolio and the conditions established with its suppliers, which have not resulted in significant changes in relation to what had been practiced historically.

**NOTE 15 – SHORT-TERM DEBT AND LONG-TERM DEBT**

Loans and financing are as follows:

	2021	2020
Working capital	480,905	1,178,557
Financing of property, plant and equipment and others	102,232	333,797
Ten/Thirty Year Bonds	10,526,649	13,100,580
Total Loans and Financing	<u>11,109,786</u>	<u>14,612,934</u>
Current	234,537	1,424,043
Non-current	10,875,249	13,188,891
Principal amount of loans and Financing	10,952,983	14,413,188
Interest accrued of loans and Financing	156,803	199,746
Total	<u>11,109,786</u>	<u>14,612,934</u>

(\*) Weighted average effective interest costs on December 31, 2021, which represents total of 5.76%.

Loans and financing denominated in Brazilian reais are indexed to fixed rates or CDI (Interbank Deposit Certificate).

Summary of loans and financing by currency:

	2021	2020
Brazilian Real (BRL)	461,187	1,245,988
U.S. Dollar (USD)	10,535,532	13,366,946
Other currencies	113,067	—
	<u>11,109,786</u>	<u>14,612,934</u>

The amortization schedules of long-term loans and financing are as follows:

	2021	2020
2022	—	5,210
2023	1,115,211	2,108,324
2024	878,044	1,813,225
2025	405,788	682,422
2026 on	8,476,206	8,579,710
	<u>10,875,249</u>	<u>13,188,891</u>

**a) Credit Lines**

In October 2019, the Company completed the renewal of the Global Credit Line in the total amount of US\$ 800 million (equivalent to R\$4,464 million as of December 31, 2021). The transaction aims to provide liquidity to subsidiaries in North America and Latin America, including Brazil. The companies Gerdau S.A., Gerdau Açominas S.A. and Gerdau Aços Longos S.A. provide guarantee for this transaction, which matures in October 2024. As of December 31, 2021, the outstanding balance of this credit facility was US\$ 85 million (equivalent to R\$ 474 million as of December 31, 2021).

**b) Significant funding and settlements of financing in 2021**

During the 4<sup>th</sup> quarter of 2021, the Company repurchased Bonds, maturing in 2023, 2024 and 2027, in the total principal amount of US\$ 395.8 million (equivalent to R\$ 2,208 million). Additionally, the subsidiary Gerdau Açominas S.A. effected the early settlement of two bilateral loans in the total amount of R\$ 775 million with the banks Santander and Bank of America.

**NOTE 16 — DEBENTURES**

Issuance	General Meeting	Quantity as of December 31, 2021		Maturity	2021	2020
		Issued	Held in treasury			
14th	August 26, 2014	20,000	20,000	August 30, 2024	—	—
15th	November 09, 2018	1,500,000	—	November 21, 2022	1,513,958	1,500,985
16th - A	April 25, 2019	600,000	—	May 6, 2023	607,031	600,759
16th - B	April 25, 2019	800,000	—	May 6, 2026	808,918	800,673
<b>Total Consolidated</b>					<u>2,929,907</u>	<u>2,902,417</u>
Current					1,531,956	7,463
Non-current					1,397,951	2,894,954

The amortization schedules of long-term are as follows:

	2021	2020
2022	—	1,497,760
2023	599,390	598,960
2026	798,561	798,234
	<u>1,397,951</u>	<u>2,894,954</u>

The debentures are denominated in Brazilian Reais, nonconvertible, and pay variable interest as a percentage of the CDI – Interbank Deposit Certificate.

The average interest rate was 4.62% for the year ended on December 31, 2021 (2.90% for the year ended on December 31, 2020).

**NOTE 17 — FINANCIAL INSTRUMENTS**

**a) General considerations** - Gerdau S.A. and its subsidiaries maintain transactions with financial instruments whose risks are managed by means of strategies and exposure limit controls. All financial instruments are recorded in the accounting books and presented as short-term investments, loans and financing, debentures, related-party transactions, fair value of derivatives, obligations with FIDC, other current assets, other non-current assets, other current liabilities and other non-current liabilities.

The Company uses derivative and non-derivative instruments as hedges for certain transactions and applies the hedge accounting methodology for some of these transactions. These operations are intended to protect the Company against changes in the exchange rates of loans denominated in foreign currency and fluctuations in interest rates. These transactions are carried out considering direct active or passive exposures, without leverage.

**b) Fair Value** — the Fair Value of the financial instruments is as follows:

	2021		2020	
	Book value	Fair value	Book value	Fair value
<b>Assets</b>				
Short-term investments	2,626,212	2,626,212	3,041,143	3,041,143
Related parties	2,678	2,678	134,354	134,354
Fair value of derivatives	3,246	3,246	—	—
Other current assets	679,193	679,193	591,523	591,523
Other non-current assets	571,637	571,637	590,864	590,864
<b>Liabilities</b>				
Loans and Financing	11,109,786	12,630,940	14,612,934	17,014,948
Debentures	2,929,907	2,911,424	2,902,417	2,775,619
Related parties	24,648	24,648	22,855	22,855
Fair value of derivatives	—	—	971	971
Obligations with FIDC (current liabilities)	45,497	45,497	944,513	944,513
Other current liabilities	1,090,396	1,090,396	797,082	797,082
Obligations with FIDC (non-current liabilities)	—	—	42,893	42,893
Other non-current liabilities	421,873	421,873	514,886	514,886

The fair values of Loans and Financing and Debentures are based on market premises, which may take into consideration discounted cash flows using equivalent market rates and credit rating. All other financial instruments, which are recognized in the Consolidated Financial Statements at their carrying amount, are substantially like those that would be obtained if they were traded in the market. However, because there is no active market for these instruments, differences could exist if they were settled in advance. The fair value hierarchy of the financial instruments above are presented in Note 17.g.

**c) Risk factors that could affect the Company's and its subsidiaries' businesses:**

**Price risk of commodities:** this risk is related to the possibility of changes in prices of the products sold by the Company or in prices of raw materials and other inputs used in the productive process. Since the Company operates in a commodity market, net sales and cost of sales may be affected by changes in the international prices of their products or materials. In order to minimize this risk, the Company constantly monitors the price variations in the domestic and international markets and may contract financial derivatives for proper protection.

**Interest rate risk:** this risk arises from the possibility of losses (or gains) due to fluctuations in interest rates applied to the Company's financial liabilities or assets and future cash flows and income. The Company evaluates its exposure to these risks: (i) comparing financial assets and liabilities denominated at fixed and floating interest rates and (ii) monitoring the variations of interest rates like SOFR and CDI. Accordingly, the Company may contract interest rate swaps in order to reduce this risk.

**Exchange rate risk:** this risk is related to the possibility of fluctuations in exchange rates affecting the amounts of financial assets or liabilities or of future cash flows and income. The Company assesses its exposure to the exchange rate by measuring the difference between the amount of its assets and liabilities in foreign currency. The Company understands that the accounts receivables originated from exports, its cash and cash equivalents denominated in foreign currencies and its investments abroad are more than equivalent to

its liabilities denominated in foreign currency. Since the management of these exposures occurs at each operation level, if there is a mismatch between assets and liabilities denominated in foreign currency, the Company may employ derivative financial instruments in order to mitigate the effect of exchange rate fluctuations.

**Credit risk:** this risk arises from the possibility of the company not receiving amounts arising from sales to customers or investments made with financial institutions. In order to minimize this risk, the company adopt the procedure of analyzing in details of the financial position of their customers, establishing a credit limit and constantly monitoring their balances. Regarding short-term investments, the Company invests solely in financial institutions with low credit risk, as assessed by rating agencies. In addition, each financial institution has a maximum limit for investment, determined by the Company's Credit Committee.

**Capital management risk:** this risk comes from the Company's choice in adopting a financing structure for its operations. The Company manages its capital structure, which consists of a ratio between the financial debts and its own capital (Equity) based on internal policies and benchmarks. The Key Performance Indicators (KPI) related to the "Capital Structure Management" objective are: WACC (Weighted Average Cost of Capital), Net Debt/EBITDA (Earnings before interest, income tax, depreciation and amortization), Coverage Ratio of Net Financial Expenses (EBITDA/Net Financial Expenses) and Debt/Total Capitalization Ratio. Net Debt is formed by the principal of the debt reduced by cash, cash equivalents and short-term investments (Notes 4, 15 and 16). Total Capitalization is formed by the Total Debt (composed of the principal of the debt) and the Equity (Note 24). The Company may change its capital structure, according to economic and financial conditions, in order to optimize its financial leverage and debt management. At the same time, the Company seeks to improve its ROCE (Return on Capital Employed) through the implementation of working capital management and an efficient program of investments in property, plant and equipment. In the long-term, the Company seeks to remain within the parameters below, admitting occasional variations in the short-term:

Net debt/EBITDA	From 1.0 to 1.5 times
Gross debt limit	RS 12 billion
Average maturity	more than 6 years

These key indicators are used to monitor objectives described above and may not necessarily be used as indicators for other purposes, such as impairment tests.

**Liquidity risk:** The Company's management policy of indebtedness and cash on hand is based on using the committed lines and the currently available credit lines with or without a guarantee in export receivables for maintaining adequate levels of short, medium, and long-term liquidity. The maturity of long-term loans and financing, and debentures are presented in Notes 15 and 16, respectively.

Contractual obligations	2021				
	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
Trade accounts payable	8,017,140	8,017,140	—	—	—
Loans and financing	17,885,671	851,225	2,227,608	2,308,361	12,498,477
Debentures	3,492,689	1,802,373	780,537	111,218	798,561
Related parties	24,648	—	—	—	24,648
Obligations with FIDC	45,497	45,497	—	—	—
Other current liabilities	1,090,396	1,090,396	—	—	—
Other non-current liabilities	421,873	—	35,406	—	386,467
	<b>30,977,914</b>	<b>11,806,631</b>	<b>3,043,551</b>	<b>2,419,579</b>	<b>13,708,153</b>

Contractual obligations	2020				
	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
Trade accounts payable	5,437,953	5,437,953	—	—	—
Loans and financing	21,962,204	2,131,402	3,465,577	3,531,312	12,833,913
Debentures	3,077,960	66,145	2,174,184	32,604	805,027
Related parties	22,855	—	—	—	22,855
Obligations with FIDC	987,406	944,513	42,893	—	—
Other current liabilities	797,082	797,082	—	—	—
Other non-current liabilities	514,886	—	41,805	—	473,081
	<b>32,800,346</b>	<b>9,377,095</b>	<b>5,724,459</b>	<b>3,563,916</b>	<b>14,134,876</b>

**Sensitivity analysis:**

The Company performed a sensitivity analysis, which can be summarized as follows:

**Impacts on Statements of Income**

<b>Assumptions</b>	<b>Percentage of change</b>	<b>2021</b>	<b>2020</b>
Foreign currency sensitivity analysis	5%	19,036	15,057
Interest rate sensitivity analysis	10 bps	55,964	85,147
Sensitivity analysis of changes in prices of products sold	1%	783,451	438,147
Sensitivity analysis of changes in raw material and commodity prices	1%	437,210	269,454
Currency forward contracts	5%	—	3,703
Commodity contracts	5%	4,892	—

**Foreign currency sensitivity analysis:** As of December 31, 2021, the Company is mainly exposed to variations between the Real and the Dollar. The sensitivity analysis carried out by the Company considers the effects of a 5% increase or reduction between the Real and the Dollar in its non-hedged debt. In this analysis, if the Real appreciates against the Dollar, this would represent a gain of R\$ 19,036 after the effects arising from the changes in the net investment hedge described in Note 17.f - (R\$ 15,047 as of December 31, 2020, respectively). If the Real depreciates against the Dollar this would represent an expense of the same value. Due to the net investment hedge, the variations are minimized when the exchange variation account and income tax are analyzed.

The net amounts of trade accounts receivable and trade accounts payable denominated in foreign currency do not represent any significant risk in the case of any fluctuation of exchange rates.

**Interest rate sensitivity analysis:** The interest rate sensitivity analysis made by the Company considers the effects of an increase or reduction of 10 basis point (bps) on the average interest rate applicable to the floating part of its debt. The calculated impact, considering this variation in the interest rate totals R\$ 55,964 as of December 31, 2021 (R\$ 85,147 as of December 31, 2020) and would impact the Financial expenses account in the Consolidated Statements of Income. The specific interest rates to which the Company is exposed are related to the loans, financing, and debentures presented in Notes 15 and 16, and are mainly comprised by Libor and CDI — Interbank Deposit Certificate.

**Sensitivity analysis of changes in sales price of products and price of raw materials and other inputs used in production:** The Company is exposed to changes in the price of its products. This exposure is associated with the fluctuation of the sale price of the Company's products and the price of raw materials and other inputs used in the production process, mainly for operating in a commodity market. The sensitivity analysis made by the Company considers the effects of an increase or of a reduction of 1% on both prices. The impact measured considering this variation in the price of products sold, considering the revenues and costs of the year ended on December 31, 2021, totals R\$ 783,451 (R\$ 438,147 as of December 31, 2020) and the variation in the price of raw materials and other inputs totals R\$ 437,210 as of December 31, 2021 (R\$ 269,454 as of December 31, 2020). The impact in the price of products sold and raw materials would be recorded in the accounts Net Sales and Cost of Sales, respectively, in the Consolidated Statements of Income. The Company does not expect to be more vulnerable to a change in one or more specific product or raw material.

**Sensitivity analysis of currency forward contracts:** the Company has exposure to dollar forward contracts for some of its assets and liabilities. The sensitivity analysis carried out by the Company considers the effects of a 5% increase or decrease in the Dollar against the Brazilian Real (Real), and its effects on the mark to market of these derivatives. A 5% increase in the Dollar against the Real represents an income of R\$ 0 (R\$3,703 as of December 31, 2020) and a 5% decrease in the Dollar against the Real represents an expense of the same amount. Forward contracts in Dollar/Real were intended to cover asset and liability positions in Dollars and the effects of the mark to market of these contracts were recorded in the Consolidated Statement of Income. Dollar forward contracts to which the Company is exposed are presented in Note 17.e.

**Sensitivity analysis of commodity contracts:** the Company has exposure to Commodity forward contracts (coal) for some of its liabilities. The sensitivity analysis carried out by the Company considers the effects of a 5% increase or decrease in the price of the commodity, and its effects on the mark to market of these derivatives. A 5% increase in the price of the commodity represents an income of R\$ 4,892 (R\$ 0 as of December 31, 2020), and a 5% decrease in the price of the commodity represents an expense of the

same amount. Coal forward contracts were intended to cover liability positions and the mark to market effects of these contracts were recorded in the Consolidated Statement of Income. The commodity forward contracts to which the Company is exposed are presented in Note 17.e.

**d) Financial Instruments per Category**

Summary of the financial instruments per category:

<b>2021</b>		<b>Financial asset at amortized cost</b>	<b>Financial asset at fair value through profit or loss</b>	<b>Total</b>
<b>Assets</b>				
Short-term investments		—	2,626,212	2,626,212
Fair value of derivatives		3,246	—	3,246
Related parties		2,678	—	2,678
Other current assets		679,193	—	679,193
Other non-current assets		479,971	91,666	571,637
<b>Total</b>		<b>1,165,088</b>	<b>2,717,878</b>	<b>3,882,966</b>
Financial income (expenses)		1,226,743	210,988	1,437,731

	<b>Financial liability at fair value through profit or loss</b>	<b>Financial liability at amortized cost</b>	<b>Total</b>
<b>Liabilities</b>			
Loans and financing	—	11,109,786	11,109,786
Debentures	—	2,929,907	2,929,907
Related parties	—	24,648	24,648
Obligations with FIDC (current liabilities)	—	45,497	45,497
Other current liabilities	—	1,090,396	1,090,396
Other non-current liabilities	—	421,873	421,873
<b>Total</b>	<b>—</b>	<b>15,622,107</b>	<b>15,622,107</b>
Financial income (expenses)	(10,421)	(2,177,764)	(2,188,185)

<b>2020</b>		<b>Financial asset at amortized cost</b>	<b>Financial asset at fair value through profit or loss</b>	<b>Total</b>
<b>Assets</b>				
Short-term investments		—	3,041,143	3,041,143
Related parties		134,354	—	134,354
Other current assets		591,523	—	591,523
Other non-current assets		530,864	60,000	590,864
<b>Total</b>		<b>1,256,741</b>	<b>3,101,143</b>	<b>4,357,884</b>
Financial income (expenses)		487,631	109,396	597,027

	<b>Financial liability at fair value through profit or loss</b>	<b>Financial liability at amortized cost</b>	<b>Total</b>
<b>Liabilities</b>			
Loans and financing	—	14,612,934	14,612,934
Debentures	—	2,902,417	2,902,417
Related parties	—	22,855	22,855
Obligations with FIDC (current liabilities)	—	944,513	944,513
Other current liabilities	—	797,082	797,082
Obligations with FIDC (non-current liabilities)	—	42,893	42,893
Other non-current liabilities	—	514,886	514,886
Fair value of derivatives	971	—	971
<b>Total</b>	<b>971</b>	<b>19,837,580</b>	<b>19,838,551</b>
Financial income (expenses)	(1,632)	(2,294,102)	(2,295,734)



**e) Operations with derivative financial instruments**

**Risk management objectives and strategies:** In order to execute its strategy of sustainable growth, the Company implements risk management strategies in order to mitigate market risks.

The objective of derivative transactions is related to mitigating market risks as stated in our policies and guidelines. The monitoring of the effects of these transactions is performed monthly by the Financial Risk Management Committee, which validates the mark to market of these transactions. All derivative financial instruments are recognized at fair value in the Consolidated Financial Statements of the Company.

**Policy for use of derivatives:** The Company is exposed to various market risks, including changes in exchange rates, interest rates and commodities prices. The Company uses derivatives and other financial instruments to reduce the impact of such risks on the fair value of its assets and liabilities or in future cash flows and income. The Company has established policies to evaluate the market risks and to approve the use of derivative transactions related to these risks. The Company contracts derivative financial instruments solely to manage the market risks mentioned above and never for speculative purposes. Derivative financial instruments are used only when they have a related position (asset or liability exposure) resulting from business operations, investments and financing.

**Policy for determining fair value:** the fair value of derivative financial instruments is determined using models and other valuation techniques, including future prices and market curves.

Derivative transactions may include: interest rate and/or currency swaps, currency futures contracts and currency options contracts.

**Swap Contracts:** The Company has contracted Pre x DI swap operation, through which it receives a fixed interest rate and pays a floating interest rate, both in local currency. The counterparties to these operations are always highly rated financial institutions with low credit risk.

**Currency forward contracts:** The Company contracted forward contract operations, through which it receives a fixed dollar amount and pays a fixed Argentine peso amount, both in local currency. Counterparties are always top-tier financial institutions with low credit risk.

The derivatives instruments can be summarized and categorized as follows:

Contracts	Position	Notional value		Amount receivable		Amount payable	
		2021	2020	2021	2020	2021	2020
<b>Swap of interest rate</b>							
Maturity in 2022	bought in US\$	US\$ 5.3 million	US\$ 9.9 million	3,246	—	—	(971)
<b>Total fair value of financial instruments</b>				<u>3,246</u>	<u>—</u>	<u>—</u>	<u>(971)</u>
<b>Fair value of derivatives</b>				<b>2021</b>	<b>2020</b>		
Current assets				3,246	—		
				<u>3,246</u>	<u>—</u>		
<b>Fair value of derivatives</b>							
Current liabilities				—	971		
				<u>—</u>	<u>971</u>		
<b>Net Income</b>				<b>2021</b>	<b>2020</b>		
Gains on financial instruments				28,349	858		
Losses on financial instruments				(10,421)	(1,632)		
				<u>17,928</u>	<u>(774)</u>		
<b>Other comprehensive income</b>							
Gains (Losses) on financial instruments				1,907	(1,972)		
				<u>1,907</u>	<u>(1,972)</u>		

**f) Net investment hedge**

The Company designated as hedge of part of its net investments in subsidiaries abroad the operations of Ten/Thirty Years Bonds. As a consequence, the effect of exchange rate changes on debts in the amount of US\$ 1.4 billion (designated as hedges) is recognized in the Statement of Comprehensive Income.

The Company demonstrated effectiveness of the hedge as of its designation dates and demonstrated the high effectiveness of the hedge from the contracting of each debt for the acquisition of these companies abroad, whose effects were measured and recognized directly in the Statement of Comprehensive Income as an unrealized loss, net of taxes, in the amount R\$ 695,102 and R\$2,504,914 as of December 31, 2021 and December 31,2020, respectively.

The objective of the hedge is to protect, during the existence of the debt, the amount of part of the Company's investment in the subsidiaries abroad mentioned above against positive and negative changes in the exchange rate. This objective is consistent with the Company's risk management strategy. Prospective and retrospective tests demonstrated the effectiveness of these instruments.

**g) Measurement of fair value:**

IFRS defines fair value as the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The standard also establishes a three-level hierarchy for the fair value, which prioritizes information when measuring the fair value by the company, to maximize the use of observable information and minimize the use of non-observable information. This IFRS describes the three levels of information to be used to measure fair value:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2 - Inputs other than quoted prices included in Level 1 available, where (unadjusted) quoted prices are for similar assets and liabilities in non-active markets, or other data that is available or may be corroborated by market data for substantially the full term of the asset or liability.

Level 3 - Inputs for the asset or liability that are not based on observable market data, because market activity is insignificant or does not exist.

As of December 31, 2021, the Company had some assets which the fair value measurement is required on a recurring basis. These assets include investments in private securities and derivative instruments.

[Table of Contents](#)

Financial assets and liabilities of the Company, measured at fair value on a recurring basis and subject to disclosure requirements of IFRS 7 as of December 31, 2021 and December 31, 2020, are as follows:

	Fair Value Measurements at Reporting Date Using			
	Balance per financial statements		Quoted Prices in Non-Active Markets for Similar Assets (Level 2)	
	2021	2020	2021	2020
<b>Current assets</b>				
Short-term investments	2,626,212	3,041,143	2,626,212	3,041,143
Fair value of derivatives	3,246	—	3,246	—
Other current assets	679,193	591,523	679,193	591,523
<b>Non-current assets</b>				
Related parties	2,678	134,354	2,678	134,354
Other non-current assets	571,637	590,864	571,637	590,864
	<u>3,882,966</u>	<u>4,357,884</u>	<u>3,882,966</u>	<u>4,357,884</u>
<b>Current liabilities</b>				
Short-term debt	234,537	1,424,043	234,537	1,424,043
Debentures	1,531,956	7,463	1,531,956	7,463
Fair value of derivatives	—	971	—	971
Obligations with FIDC	45,497	944,513	45,497	944,513
Other current liabilities	1,090,396	797,082	1,090,396	797,082
<b>Non-current liabilities</b>				
Long-term debt	10,875,249	13,188,891	10,875,249	13,188,891
Debentures	1,397,951	2,894,954	1,397,951	2,894,954
Related parties	24,648	22,855	24,648	22,855
Obligations with FIDC	—	42,893	—	42,893
Other non-current liabilities	421,873	514,886	421,873	514,886
	<u>15,622,107</u>	<u>19,838,551</u>	<u>15,622,107</u>	<u>19,838,551</u>

**h) Changes in liabilities from Cash flow from financing activities:**

The Company has summarized below the changes in the liabilities of cash flow from financing activities, from its Statement of Cash Flows:

	Cash transactions			Non cash transactions		Balances as of December 31, 2019
	Balances as of January 01, 2019	Proceeds/(Repayment) from financing activities	Interest paid on loans and financing	Interest expense on loans and Interest on loans with related parties	Exchange variation and others	
Related parties, net	(26,589)	(64,089)	—	(4,767)	—	(95,445)
Leasing payable	836,368	(161,824)	(83,620)	83,620	129,725	804,269
Debt, Debentures and Losses/Gains on financial instruments, net - Derivative instruments	14,878,542	700,490	(945,027)	938,120	474,896	16,047,021

	Cash transactions			Non cash transactions		Balances as of December 31, 2020
	Balances as of December 31, 2019	Proceeds/(Repayment) from financing activities	Interest paid on loans and financing	Interest expense on loans and Interest on loans with related parties	Exchange variation and others	
Related parties, net	(95,445)	(7,777)	—	(8,277)	—	(111,499)
Leasing payable	804,269	(247,914)	(61,727)	61,727	300,119	856,474
Debt, Debentures and Losses/Gains on financial instruments, net - Derivative instruments	16,047,021	(1,963,283)	(1,079,981)	1,022,460	3,490,105	17,516,322

	Cash transactions			Non cash transactions		Balances as of December 31, 2021
	Balances as of December 31, 2020	Proceeds/(Repayment) from financing activities	Interest paid on loans and financing	Interest expense on loans and Interest on loans with related parties	Exchange variation and others	
Related parties, net	(111,499)	139,556	—	(6,089)	2	21,970
Leasing payable	856,474	(275,944)	(68,699)	68,699	337,835	918,365
Debt, Debentures and Losses/Gains on financial instruments, net - Derivative instruments	17,516,322	(4,506,918)	(1,100,826)	1,059,841	1,068,028	14,036,447

**NOTE 18 — TAXES PAYABLE**

	2021	2020
Payroll charges	136,428	100,301
ICMS (state VAT)	92,320	99,430
COFINS (tax on revenue)	26,139	51,444
IPI (federal VAT)	41,474	38,153
IVA (value-added tax) and others	251,812	310,761
	<u>548,173</u>	<u>600,089</u>

**NOTE 19 — TAX, CIVIL AND LABOR CLAIMS AND CONTINGENT ASSETS**

The Company and its subsidiaries are party in judicial and administrative proceedings involving labor, civil and tax matters. Based on the opinion of its legal advisors, Management believes that the provisions recorded for these judicial and administrative proceedings is sufficient to cover probable and reasonably estimable losses from unfavorable court decisions and that the final decisions will not have significant effects on the financial position, operational results and liquidity of the Company and its subsidiaries.

For claims whose expected loss is considered probable, the provisions have been recorded considering the judgment of the Management of the Company with the assistance of its legal advisors and the provisions are considered enough to cover expected probable losses. The balances of provisions are as follows:

## I) Provisions

	2021	2020
a) Tax provisions	1,270,473	706,104
b) Labor provisions	435,803	428,821
c) Civil provisions	34,750	37,586
	<u>1,741,026</u>	<u>1,172,511</u>

### a) Tax Provisions

Tax provisions refer mainly to discussions related to ICMS, IPI, tax uncertainties related to income tax and social contribution, social security contributions, offsetting of PIS and COFINS credits and incidence of PIS and COFINS on other revenues.

### b) Labor Provisions

The Company is party to a group of individual and collective labor and/or administrative lawsuits involving various labor amounts and the provision arises from unfavorable decisions and/or the probability of loss in the ordinary course of proceedings with the expectation of outflow of financial resources by the Company.

### c) Civil Provisions

The Company is party to a group of civil, arbitration and/or administrative lawsuits involving various claims and the provision arises from unfavorable decisions and/or probable losses in the ordinary course of proceedings with the expectation of outflow of financial resources for the Company.

The changes in the tax, labor and civil provisions are shown below:

	2021	2020	2019
Balance at the beginning of the year	1,172,511	809,299	770,305
(+) Additions	801,412	559,513	249,868
(+) Interests	42,435	104,473	70,788
(-) Reversal of accrued amounts	(276,251)	(304,678)	(282,239)
(+) Foreign exchange effect on provisions in foreign currency	919	3,904	577
Balance at the end of the year	<u>1,741,026</u>	<u>1,172,511</u>	<u>809,299</u>

## II) Contingent liabilities for which provisions were not recorded

Considering the opinion of legal advisors and management's assessment, contingencies listed below have the probability of loss considered as possible (but not likely) and due to this classification, accruals have not been made.

### a) Tax contingencies

**a.1)** The Company and its subsidiaries Gerdau Aços Longos S.A. and Gerdau Açominas S.A. have lawsuits related to the ICMS (state VAT) which are mostly related to credit rights and rate differences, whose demands total R\$ 498,889.

**a.2)** The Company and certain of its subsidiaries in Brazil are parties to claims related to: (i) Imposto sobre Produtos Industrializados - IPI, substantially related to IPI credit on inputs, whose demands total the updated amount of R\$ 481,501; (ii) PIS and COFINS, substantially related to disallowance of credits on inputs totaling R\$ 1,513,111, (iii) social security contributions in the total of R\$ 135,625 and (iv) other taxes, whose updated total amount is currently R\$ 671,593.

**a.3)** The Company and its subsidiary Gerdau Aços Longos S.A. are parties to administrative proceedings related to Withholding Income Tax, levied on interest remitted abroad, linked to export financing formalized through "Prepayment of Exports Agreements "(PPE) or" Advance Export Receipt "(RAE), in the updated amount of R\$ 1,362,842, of which: (i) R\$ 984,924 correspond to seven

lawsuits of the subsidiary Gerdau Aços Longos S.A. where, currently, four lawsuits are at the first instance of the Administrative Council for Tax Appeals (CARF) awaiting the judgment of the Voluntary Appeals filed by the Company, and, finally, another 3 lawsuits that are in the Superior Chamber of Tax Appeals (CSRF) of the CARF, for judgment of Special Appeals filed by the Company; and (ii) R\$ 377,918 correspond to two lawsuits of Gerdau S.A., which are in the Superior Chamber of Tax Appeals (CSRF) of CARF, for judgment of Special Resources and Appeal filed by the Company.

**a.4)** The Company is party to administrative proceedings related to goodwill amortization pursuant to articles 7 and 8 of Law 9,532/97, from the basis of calculation of Income Tax (IRPJ) and Social Contribution (CSLL), resulting from a corporate restructuring started in 2010. The updated total amount of the assessments is R\$ 471,829, of which: (i) R\$ 25,090 corresponds to a process in which the opposite Declaration Embargoes were rejected against the decision that granted the official appeal in favor of the National Treasury, and the Special Appeal filed by the Company is pending of judgment; (ii) R\$ 217,117 corresponds to a lawsuit in which the Company impugnation was rejected by the Federal Revenue Judgment Office (DRJ) and filed a Voluntary Appeal with the Administrative Tax Appeals Council (CARF), which is pending of judgment; (iii) R\$ 79,626 correspond to a lawsuit in which the Company had its challenge partially provided and filed a Voluntary Appeal with the Administrative Council for Tax Appeals (CARF), which is pending of judgment; and (iv) R\$ 149,996 correspond to a Notice of Infraction received by the Company on December 2, 2019, against which it presented an Objection on December 27, 2019, deemed partially valid by the Federal Revenue Judgment Office (DRJ), pending judgment by the Council Administrative Tax Appeals (CARF) the Voluntary Appeal filed.

**a.5)** Gerdau S.A. (as successor of Gerdau Aços Especiais S.A.) and its subsidiary Gerdau Internacional Empreendimentos Ltda. are parties to administrative and judicial proceedings relating to IRPJ — Income Tax and CSLL — Social Contribution, in the current amount of R\$ 1,274,156. Such lawsuits relate to profits generated abroad, of which: (i) R\$ 1,047,608 correspond to two lawsuits of the subsidiary Gerdau Internacional Empreendimentos Ltda. One of the lawsuits is pending in the lower court, awaiting judgment in the Tax Enforcement Embargoes opposed by the Company and another is pending in the Federal Regional Court of the 4<sup>th</sup> Region, where the appeals filed by the Company and the National Treasury will be judged in view of the partial judgment rendered in the Tax Execution Embargoes opposed by the Company; and (ii) R\$ 226,548 correspond to a lawsuit involving Gerdau S.A. (as successor of Gerdau Aços Especiais S.A.), pending in the first instance awaiting judgment in the Tax Enforcement Embargoes opposed by the Company.

**a.6)** Gerdau S.A. (by itself and as successor of Gerdau Aços Especiais S.A.) and its subsidiaries Gerdau Aços Longos S.A. and Gerdau Açominas S.A. are parties to administrative and judicial proceedings relating to the disallowance of goodwill amortization generated in accordance with Article 7 and 8 of Law 9,532/97 — as a result of a corporate restructuring carried out in 2004/2005 — from the tax base of the Income tax - IRPJ and Social Contribution - CSLL. The updated total amount of the assessments amounts to R\$ 8,221,463, of which: (i) R\$ 5,456,742 correspond to four lawsuits of Gerdau SA (as successor of Gerdau Aços Especiais S.A.) and its subsidiaries Gerdau Aços Longos S.A. and Gerdau Açominas S.A., whose administrative discussion has already ended and are currently in the process of judicial collection, with the companies offering judicial guarantees, under precautionary measures, through Guarantee Insurance, and initiated the legal discussions in Embargoes to Execution, in the respective lawsuits, and in the Embargoes to Execution filed by Gerdau S.A. (as successor of Gerdau Aços Especiais S.A.), on April 8, 2021, in a judgment made at the Federal Regional Court of the 4<sup>th</sup> Region, the appeal filed by the National Treasury was dismissed, maintaining the sentence that dismissed the tax assessment; and also, in the Embargoes to Execution filed by the subsidiary Gerdau Aços Longos S.A. (as successor of Gerdau Comercial de Aços S.A.), the appeal filed by the National Treasury against the sentence that is pending of judgment by the Regional Federal Court of the 2<sup>nd</sup> Region that dismissed the tax assessment; (ii) R\$ 324,014 corresponds to a lawsuit of the subsidiary Gerdau Aços Longos S.A., in which part of the debt whose administrative discussion has already ended and is under judicial discussion, and the appeal is pending of judgment by the Regional Federal Court of the 2<sup>nd</sup> Region filed by the National Treasury against the sentence that upheld the Embargoes to Execution and acknowledged the lack of substantiation of the tax assessment; (iii) R\$ 299,937 corresponds to a lawsuit filed by the subsidiary Gerdau Aços Longos S.A., in which part of the debt whose administrative discussion has ended is under judicial discussion, in which is pending of analysis the embargoes of opposition filed by the Company against the sentence that dismissed its Embargoes to Tax Enforcement; (iv) R\$ 4,390 corresponds to a lawsuit filed by subsidiary Gerdau Aços Longos S.A., which is at the Superior Chamber of Tax Appeals (CSRF) of CARF to judge the Special Appeal filed by the Company; (v) R\$ 83,699 correspond to a lawsuit of the subsidiary Gerdau Aços Longos S.A., whose administrative discussion ended, and which is pending at the lower court awaiting a decision in the Embargoes to Tax Enforcement filed by the Company; (vi) R\$ 138,568 corresponds to a lawsuit filed by Gerdau S.A. (as successor of Gerdau Aços Especiais S.A.), which is in the Superior Chamber of Tax Appeals (CSRF) of CARF for judgment of the Special Appeal filed by the Company; (vii) R\$ 177,218 corresponds to a lawsuit filed by the subsidiary Gerdau Aços Longos S.A., which is at the Superior Chamber of Tax Appeals (CSRF) of CARF to judge the Special Appeals filed by the Company and the National Treasury; (viii) R\$ 110,462 corresponds to a lawsuit filed by Gerdau S.A. (as

successor of Gerdau Aços Especiais S.A.), which is at the Superior Chamber of Tax Appeals (CSRF) of CARF for judgment of the Special Appeal filed by the Company; (ix) R\$ 575,631 corresponds to a lawsuit filed by the subsidiary Gerdau Aços Longos S.A., which is pending in the first instance of the Administrative Council for Tax Appeals (CARF) awaiting judgment of the Voluntary Appeal filed by the Company; (x) R\$ 502,804 pending before the first instance of the Administrative Council for Tax Appeals (CARF), which awaits judgment of the Voluntary Appeal filed by the Company; (xi) R\$ 145,141 corresponds to a lawsuit of the subsidiary Gerdau Aços Longos S.A., separated from the process mentioned in item "vii" above, and which is currently in the judicial collection phase, with the appeal of motions for clarification pending of judgment against the sentence that dismissed the Embargoes on Tax Enforcement filed by the Company; and (xii) R\$ 402,857 corresponds to a lawsuit of the subsidiary Gerdau Aços Longos S.A., separated from the lawsuit mentioned in item "vii" above, and that it is currently in the judicial collection stage, and the Embargoes on Tax Enforcement filed by the Company are pending of judgment.

The Company's tax advisors confirm that the procedures adopted by the Company regarding the tax treatment of profits earned abroad and the goodwill amortization, which led to the aforementioned lawsuits, have complied with the strict legality and, therefore, these lawsuits are classified as possible loss (but not likely).

Brazilian federal authorities and the judiciary branch are investigating certain issues relating to CARF proceedings, as well as specific political contributions made by the Company, with the purpose of determining whether the Company engaged in any illegal conduct. The Company previously disclosed that, in addition to its interactions with Brazilian authorities, the Company was providing information requested by the U.S. Securities and Exchange Commission ("SEC"). The Company has since been informed by the SEC's staff that it has closed its inquiry and therefore is not seeking any further information from the Company regarding these matters. The Company believes it is not possible at this time to predict the term or outcome of the proceedings in Brazil, and that there currently is not enough information to determine whether a provision for losses is required or any additional disclosures.

#### **b) Civil contingencies**

**b.1)** A lawsuit arising from the request by two civil construction unions in the state of São Paulo alleging that Gerdau S.A. and other long steel producers in Brazil share customers, thus, violating the antitrust legislation. After investigations carried out by the Competition Defense System (SDE – Secretaria de Direito Econômico), the final opinion was that a cartel exists. The lawsuit was therefore forwarded to the Administrative Council for Economic Defense (CADE) for judgment, which resulted in a fine to the Company and other long steel producers, on September 23, 2005, an amount equivalent to 7% of gross revenues in the year before the Administrative Proceeding was commenced, excluding taxes (fine of R\$ 245,070, updated by the judicial accountant on August 1, 2013 to R\$ 417,820).

Two lawsuits challenge the investigation conducted by the Competition Defense System and its merits judgment, whose grounds are procedural irregularities, especially the production of evidence, based on an economic study, to prove the inexistence of a cartel. The Court, upon offer of bank guarantee letter, granted the suspension of the effects of CADE's decision. Both actions were dismissed, and their respective appeals were also rejected by the Federal Regional Court of the 1<sup>st</sup> Region.

Against both decisions, appeals were lodged with the Superior Court of Justice and the Federal Supreme Court, after admissibility judgment, the appeal to the Superior Court of Justice was admitted and well as substitution of the guarantee offered by insurance guarantee in a decision of October 8, 2019.

In the same order in which the Vice president Judge gave suspensive effect to the Special Appeal, in order to change the guarantee, the Extraordinary Appeal was dismissed, on the grounds of violation of res judicata with recognized general repercussion. Against this decision, the Company filed an Internal Appeal for the TRF1 Plenary, which was dismissed.

Currently, the Company awaits judgment of the Special Appeal by the Superior Court of Justice.

Regardless of the result of its resources, the Company will continue to seek all legal remedies to defend its rights.

The Company denies having been engaged in any type of anti-competitive conduct and it is certain that it has not practiced the conduct attributed to it, understanding shared by its legal consultants, who consider it is possible to reverse its condemnation.

**b.2)** The Company and its subsidiaries are parties to other demands of a civil nature that collectively have a discussion amount of approximately R\$ 456,848. For these demands, no accounting provision was recorded, since they were considered as possible losses, based on the opinion of its legal counsel.

**c) Labor Contingencies**

The Company and its subsidiaries are parties to other labor claims that together have an amount of approximately R\$ 452,847. For these claims, no accounting provision was made, since these were considered as possible losses, based on the opinion of management with inputs of its legal counsel.

**III) Judicial deposits**

The Company has judicial deposits related to tax, labor and civil lawsuits as listed below:

	<u>2021</u>	<u>2020</u>
Tax	1,449,699	1,597,995
Labor	73,709	95,234
Civil	135,971	132,562
	<u>1,659,379</u>	<u>1,825,791</u>

The balance of tax judicial deposits as of December 31, 2021 includes the amount of R\$ 1,354,340, which corresponds to judicial deposits made up to June 2017, referring to the same discussion on the inclusion of the ICMS in the tax base of PIS and COFINS and awaits termination of the lawsuits before the Brazilian courts in order to be returned to the Company.

The Company and its subsidiaries made judicial deposits and accounting provisions, which in turn were updated in accordance with the SELIC rate, which were referred to the unpaid amounts of PIS and COFINS since 2009, because the collection of which was fully suspended, due to the mentioned judicial deposits.

On March 15, 2017, the Brazilian Federal Supreme Court (STF — Supremo Tribunal Federal) ruled on a claim related to this matter, and by 6 votes to 4, concluded: “The ICMS does not comprise the tax base for PIS and COFINS assessment purposes”. The STF decision, in principle, affects all the nine judicial proceedings, due to its general repercussion. Seven of these lawsuits already have a final favorable decision, and the gain was recognized when the decision was final and unappealable, considering for the purposes of calculation the exclusion of the ICMS informed in the invoices, as recognized in the final and unappealable decisions, and is preparing the documents to carry out the qualification of its credit and be able to start the compensation procedures and/or have already qualified before the Federal Revenue Service of Brazil. It is worth noting that the Company still has two actions for repetition of undue payments, which are awaiting the respective final and unappealable decision.

The first of these became final on July 19, 2019, assuring to the Company: i) the right to recover undue payments before the proposed action, in the amount of R\$ 122 million (R\$ 79 million net of related expenses), and ii) the right to withdraw the judicial deposits made during the course of this action, which was made on September 16, 2019, in the amount of R\$ 179 million.

The second became final on December 18, 2019, assuring to the Company: i) the right to recover undue payments made before the filing of the lawsuit, as well as during its processing, in the amount of R\$ 280 million (R\$ 185 million net of related expenses), and ii) the right to withdraw judicial deposits made during the course of this action, which was made on May 27, 2020, in the amount of R\$ 189 million.

The third became final on June 29, 2020, assuring to the Company: i) the right to recover undue payments made before the filing of the lawsuit, as well as during its processing, in the amount of R\$ 147 million (R\$ 135 million net of related expenses), and ii) the right to withdraw judicial deposits made during the course of this action in the amount of R\$ 198 million.

The fourth became final on November 18, 2020, assuring to the Company: i) the right to recover undue payments made before the filing of the lawsuit, as well as during its processing, in the amount of R\$ 940 million (R\$ 902 million, net of related expenses), and ii) the right to withdraw judicial deposits made during the course of this action in the amount of R\$ 3 million.



The fifth became final on February 24, 2021, assuring to the Company the right to recover undue payments made before the filing of the lawsuit (undue in respect of period of January/2009 to April/2009), in the amount of R\$ 73.5 million (R\$ 45.8 million, net of related expenses).

The sixth became final on March 25, 2021, assuring to the Company the right to recover undue payments made before the filing of the lawsuit (undue in respect of period of January/2009 to April/2009), in the amount of R\$ 5.7 million (R\$ 3.6 million, net of related expenses).

The seventh became final on July 14, 2021, assuring to the Company the right to recover undue payments made before the filing of the lawsuit (undue in respect of period of December/2006 to December/2010), in the amount of R\$ 237 million (R\$ 230 million, net of related expenses).

The eighth and ninth actions for repetition of undue payment are still awaiting the respective final and unappealable decisions. In these lawsuits, the Company claims the recognition of R\$ 683 million (R\$ 643 million, net of related expenses) referring to credits prior to the filing of the lawsuits

On May 13, 2021, the Federal Supreme Court ruled the Embargoes for Declaration that the National Treasury Attorney's Office had opposed, alleging that the Supreme Court's decision was silent on certain points, and requesting the modulation of the effects of the decision. In that judgment, the STF accepted, in part, the Embargoes for Declaration, to modulate the effects of the judgment whose production took place after March 15, 2017 (date on which RE No. 574.706 was judged), except for lawsuits or administrative proceedings filed up to that date, and rejected the embargoes regarding the allegation of omission, obscurity or contradiction and, in the point related to the ICMS excluded from the calculation basis of the PIS-COFINS contributions, it signed the understanding that it is the ICMS informed in the invoice.

After this judgment, the concept of virtually certain for the purposes of the entry of economic benefits and recognition of the asset and the corresponding gain started to be demonstrated. Thus, even though there was no final and unappealable decision on two lawsuits that were pending of judgment, the Company recognized in the 2nd quarter of 2021, with sufficient reliability, the amounts of tax credits to which it is entitled, in the amount of R\$ 683 million (R\$ 643 million, net of related expenses) referring to credits prior to the filing of the lawsuits. The Company recognized in the 3<sup>rd</sup> quarter of 2021, amounts of tax credit differences to which it is entitled, net of related expenses, in the amount of R\$ 326 million in the Tax Credits Monetary Update line.

The amounts recognized in the Company's results related to the recovery of credits arising from the ICMS in the tax base of PIS and COFINS lawsuits (net of related expenses) was R\$ 1.2 billion in 2021, of which, R\$ 393.3 million in the Other Operating Income line and R\$ 788.7 million in the Tax Credits Monetary Update line

Due to the economic environment strongly impacted by the pandemic caused by Covid-19, as well as the fact that the procedural legislation expressly provides the equivalence of cash and guarantee insurance, the subsidiary Gerda Aços Longos S.A. requested the replacement of the amounts deposited by it over the years regarding the Inclusion of ICMS in the tax base of PIS and COFINS for a guarantee insurance presented by the Company, in the amount of R\$ 1.7 billion, which complies with all the requirements established by the PGFN (Attorney General of the National Treasury) and can be converted into income at any time, ensuring that the Public Treasury receives all the amounts that may eventually be due at the end of the process.

In the lower court decision, therefore, there was a decision to release the funds deposited by the Company. The Public Treasury appealed to the Court and obtained a decision reversing the release of the amounts. The Company, then, filed a complaint to settle divergence between the decision handed down by Federal Judge Ferreira Neves, member of the 4<sup>th</sup> Specialized Panel of the Federal Regional Court of the 2<sup>nd</sup> Region, in the case files of process nº 50003743-37.2020.4.02.0000, and the jurisprudence of the Supreme Court (Theme nº 69). With an initially favorable injunction, the decision was later suspended to await the statement by the National Treasury regarding the fine for bad faith litigation applied to the Company. After the manifestation, which did not bring any additional element in relation to the fine for bad faith litigation applied, the Minister understood that the Complaint was not applicable due to the lack of exhaustion of ordinary channels.

Regarding the fine for bad faith litigation, applied due to the allegation of alleged attempt to mislead the Judiciary, the Company informs that it has always manifested itself in the file with procedural good faith and is confident that this will be clarified during the process.

#### **IV) Eletrobras Compulsory Loan — Centrais Elétricas Brasileiras S.A. (Eletrobras)**

The Compulsory Loan, instituted by the Brazilian government in order to expand and improve the energy sector of the country was charged and collected from industrial consumers with monthly consumption equal or greater than to 2000kwh through the “electricity bills” issued by the electric power distribution companies, was converted into credits to the taxpayers based on the annual value of these contributions made between 1977 and 1993. The legislation sets a maximum 20 years period to return the compulsory loan to the taxpayers, providing Eletrobras the possibility of anticipating this return through the conversion of those loans in shares of its own issuance.

Prior to the conversion of the credits into shares, those credits were monetary corrected through an indexer and quantifier, called Standard Unit (SU). However, the compulsory loan was charged to the companies in their monthly electricity bills, consolidated during the year, and only indexed by the SU in January of the following year, resulting in a lack of monthly monetary correction during the years of collection, as well as interest. This procedure imputed to taxpayers’ considerable financial losses, particularly during the periods when the monthly inflation rates stood at high levels. In order to claim the appropriate interest and monetary correction subtracted by the methodology applied by Eletrobras, the Company (understood to be legally entities existing at the time and that later became part of Gerdau S.A.) filed lawsuits claiming credits resulting from differences on the monetary correction of principal, interest, default interest and other accessory amounts owed by Eletrobras due to the compulsory loans.

The Company recognized in the 2020 result, the amount of R\$ 436 million (net of expenses incurred for its realization), corresponding to four processes that evolved into its closing and liquidation phase.

The Company still has other lawsuits pending before the Judiciary, dealing with the subject, with final and unappealable decisions on the merits, favorable to the Company. Regarding one of these processes, involving Gerdau S.A. and its subsidiary Seiva SA – Florestas e Indústrias, on November 25, 2020 a decision was issued that ratified the expert report prepared by the court expert appointed by the Court, establishing the amount to be received in favor of the companies. This decision was maintained by the Court of Justice of the State of Rio de Janeiro in judgment on August 10, 2021, and on September 10, 2021 Eletrobras made the judicial deposit/payment of the amount of the sentence determined by the Judiciary Branch of the State of Rio January, duly increased by interests and loss charges. Thus, considering the current procedural stage, the Company concludes that said asset, until then treated as contingent, due to uncertainties as to the term, form and amount that would be effectively paid and currently defined, fulfilled the accounting characteristics related to the entry of economic benefits, pursuant to paragraph 35 of IAS 37, which implied the recognition by the Company, in 2021, of gain in the statement of income in the amount of R\$ 1,391,280, net of fees and related expenses. The Company clarifies that on December 21, 2021 the entire amount was deposited in the Company's account, after the presentation of a guarantee insurance. The Company reinforces that the decision that fixed the amount due in favor of Gerdau was maintained in all instances of the Judiciary Branch of the State of Rio de Janeiro, having been rejected the request for suspension by the Superior Court of Justice – STJ; and that it takes care of definitive execution, based on a final judicial enforcement order, no longer subject to deconstitution of any nature before the Judiciary, leaving only appeals and measures with remote possibilities of acceptance, in view of its only delaying nature.

The other lawsuits pending before the Judiciary, dealing with this subject, with final and unappealable decisions on the merits, favorable to the Company, total approximately R\$ 73 million.

#### **V) Other contingent assets**

The Company's management believes that the realization of certain contingent assets of a tax nature is probable. However, such assets were not recognized in the financial statements, due to the fact that they have not yet become final and/or that there are uncertainties regarding the term, form and amount that will be effectively realized, and it is not yet practicable to determine with certainty that the amount of the gain in the form of proceeds from these decisions has reached the level of virtually certain and that the Company has control over such assets, which implies that such gains are not recognized until such conditions are demonstrably present. The Company estimates that such contingent assets amount to approximately R\$ 750 million as of December 31, 2021.

**NOTE 20 — RELATED-PARTY TRANSACTIONS**

**a) Intercompany loans**

	<u>Maturity</u>	<u>2021</u>	<u>2020</u>
<b>Assets</b>			
<b>Joint venture</b>			
Gerdau Corsa SAPI de C.V.		—	117,092
<b>Others</b>			
Fundação Gerdau	December 31, 2022	2,678	17,262
		<u>2,678</u>	<u>134,354</u>
<b>Liabilities</b>			
<b>Joint venture</b>			
Bradley Steel Processors Inc.	August 1, 2022	(24,648)	(22,855)
		<u>(24,648)</u>	<u>(22,855)</u>
		<u>2021</u>	<u>2020</u>
Net financial income		6,089	8,277
		<u>6,089</u>	<u>4,767</u>

**b) Operations with related parties**

During the years ended December 31, 2021, 2020 and 2019, the Company, through its subsidiaries, entered into commercial operations with some of its associate companies and joint ventures including sales of R\$997,298 as of December 31, 2021 (R\$887,945 and R\$1,572,618 as of December 31, 2020 and 2019, respectively) and purchases in the amount of R\$304,239 as of December 31, 2021 (R\$208,948 and R\$198,636 as of December 31, 2020 and 2019, respectively). The net amount totals R\$693,058 as of December 31, 2021 (R\$678,997 and R\$1,373,982 as of December 31, 2020 and 2019, respectively).

Additionally, the Company recorded income derived from rental agreement in the amount of R\$ 670 as of December 31, 2021 (R\$ 524 and R\$ 554 as of December 31, 2020 and 2019, respectively).

During the year ended on December 31, 2020, the Company and its subsidiaries carried out transactions with controlling shareholders referring to the sale of property in the amount of R\$21,204 with receivment in six annual installments adjusted by the positive variation of the IPCA. The decision about the buyer was made through a competitive market process that considered several potential buyers to whom the asset was presented, under the coordination of an independent specialized company. The sale price was determined based on independent valuations and carried out by professionals specialized in valuing tangible assets. As a conclusion of this process, the best proposal was recommended under the terms of the independent appraisal and, as it is a related party, it was approved by the Board of Directors, observing the terms of the Company's Related Party Transactions Policy.

During the year ended on December 31, 2019, the Company and its subsidiaries made transactions with controlling shareholders, directly or indirectly, mainly of guarantees provided by the controlling in guarantees of debentures, on which the Company paid a fee of 0.95 % p.a. on the amount guaranteed. The effect of these transactions was an expense of R\$68 as of December 31, 2019.

**Guarantees granted**

<u>Related Party</u>	<u>Relationship</u>	<u>Object</u>	<u>Original Amount</u>	<u>Maturity</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>
Gerdau Corsa S.A.P.I. de C.V.	Joint-venture	Financing Agreements	4,905,367	Oct/24	2,157,290	2,242,865	1,784,868
Gerdau Summit Aços Fundidos e Forjados S.A.	Joint-venture	Financing Agreements	130,164	Aug/25	—	30,125	37,285
Gerdau Metaldom S.A. e Gerdau Corsa S.A.P.I. de C.V.	Joint-venture	Financing Agreements	274,560	Feb/20	—	—	241,842

**c) Price and interest**

Loan agreements between Brazilian companies carry interest based on the CDI (Interbank Deposit Certificate) and Libor rate plus exchange variance, when applicable. Sales of products and purchases of inputs are made under terms and conditions agreed between the parties.

**d) Key Management compensation**

The expense recognized related to key management salaries, variable compensation and benefits was R\$61,747 for the year ended on December 31, 2021 (R\$33,773 and R\$13,963 for the years ended on December 31, 2020 and 2019, respectively).

Contributions to management's defined contribution pension plans totaled R\$1,932 for the year ended on December 31, 2021 (R\$1,416 and R\$1,687 for the years ended on December 31, 2020 and 2019, respectively).

The cost of long-term incentive plans recognized in income and attributable to key management (members of Board of Directors and executive officers) totaled R\$19,637 for the year ended on December 31, 2021 (R\$19,328 and R\$17,606 for the years ended on December 31, 2020 and 2019, respectively).

The cost of social charges, related to the management of the Company, totaled R\$ 23,266 for the year ended on December 31, 2021 (R\$ 27,830 and R\$15,247 for the years ended on December 31, 2020 and 2019, respectively).

At the end of the year, quantity of Restricted and Performance Shares with the key management were:

	2021	2020	2019
Available at beginning of the year	6,456,248	6,717,872	6,375,547
Granted	709,990	733,218	1,083,116
Exercised	(3,453,802)	(937,325)	(627,076)
Cancelled	—	(64,112)	(38,553)
Others	—	6,595	(75,162)
Available at the end of the year	<u>3,712,436</u>	<u>6,456,248</u>	<u>6,717,872</u>

Additional information on the long-term incentive plan are presented in Note 26.

**e) Other information from related parties**

The Company has contracted a convertible loan into equity interest with the company Brasil ao Cubo Construção modular Ltda., which is presented in the line of Other non-current assets, in the amount of R\$ 91,666 on December 31, 2021. Contributions to the assistance entities Fundação Gerdau, Instituto Gerdau and Fundação Ouro Branco, classified as related parties, amounted R\$35,595 (R\$104,322 on December 31, 2020). The defined benefit pension plans and the post-employment health care benefit plan are related parties of the Company and the details of the balances and contributions are presented in Note 21.

**NOTE 21 — EMPLOYEE BENEFITS**

Total assets and liabilities of all types of employee benefits granted by the Company and its subsidiaries as of December 31, 2021 are as follows:

	2021	2020
Plan assets - Defined contribution pension plan	4,942	39,196
Total assets	<u>4,942</u>	<u>39,196</u>
Actuarial liabilities - Defined benefit pension plan	1,083,719	1,441,592
Actuarial liabilities - Post-employment health care benefit	318,181	362,944
Retirement and termination benefit liabilities	<u>13,290</u>	<u>56,903</u>
Total liabilities	<u>1,415,190</u>	<u>1,861,439</u>
Current	39	208
Non-current	1,415,151	1,861,231

**a) Post-employment defined benefit pension plan**

The Company's Canadian and US subsidiaries sponsor defined benefit plans (Canadian Plan and American Plan), collectively referred to as the North American Plans, that cover substantially all their employees and provide supplemental benefits to employees during retirement.

[Table of Contents](#)

Additionally, the Company and its subsidiaries in Brazil sponsored a defined benefit pension plan (Brazilian plans), which are managed through Gerdau - Sociedade de Previdência Privada, a closed supplementary pension entity. In 2010, it was approved the settlement of a defined benefit plan, in which the participants had the rights for the benefit settled. All participants of those plans, which are now settled, were able to: (i) choose to adhere to a new defined contribution plan, when it was authorized to transfer the amount related to the individual mathematical reserve from the settled plan for the new plan and add amounts to this reserve through future contributions and sponsors, plus the resources profitability; or (ii) do not transfer the reserve and maintain the benefit settled in the defined benefit plan, adjusted by the INPC (National Index of Consumer Prices).

The assumptions adopted for pension plans can have a significant effect on the amounts disclosed and recorded for these plans. Due to the migration process and the closing of the Brazilian pension plans in 2010, the Company is not calculating the potential effects of changes in discount rates and expected return rate on assets for these plans. The potential effects of changes to the North American Plans on the Consolidated Statement of Income are presented below:

	<u>1% Increase</u>	<u>1% Decrease</u>
Discount rate	(17,822)	10,392

The accumulated amount recognized in other Comprehensive Income for employee benefits is R\$ (920,478) as of December 31, 2021 (R\$ (1,173,010) as of December 31, 2020).

**Defined Benefit Pension Plan**

The current expenses of the defined benefit pension plans are as follows:

	<u>2021</u>	<u>2020</u>	<u>2019</u>
Cost of current service	74,840	69,323	54,518
Interest expense	170,897	191,326	189,544
Return on plan assets	(136,933)	(156,475)	(163,148)
Past service cost	7,093	3,967	2,302
Settlement	(847)	(11,609)	(4,712)
Interest cost on unrecoverable surplus	4,371	7,413	16,247
Net pension cost	<u>119,421</u>	<u>103,945</u>	<u>94,751</u>

The reconciliations of assets and liabilities of the plans are as follows:

	<u>2021</u>	<u>2020</u>
Present value of defined benefit obligation	(5,409,065)	(5,921,285)
Fair value of plan assets	4,647,361	4,652,000
Asset ceiling restrictions on recognition of net funded assets	(322,015)	(172,307)
Net	<u>(1,083,719)</u>	<u>(1,441,592)</u>
Defined benefit obligation	<u>(1,083,719)</u>	<u>(1,441,592)</u>

Changes in plan assets and actuarial liabilities were as follows:

	<u>2021</u>	<u>2020</u>	<u>2019</u>
<b>Variation of the plan obligations</b>			
Obligation at the beginning of the year	5,921,285	4,601,965	4,391,251
Cost of service	74,840	69,323	54,518
Interest expense	170,897	191,326	189,544
Payments of the benefits	(486,310)	(434,650)	(309,817)
Past service cost	7,093	3,967	2,302
Settlement	(228,881)	(190,948)	(498,493)
Actuarial remeasurements	(457,421)	467,106	546,911
Exchange Variance	407,562	1,213,196	225,749
Obligation at the end of the year	<u>5,409,065</u>	<u>5,921,285</u>	<u>4,601,965</u>

[Table of Contents](#)

	2021	2020	2019
<b>Variation of the plan assets</b>			
Fair value of the plan assets at the beginning of the year	4,652,000	3,656,891	3,568,934
Return of the plan assets	136,933	156,475	163,148
Contributions from sponsors	244,123	224,979	162,650
Settlement	(228,034)	(179,339)	(493,781)
Payments of benefits	(486,310)	(434,650)	(309,817)
Remeasurement	25,498	334,675	386,767
Exchange Variance	303,151	892,969	178,990
Fair value of plan assets at the end of the year	<u>4,647,361</u>	<u>4,652,000</u>	<u>3,656,891</u>

The fair value of plan assets includes shares of the Company in the amount of R\$17,785 as of December 31, 2021 (R\$8,745 as of December 31, 2020).

Amounts recognized as actuarial gains and losses in the Statement of Comprehensive Income are as follows:

	2021	2020	2019
Remeasurements	(25,498)	(334,675)	(386,767)
Actuarial Remeasurements	(457,421)	467,106	546,911
Restriction recognized in Other Comprehensive Income	178,941	(42,317)	(94,198)
Remeasurements recognized in Other Comprehensive Income	<u>(303,978)</u>	<u>90,114</u>	<u>65,946</u>

The historical actuarial remeasurements are as follows:

	2021	2020	2019	2018	2017
Present value of defined benefit obligation	(5,409,065)	(5,921,285)	(4,601,965)	(4,391,251)	(4,314,592)
Fair value of the plan assets	4,647,361	4,652,000	3,656,891	3,568,934	3,456,613
Surplus (Deficit)	<u>(761,704)</u>	<u>(1,269,285)</u>	<u>(945,074)</u>	<u>(822,317)</u>	<u>(857,979)</u>
Experience adjustments on plan liabilities (Gain)	(457,421)	467,106	546,911	(370,083)	235,549
Experience adjustments on plan assets (Gain)	<u>(25,498)</u>	<u>(334,675)</u>	<u>(386,767)</u>	<u>253,301</u>	<u>(232,214)</u>

Actuarial remeasurements are recognized in the period in which they occur and are recorded directly in comprehensive income.

The allocations for plan assets are presented below:

	2021	
	Brazilian Plans	American Plans
Fixed income	99.2%	50.4%
Variable income	—	43.0%
Others	0.8%	6.6%
Total	<u>100.0%</u>	<u>100.0%</u>
	2020	
	Brazilian Plans	American Plans
Fixed income	99.1%	46.6%
Variable income	—	47.1%
Others	0.9%	6.3%
Total	<u>100.0%</u>	<u>100.0%</u>

The investment strategy for the Brazilian Plan is based on a long-term macroeconomic scenario. This scenario assumes a reduction in Brazil's sovereign risk, moderate economic growth, stable levels of inflation, exchange rates and moderate interest rates.

The Canadian and American subsidiaries have an Investment Committee that defines the investment policy for the defined benefit plans. The primary investment objective is to ensure the security of benefits that were accrued under the plans, providing an adequately funded asset pool which is separated and independent of the Company. To reach this objective, the fund must invest in a manner that adheres to safeguards and diversification to which a prudent investor of pension funds would normally adhere. These subsidiaries retain specialized consultants that advice and support Investment Committee decisions and recommendations.

[Table of Contents](#)

The asset mix policy considers the principles of diversification and long-term investment goals, as well as liquidity requirements. To do this, the target allocation ranges between 50% in shares, 40% in debt securities and 10% in alternative securities, and for Brazilian Plan it is close to 100% in fixed income.

The tables below show a summary of the assumptions used to calculate the defined benefit plans in 2021 and 2020, respectively:

	2021	
	Brazilian Plan	North America Plan
Average discount rate	8.82%	2.80% - 2.90%
Rate of increase in compensation	Not applicable	3.00%
Mortality table	AT-2000 per sex	RP-2006 and MP-2021
Mortality table of disabled	AT-2000 per sex	RP-2006 and MP-2021
Rate of rotation	Null	Based on age and/or the service

	2020	
	Brazilian Plan	North America Plan
Average discount rate	6.56%	2.25% - 2.50%
Rate of increase in compensation	Not applicable	3.00%
Mortality table	AT-2000 per sex	RP-2006 and MP-2020
Mortality table of disabled	AT-2000 per sex	RP-2006 and MP-2020
Rate of rotation	Null	Based on age and/or the service

**b) Post-employment defined contribution pension plan**

The Company and its subsidiaries in Brazil, in the United States and in Canada maintain a defined contribution plan to which contributions are made by the sponsor in proportion to the contributions made by its participating employees. The total cost of these plans was R\$162,133 in 2021 (R\$133,963 in 2020).

**c) Post-employment health care benefit plan**

The North American plans include, in addition to pension benefits, specific health care benefits for employees who retire after a certain age and with a certain number of years of service. The Americans and Canadian subsidiaries have the right to change or eliminate these benefits, and the contributions are actuarially calculated.

The net periodic costs of post-employment health care benefits are as follows:

	2021	2020	2019
Current service cost	3,458	4,964	3,302
Interest expense	8,239	11,311	10,656
Past service cost	(32,434)	(660)	(2,717)
Net cost pension benefit	<u>(20,737)</u>	<u>15,615</u>	<u>11,241</u>

The funded status of the post-employment health benefits plans is as follows:

	2021	2020
Present value of obligations	<u>(318,181)</u>	<u>(362,944)</u>
Total net liabilities	<u>(318,181)</u>	<u>(362,944)</u>

Changes in plan assets and actuarial liabilities were as follows:

	2021	2020	2019
<b>Change in benefit obligation</b>			
Benefit obligation at beginning of the year	362,944	298,989	272,959
Cost of service	3,458	4,964	3,302
Interest expense	8,239	11,311	10,656
Past service cost	(32,434)	(660)	(2,717)
Contributions from participants	2,032	2,349	2,088
Payment of benefits	(17,431)	(20,870)	(15,331)
Remeasurements	(36,938)	(23,533)	11,202
Exchange variations	28,311	90,394	16,830
Benefit obligation at the end of the year	<u>318,181</u>	<u>362,944</u>	<u>298,989</u>
	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>Change in plan assets</b>			
Contributions from sponsors	24,713	19,150	13,243
Contributions from participants	2,032	2,349	2,088
Payments of benefits	(26,745)	(21,499)	(15,331)
Fair value of plan assets at end of the year	<u>—</u>	<u>—</u>	<u>—</u>

The historical actuarial gains and losses of the plans are as follows:

	2021	2020	2019	2018	2017
Present value of defined benefit obligation	(318,181)	(362,944)	(298,989)	(272,959)	(316,364)
Deficit	<u>(318,181)</u>	<u>(362,944)</u>	<u>(298,989)</u>	<u>(272,959)</u>	<u>(316,364)</u>
Experience adjustments on plan liabilities	<u>(36,938)</u>	<u>(23,533)</u>	<u>11,202</u>	<u>(40,841)</u>	<u>(14,452)</u>

The amounts recognized as actuarial gains and losses in other comprehensive income are as follows:

	2021	2020	2019
Losses / Gains on actuarial obligation	<u>(36,938)</u>	<u>(23,533)</u>	<u>11,202</u>
Actuarial losses recognized in Equity	<u>(36,938)</u>	<u>(23,533)</u>	<u>11,202</u>

The accounting assumptions adopted for post-employment health benefits are as follows:

	2021	2020
Average discount rate	2.80% - 2.90%	2.25% - 2.50%
Health treatment - rate assumed next year	4.99% - 6.20%	6.10% - 6.50%
Health treatment - Assumed rate of decline in the cost to achieve in the years of 2028 to 2041	3.20% - 4.50%	4.00% - 4.40%

The assumptions adopted for post-employment health benefits have a significant effect on the amounts disclosed and recorded for post-employment health benefits plans. The change of one-point percentage on discount rates would have the following effects:

	1% Increase	1% Decrease
Effect over total service costs and interest costs	1,710	(1,327)
Effect over benefit plan obligations	32,082	(26,573)

**d) Other retirement and termination benefits**

The benefits of this plan provide a compensation supplement up to retirement date, cost of living allowance, and other benefits as a result of termination and retirement of the employees. The Company estimates that the total obligation for these benefits was R\$13,290 as of December 31, 2021 (R\$56,903 as of December 31, 2020).



**NOTE 22 — ENVIRONMENTAL LIABILITIES**

The steel industry uses and generates substances that may damage the environment. The Company and its subsidiaries believe they are compliant with all the applicable environmental regulations in the countries where they operate. The Company's management performs frequent analysis with the purpose of identifying potentially impacted areas and a liability is recorded based on the best estimate of costs for investigation, treatment and cleaning of potentially affected sites. The balances of the provisions are as follows:

	<u>2021</u>	<u>2020</u>
Provision for environmental liabilities	575,709	297,094
Current	231,711	125,992
Non-current	343,998	171,102

**NOTE 23 — OBLIGATIONS WITH FIDC - INVESTMENT FUND IN CREDIT RIGHTS**

Part of the assets resulting from the favorable judgments of credits with Eletrobrás mentioned in Note 19 iv, were used to set up a Non Standardized Credit Right Investment Fund, constituted and duly authorized to operate by the Securities and Exchange Commission of Brazil ("FIDC NP Barzel"). On July 14, 2015, the single quota of that FIDC was sold in the acquisition of minority interests' transaction in subsidiaries of Gerdau S.A.

The Company assures the FIDC, through the transfer agreement price adjustments clause, minimum return on the transferred amount of the credit's rights on the lawsuits. However, where the amounts received in the lawsuits exceed the transferred amount, monetarily adjusted, the Company will be entitled to a percentage of that gain. Additionally, the Company has the right of first offer to repurchase those receivables in the event of sale by the Fund, in accordance with the contract subscribed. On April 5, 2021, the Fund decided to sell part of the credit rights and the Company exercised its right of first offer, acquiring such rights at their respective book values, upon payment of R\$ 954,916. On December 31, 2021, the Company has the amount of R\$45,497 recognized in the account "Obligations with FIDC" in the Current liabilities (R\$944,513 and R\$42,893 on December 31, 2020, as Current Liabilities and Non-current liabilities, respectively).

**NOTE 24 — EQUITY**

**a) Capital**

The Board of Directors may, without need to change the bylaws, issue new shares (authorized capital), including the capitalization of profits and reserves up to the authorized limit of 1,500,000,000 common shares and 3,000,000,000 preferred shares, all without nominal value. In the case of capital increase through subscription of new shares, the right of preference shall be exercised in up to 30 days, except in the case of a public offering, when the limit is not less than 10 days.

Reconciliations of common and preferred outstanding shares are presented below:

	2021		2020		2019	
	Common shares	Preferred shares	Common shares	Preferred shares	Common shares	Preferred shares
Balance at beginning of the year	571,929,945	1,129,231,487	571,929,945	1,127,010,827	571,929,945	1,124,233,755
Exercise of long-term incentive plan	—	4,585,414	—	2,220,660	—	2,777,072
Balance at the end of the year	571,929,945	1,133,816,901	571,929,945	1,129,231,487	571,929,945	1,127,010,827

As of December 31, 2021, 573,627,483 common shares and 1,146,031,245 preferred shares are subscribed and paid up, with a total capital of R\$19,249,181 (net of share issuance costs). Ownership of the shares is presented below:

Shareholders	Shareholders					
	2021					
	Common	%	Pref.	%	Total	%
Metalúrgica Gerdau S.A.*	557,898,901	97.3	—	—	557,898,901	32.4
Brazilian institutional investors	4,363,438	0.8	232,421,779	20.3	236,785,217	13.8
Foreign institutional investors	1,895,038	0.3	490,810,572	42.8	492,705,610	28.7
Other shareholders	7,772,568	1.4	410,584,550	35.8	418,357,118	24.3
Treasury stock	1,697,538	0.2	12,214,344	1.1	13,911,882	0.8
	<u>573,627,483</u>	<u>100.0</u>	<u>1,146,031,245</u>	<u>100.0</u>	<u>1,719,658,728</u>	<u>100.0</u>

Shareholders	Shareholders					
	2020					
	Common	%	Pref.	%	Total	%
Metalúrgica Gerdau S.A.*	557,898,901	97.3	2,147,800	0.2	560,046,701	32.6
Brazilian institutional investors	3,397,955	0.6	227,262,531	19.8	230,660,486	13.4
Foreign institutional investors	3,142,148	0.5	492,076,396	42.9	495,218,544	28.8
Other shareholders	7,490,941	1.3	407,744,760	35.6	415,235,701	24.1
Treasury stock	1,697,538	0.3	16,799,758	1.5	18,497,296	1.1
	<u>573,627,483</u>	<u>100.0</u>	<u>1,146,031,245</u>	<u>100.0</u>	<u>1,719,658,728</u>	<u>100.0</u>

Shareholders	Shareholders					
	2019					
	Common	%	Pref.	%	Total	%
Metalúrgica Gerdau S.A.*	557,898,901	97.3	69,852,184	6.1	627,751,085	36.5
Brazilian institutional investors	3,068,614	0.5	241,698,143	21.1	244,766,757	14.2
Foreign institutional investors	3,875,655	0.7	427,735,548	37.3	431,611,203	25.1
Other shareholders	7,086,775	1.2	387,724,952	33.8	394,811,727	23.0
Treasury stock	1,697,538	0.3	19,020,418	1.7	20,717,956	1.2
	<u>573,627,483</u>	<u>100.0</u>	<u>1,146,031,245</u>	<u>100.0</u>	<u>1,719,658,728</u>	<u>100.0</u>

\* Metalúrgica Gerdau S.A. is the controlling shareholder and Indac – Ind. e Com. S.A. (holding of Gerdau’s family) is the ultimate controlling shareholder of the Company.

Preferred shares do not have voting rights and cannot be redeemed but have the same rights as common shares in the distribution of dividends and priority in the capital distribution in case of liquidation of the Company.

**b) Treasury stocks**

Changes in treasury stocks are as follows:

	2021			
	Common shares	R\$	Preferred shares	R\$
Opening balance	1,697,538	557	16,799,758	228,752
Exercise of long-term incentive plan	—	—	(4,585,414)	(76,900)
Closing balance	1,697,538	557	12,214,344	151,852

	2020			
	Common shares	R\$	Preferred shares	R\$
Opening balance	1,697,538	557	19,020,418	241,985
Exercise of long-term incentive plan	—	—	(2,220,660)	(13,233)
Closing balance	1,697,538	557	16,799,758	228,752

	2019			
	Common shares	R\$	Preferred shares	R\$
Opening balance	1,697,538	557	21,797,490	279,869
Exercise of long-term incentive plan	—	—	(2,777,072)	(37,884)
Closing balance	1,697,538	557	19,020,418	241,985

These shares are held in treasury for subsequent cancellation, selling in the market or to be granted under the long-term incentive plan of the Company. The average acquisition cost of these shares was R\$12.43 during 2021 (R\$13.62 and R\$12.72 during the years ended on December 31, 2020 and 2019, respectively).

**c) Capital reserves** — consists of premium on issuance of shares.

**d) Retained earnings**

**I) Legal reserves** — under Brazilian Corporate Law, the Company must transfer 5% of the annual net income determined on its statutory books in accordance with Brazilian accounting practices to the legal reserve until this reserve equals 20% of the paid-in capital. The legal reserve can be utilized to increase capital or to absorb losses but cannot be used for dividend purposes.

**II) Tax incentives reserve** — under Brazilian Corporate Law, the Company may transfer to this account part of net income resulting from government benefits which can be excluded from the basis for dividend calculation.

**III) Investments and working capital reserve** — consists of earnings not distributed to shareholders and includes the reserves required by the Company's by-laws. The Board of Directors may propose to the shareholders the transfer of at least 5% of the profit for each year determined in its statutory books in accordance with accounting practices adopted in Brazil to this reserve. Amount can be allocated to the reserve only after the minimum dividend requirements have been met and its balance cannot exceed the amount of paid-in capital. The reserve can be used to absorb losses, if necessary, for capitalization, for payment of dividends or for the repurchase of shares.

**e) Operations with non-controlling interests** — Corresponds to amounts recognized in equity from changes in non-controlling interests.

The effects of interest changes in subsidiaries for the years presented are composed of:

	December 31, 2021		
	Attributed to parent company's interest	Non-controlling interests	Total
(i) Other changes	—	(18,962)	(18,962)
Effects of interest changes in subsidiaries	—	(18,962)	(18,962)

	December 31, 2020		
	Attributed to parent company's interest	Non-controlling interests	Total
(i) Other changes	—	12,776	12,776
Effects of interest changes in subsidiaries	—	12,776	12,776

	December 31, 2019		
	Attributed to parent company's interest	Non-controlling interests	Total
(i) Other changes	—	(1,586)	(1,586)
Effects of interest changes in subsidiaries	—	(1,586)	(1,586)

(i) Other changes in subsidiaries without losing control, which may include among others, capital increases, other acquisitions of interests and dilutions of any nature.

**f) Other reserves** - Include: gains and losses on available for sale securities, gains and losses on net investment hedge, gains and losses on derivatives accounted as cash flow hedge, cumulative translation adjustments and expenses recorded for stock option plans.

**g) Dividends and interest on capital** - the shareholders have a right to receive a minimum annual mandatory dividend equal to 30% of adjusted net income as determined in its corporate records. The Company calculates interest on shareholders' capital in accordance with the terms established by Law 9249/95. The corresponding amount was recorded as a financial expense for tax purposes. For presentation purposes, this amount was recorded as dividends and did not affect net income.

	2021	2020	2019
Net income	15,494,111	2,365,763	1,203,736
Constitution of legal reserve	(756,334)	(109,649)	(55,876)
Constitution of the tax incentives reserve	(367,430)	(172,792)	(86,216)
Net income before dividends and interest on capital	14,370,347	2,083,322	1,061,644
Dividends and interest on capital	(5,014,450)	(714,487)	(356,539)
Dividend - adjustment in excess of the minimum statutory undistributed	(341,150)	—	—
Net income before constitution of investments and working capital reserve	9,014,747	1,368,835	705,105
Constitution of investments and working capital reserve	(9,014,747)	(1,368,835)	(705,105)

The dividends for the years 2021, 2020 and 2019 are presented below:

Period	Nature	RS /share	Dividends and interest on capital in the years				2021	2020	2019
			Outstanding shares (thousands)	Credit	Payment				
1 <sup>st</sup> quarter	Dividends	0.40	1,705,338	5/14/2021	5/26/2021	682,199	—	118,803	
2 <sup>nd</sup> quarter	Dividends	0.54	1,705,576	8/16/2021	8/26/2021	921,011	—	118,817	
3 <sup>rd</sup> quarter	Interest	0.38	1,705,582	9/27/2021	11/16/2021	648,122	—	—	
3 <sup>rd</sup> quarter	Interest	0.20	1,705,630	11/5/2021	11/16/2021	341,126	—	—	
3 <sup>rd</sup> quarter	Dividends	1.42	1,705,628	11/5/2021	11/16/2021	2,421,992	204,139	67,951	
4 <sup>th</sup> quarter	Dividends	0.20	1,705,747	3/7/2022	3/16/2022	341,150	—	50,968	
4 <sup>th</sup> quarter	Interest					—	510,348	—	
Proposed Interest and Dividends						5,355,600	714,487	356,539	
Credit per share (R\$)						3.14	0.42	0.21	

**NOTE 25 — EARNINGS (LOSS) PER SHARE (EPS)**

The following tables reconcile net income to the amounts used to calculate basic and diluted earnings per share.

**Basic**

	2021		
	Common	Preferred	Total
(in thousands, except share and per share data)			
<b>Basic numerator</b>			
Allocated net income available to common and preferred shareholders	5,198,011	10,296,100	15,494,111
<b>Basic denominator</b>			
Weighted-average outstanding shares, after deducting the average treasury shares	571,929,945	1,132,865,567	
Earnings per share (in R\$) — Basic	9.09	9.09	
	2020		
	Common	Preferred	Total
(in thousands, except share and per share data)			
<b>Basic numerator</b>			
Allocated net income available to common and preferred shareholders	795,617	1,570,146	2,365,763
<b>Basic denominator</b>			
Weighted-average outstanding shares, after deducting the average treasury shares	571,929,945	1,128,700,478	
Earnings per share (in R\$) — Basic	1.39	1.39	
	2019		
	Common	Preferred	Total
(in thousands, except share and per share data)			
<b>Basic numerator</b>			
Allocated net income available to common and preferred shareholders	405,607	798,129	1,203,736
<b>Basic denominator</b>			
Weighted-average outstanding shares, after deducting the average treasury shares	571,929,945	1,125,408,180	
Earnings per share (in R\$) — Basic	0.71	0.71	

**Diluted**

	2021	2020	2019
<b>Diluted numerator</b>			
<b>Allocated net income available to Common and Preferred shareholders</b>			
Net income allocated to preferred shareholders	10,296,100	1,570,146	798,129
Add:			
Adjustment to net income allocated to preferred shareholders in respect to the potential increase in number of preferred shares outstanding, as a result of long-term incentive plans of Gerdaul.	26,192	5,524	2,884
	<u>10,322,292</u>	<u>1,575,670</u>	<u>801,013</u>
Net income allocated to common shareholders	5,198,011	795,617	405,607
Less:			
Adjustment to net income allocated to preferred shareholders in respect to the potential increase in number of preferred shares outstanding, as a result of long-term incentive plans of Gerdaul.	(26,192)	(4,782)	(2,884)
	<u>5,171,819</u>	<u>790,835</u>	<u>402,723</u>
<b>Diluted denominator</b>			
<b>Weighted - average number of shares outstanding</b>			
Common Shares	571,929,945	571,929,945	571,929,945
Preferred Shares			
Weighted-average number of preferred shares outstanding	1,132,865,567	1,128,700,478	1,125,408,180
Potential increase in number of preferred shares outstanding in respect of long-term incentive plan of Gerdaul	8,633,716	10,821,083	12,157,614
Total	<u>1,141,499,283</u>	<u>1,139,521,561</u>	<u>1,137,565,794</u>
Earnings per share — Diluted (Common and Preferred Shares)	<u>9.04</u>	<u>1.38</u>	<u>0.70</u>

**NOTE 26 — LONG-TERM INCENTIVE PLANS**

**a) Quantity Summary of Restricted Shares and Performance Shares:**

Balance on January 1, 2019	<u>14,261,501</u>
Granted	2,647,995
Cancelled	(2,104,754)
Exercised	(1,786,335)
Balance on December 31, 2019	<u>13,018,407</u>
Granted	3,146,696
Cancelled	(1,777,100)
Exercised	(1,918,669)
Balance on December 31, 2020	<u>12,469,334</u>
Granted	2,228,196
Cancelled	(1,755,522)
Exercised	(4,407,441)
Balance on December 31, 2021	<u>8,534,567</u>

The Company recognizes the cost of the long-term incentive plan through Restricted Shares and Performance Shares based on the fair value of the options granted on the grant date during the vesting period of each grant. The grace period for the year is 3 years for grants made as from 2017. The costs with long-term incentive plans recognized in the income statement on December 31, 2020 were R\$ 65,289 (R\$ 62,801 and R\$ 43,895 on December 31, 2020 and 2019, respectively).

As of December 31, 2021, the Company has a total of 12,214,344 preferred shares in treasury and, according to Note 24, these shares may be used for serving this plan.

**b) Stock Options Plan:**

	2021		2020		2019	
	Number of shares	Average exercise price in the year R\$	Number of shares	Average exercise price in the year R\$	Number of shares	Average exercise price in the year R\$
Available at beginning of the year	—	—	—	—	15,480	16.72
Options Forfeited	—	—	—	—	(15,480)	16.72
Available at the end of the year	—	—	—	—	—	—

**NOTE 27 — SEGMENT REPORTING**

	Business Segments					
	2021					
	Brazil Operation	North America Operation	South America Operation	Special Steel Operation	Eliminations and Adjustments	Consolidated
Net sales	34,757,720	27,838,000	6,856,766	10,980,191	(2,087,596)	78,345,081
Cost of sales	(22,496,140)	(22,416,578)	(5,332,853)	(9,427,221)	2,145,071	(57,527,721)
Gross profit	12,261,580	5,421,422	1,523,913	1,552,970	57,475	20,817,360
Selling, general and administrative expenses	(781,942)	(639,370)	(157,912)	(233,348)	(293,379)	(2,105,951)
Other operating income (expenses)	137,649	42,141	27,514	71,287	241,140	519,731
Eletrbras compulsory loan recovery	—	—	—	—	1,391,280	1,391,280
Results in operations with subsidiary and joint ventures (note 3.4)	—	—	—	—	(162,913)	(162,913)
Impairment of financial assets	7,823	(7,668)	(1,073)	1,275	—	357
Equity in earnings of unconsolidated companies	—	279,948	268,291	28,831	(13,912)	563,158
Operational income before financial income (expenses) and taxes	11,625,110	5,096,473	1,660,733	1,421,015	1,219,691	21,023,022
Financial result, net	(538,341)	(156,437)	(314,473)	(238,249)	497,046	(750,454)
Income (Loss) before taxes	11,086,769	4,940,036	1,346,260	1,182,766	1,716,737	20,272,568
Income and social contribution taxes	(2,769,495)	(1,092,146)	(377,286)	(287,292)	(187,411)	(4,713,630)
Net income (Loss)	8,317,274	3,847,890	968,974	895,474	1,529,326	15,558,938
Supplemental information:						
Net sales between segments	1,352,079	70,904	16,297	648,316	—	2,087,596
Depreciation/amortization	1,330,963	627,483	213,001	487,114	—	2,658,561
Investments in associates and joint ventures	—	1,871,274	1,071,333	251,668	146,500	3,340,775
Total assets	24,835,717	22,096,314	7,113,706	13,658,147	6,110,729	73,814,613
Total liabilities	8,105,443	4,603,424	2,376,176	2,801,071	13,112,850	30,998,964

	Business Segments					
	2020					
	Brazil Operation	North America Operation	South America Operation	Special Steel Operation	Eliminations and Adjustments	Consolidated
Net sales	17,752,823	17,458,318	3,831,406	6,096,471	(1,324,357)	43,814,661
Cost of sales	(14,179,991)	(16,212,757)	(3,015,189)	(5,794,666)	1,318,501	(37,884,102)
Gross profit	3,572,832	1,245,561	816,217	301,805	(5,856)	5,930,559
Selling, general and administrative expenses	(562,019)	(476,518)	(116,479)	(179,822)	(195,547)	(1,530,385)
Other operating income (expenses)	31,500	97,751	16,684	55,097	916,667	1,117,699
Impairment of non-financial assets	—	(342,355)	—	(69,570)	—	(411,925)
Impairment of financial assets	(23,177)	(36,286)	(2,436)	(2,233)	—	(64,132)
Equity in earnings of unconsolidated companies	(1,287)	23,512	99,341	8,899	22,104	152,569
Operational income before financial income (expenses) and taxes	3,017,849	511,665	813,327	114,176	737,368	5,194,385
Financial result, net	(442,972)	(206,405)	(60,787)	(215,433)	(773,110)	(1,698,707)
Income (Loss) before taxes	2,574,877	305,260	752,540	(101,257)	(35,742)	3,495,678
Income and social contribution taxes	(652,126)	(178,447)	(195,440)	13,229	(94,840)	(1,107,624)
Net income (Loss)	1,922,751	126,813	557,100	(88,028)	(130,582)	2,388,054
Supplemental information:						
Net sales between segments	1,149,618	60,370	41	114,328	—	1,324,357
Depreciation/amortization	1,135,294	777,369	142,143	444,298	—	2,499,104
Investments in associates and joint ventures	10,186	908,338	976,046	231,152	145,907	2,271,629
Total assets	21,099,735	18,583,439	5,448,922	11,233,676	6,757,237	63,123,009
Total liabilities	7,469,541	5,261,820	1,360,098	1,994,575	15,951,765	32,037,799

[Table of Contents](#)

	Business Segments					Consolidated
	2019					
	Brazil Operation	North America Operation	South America Operation	Special Steel Operation	Eliminations and Adjustments	
Net sales	16,122,171	14,656,028	3,259,253	6,701,900	(1,095,342)	39,644,010
Cost of sales	(14,363,253)	(13,351,209)	(2,762,157)	(6,167,502)	1,203,395	(35,440,726)
Gross profit	1,758,918	1,304,819	497,096	534,398	108,053	4,203,284
Selling, general and administrative expenses	(539,344)	(444,326)	(119,627)	(170,170)	(156,989)	(1,430,456)
Other operating income (expenses)	295,818	44,660	17,416	35,571	55,734	449,200
Impairment of financial assets	(2,012)	(14,612)	(1,906)	(2,513)	—	(21,044)
Equity in earnings of unconsolidated companies	(828)	(110,959)	66,468	6,776	21,493	(17,050)
Operational income before financial income (expenses) and taxes	1,512,552	779,582	459,447	404,062	28,291	3,183,934
Financial result, net	(520,821)	(99,029)	(163,459)	(109,116)	(616,789)	(1,509,214)
Income (Loss) before taxes	991,731	680,553	295,988	294,946	(588,498)	1,674,720
Income and social contribution taxes	(214,400)	(188,458)	(100,341)	(60,749)	106,115	(457,833)
Net income (Loss)	777,331	492,095	195,647	234,197	(482,383)	1,216,887
Supplemental information:						
Net sales between segments	920,659	62,196	—	112,487	—	1,095,342
Depreciation/amortization	1,008,713	571,015	120,462	374,105	—	2,074,295
Investments in associates and joint ventures	11,472	681,807	748,392	224,201	146,527	1,812,399
Total assets	17,195,824	15,178,053	4,562,604	8,597,180	8,469,309	54,002,970
Total liabilities	4,686,686	4,506,771	996,876	1,604,885	15,034,625	26,829,843

The main products sold in each segment are:

Brazil Operations: rebar, bars, shapes, drawn products, billets, blooms, slabs, wire rod, structural shapes and iron ore.

North America Operations: rebar, bars, wire rod, light and heavy structural shapes.

South America Operations: rebar, bars and drawn products.

Special Steel Operations: stainless steel, round, square and flat bars, wire rod.

The column of eliminations and adjustments includes the elimination of sales between segments in the context of the Consolidated Financial Statements.

The Company's geographic information with revenues classified according to the geographical region where the products were shipped is as follows:

	Brazil	Latin America (1)	North America (2)	Geographic Area Consolidated
	2021	2021	2021	2021
Net sales	37,733,918	8,567,310	32,043,853	78,345,081
Total assets	31,740,469	8,959,237	33,114,907	73,814,613
	Brazil	Latin America (1)	North America (2)	Geographic Area Consolidated
	2020	2020	2020	2020
Net sales	18,798,384	4,996,434	20,019,843	43,814,661
Total assets	28,752,629	7,042,462	27,327,918	63,123,009
	Brazil	Latin America (1)	North America (2)	Geographic Area Consolidated
	2019	2019	2019	2019
Net sales	17,573,278	4,201,165	17,869,567	39,644,010
Total assets	26,124,159	5,781,527	22,097,284	54,002,970

(1) Does not include operations of Brazil

(2) Does not include operations of Mexico

**NOTE 28 — IMPAIRMENT OF ASSETS**

The Company performs tests for impairment of assets, notably goodwill and other long-lived assets, based on projections of discounted cash flows, which take into account assumptions such as: cost of capital, growth rate and adjustments applied to flows in perpetuity, methodology for working capital determination, investment plans, and long-term economic-financial forecasts. The impairment test of these assets are assessed based on the analysis of facts or circumstances that may indicate the need to perform the



impairment test and are performed at least annually, for groups of cash generating units containing goodwill, in December, or whenever changes in events or circumstances indicate that the goodwill and other long-lived assets may be impaired.

To determine the recoverable amount of each cash generating unit, the Company uses the discounted cash flow method, using as basis, financial and economic projections for each one. The projections are prepared by taking into consideration observed changes in the economic scenario in the market where the Company operates, as well as assumptions with respect to future results and the historical profitability of each segment.

The Company maintains its monitoring of the steel market in order to identify any deterioration, significant drop in demand from steel consuming sectors (notably automotive and construction), stoppage of industrial plants or significant changes in the economy or financial market that result in increased perception of risk or reduction of liquidity and refinancing capacity.

### **28.1 Other assets Impairment test**

In 2021 and 2019, no impairment losses were recognized for other long-lived assets.

In the fourth quarter of 2020, tests performed on other long-lived assets identified impairment losses in property, plant and equipment in the amount of R\$411,925, of which R\$69,570 in the Special Steel segment and R\$342,355 in the North America segment, resulting from a recoverable amount below the book value. These losses were determined based on the difference between the book value and the recoverable amount of these assets, which represents their value in use (higher between the fair value net of disposal expenses and their value in use). These losses were recorded in the line of Impairment of non-financial assets in the Consolidated Statements of Income.

The post-tax discount rates used for this test are the same as presented in Note 28.2 of the goodwill impairment test.

### **28.2 Goodwill impairment test**

The Company has four operating segments, which represents the lowest level in which goodwill is monitored by the Company. In 2021, 2020 and 2019, no impairment losses were recognized for goodwill.

The period for projecting the cash flows for the goodwill impairment test was five years. The assumptions used to determine the value in use based on the discounted cash flow method include analysis prepared in dollars, such as: projected cash flows based on management estimates for future cash flows, exchange rates, discount rates and growth rates on perpetuity. The cash flow projections already reflect a competitive scenario, as well as macroeconomic challenges in some geographies in which the Company operates. The perpetuity was calculated considering stable operating margins, levels of working capital and investments. The perpetuity growth rates considered in the 2021 test were: a) North America: 3% (3% in December 2020); b) Special Steel: 3% (3% in December 2020); c) South America: 3% (3% in December 2020); and d) Brazil: 3% (3% in December 2020).

The post-tax discount rates used were determined taking into consideration market information available on the date of performing the impairment test. The Company adopted distinct rates for each business segment tested with the purpose of reflecting the differences among the markets in which each segment operates, as well as the risks associated to each of them. The post-tax discount rates used were: a) North America: 9.50% (8.25% in December 2020); b) Special Steel: 10.50% (8.75% in December 2020); c) South America: 15.00% (11.25% in December 2020); and d) Brazil 11.25%: (9.75% in December 2020).

Discounted cash flows are compared to the book value of each segment and result in the recoverable amount that exceeded book value as shown below: a) North America: R\$5,769 million (R\$6,202 million in 2020); b) Special Steel: R\$4,238 million (R\$2,509 million in 2020); c) South America: R\$2,248 million (R\$4,141 million in 2020); and d) Brazil: R\$8,994 million (R\$13,424 million in 2020).

The Company performed a sensitivity analysis in the assumptions of discount rate and perpetuity growth rate, due to the potential impact in the discounted cash flows.

An increase of 0.5 percentage points in the discount rate of each segment's cash flow would result in a recoverable amount that exceeded book value as shown below: a) North America: R\$4,337 million (R\$4,589 million in 2020); b) Special Steel: R\$3,301

[Table of Contents](#)

million (R\$1,568 million in 2020); c) South America: R\$2,057 million (R\$3,757 million in 2020); and d) Brazil: R\$7,582 million (R\$11,348 million in 2020).

On the other hand, a decrease of 0.5 percentage points in the perpetuity growth rate of the cash flow of each business segment would result in a recoverable amount that exceeded book value as shown below: a) North America: R\$4,679 million (R\$4,914 million in 2019); b) Special Steel: R\$3,545 million (R\$1,754 million in 2020); c) South America: R\$2,135 million (R\$3,867 million in 2020); and d) Brazil: R\$7,962 million (R\$11,809 million in 2020).

The Company will maintain over the next year its constant monitoring of the steel market in order to identify any deterioration, significant drop in demand from steel consuming sectors (notably automotive and construction), stoppage of industrial plants or activities significant changes in the economy or financial market that result in increased perception of risk or reduction of liquidity and refinancing capacity. Although the projections made by the Company provide a more challenging scenario than that in recent years, the events mentioned above, if manifested in a greater intensity than that anticipated in the assumptions made by management, may lead the Company to revise its projections of value in use and eventually result in impairment losses.

**NOTE 29 — EXPENSES BY NATURE**

The Company opted to present its Consolidated Income Statement by function. As required by IAS 1, the expenses classified by nature are as follows:

	<b>2021</b>	<b>2020</b>	<b>2019</b>
Depreciation and amortization	(2,658,561)	(2,499,104)	(2,074,295)
Labor expenses	(7,249,811)	(5,867,265)	(5,175,373)
Raw material and consumption material	(43,720,989)	(26,945,440)	(25,890,618)
Freight	(3,898,360)	(2,572,293)	(2,300,439)
Other expenses/income, net	(1,585,863)	(476,818)	(1,002,301)
Eletrobras compulsory loan recovery	1,391,280	—	—
Results in operations with subsidiary and joint ventures	(162,913)	—	—
Impairment of non-financial assets	—	(411,925)	—
	<u>(57,885,217)</u>	<u>(38,772,845)</u>	<u>(36,443,026)</u>
Classified as:			
Cost of sales	(57,527,721)	(37,884,102)	(35,440,726)
Selling expenses	(715,830)	(512,950)	(476,339)
General and administrative expenses	(1,390,121)	(1,017,435)	(954,117)
Other operating income	979,760	1,763,684	636,847
Other operating expenses	(460,029)	(645,985)	(187,647)
Eletrobras compulsory loan recovery	1,391,280	—	—
Results in operations with subsidiary and joint ventures	(162,913)	—	—
Impairment of financial assets	357	(64,132)	(21,044)
Impairment of non-financial assets	—	(411,925)	—
	<u>(57,885,217)</u>	<u>(38,772,845)</u>	<u>(36,443,026)</u>

**NOTE 30 — FINANCIAL INCOME**

	<u>2021</u>	<u>2020</u>	<u>2019</u>
Income from short-term investments	182,639	108,057	87,241
Interest income and other financial income	66,385	86,035	135,972
Financial Income	<u>249,024</u>	<u>194,092</u>	<u>223,213</u>
Interest on debt	(1,059,841)	(1,022,460)	(938,120)
Monetary variation and other financial expenses	(373,246)	(426,001)	(531,634)
Financial Expenses	<u>(1,433,087)</u>	<u>(1,448,461)</u>	<u>(1,469,754)</u>
Exchange Variation, net	(108,373)	(204,291)	(247,555)
Bonds repurchase expenses	(264,687)	(239,273)	—
Tax credits monetary update	788,741	—	—
Gains and losses on derivative financial instruments, net	17,928	(774)	(15,118)
Financial result, net	<u>(750,454)</u>	<u>(1,698,707)</u>	<u>(1,509,214)</u>

GERDAU S.A.  
CNPJ nº 33.611.500/0001-19  
NIRE 35300520696  
Public Company

#### LONG-TERM INCENTIVE PLAN

**Definitions.** The expressions listed below used throughout this document have the following meanings:

- A. “**SHARE** or **SHARES**” means book-entry preferred shares with no par value issued by the **COMPANY** that will be granted by the **COMPANY** or by the **GRANTING GERDAU GROUP ENTITY** to the **EXECUTIVES**, under the terms of this **PLAN**.
- B. “**RESULT CONDITIONED SHARE**” means the right to receive **SHARES** in proportion to the achievement of performance goals, according to criteria previously defined by the **COMMITTEE**, after the end of the **GRACE PERIOD**, when the period for calculating the results ends. Upon the achievement of previously defined results, the corresponding shares will become transferable to the **EXECUTIVE** grant holder.
- C. “**RESTRICTED SHARE**” means the right to receive **SHARES**, after the end of **GRACE PERIOD**, when the restriction period ends if, and only if, certain restrictions are overcome. By overcoming the restrictions defined by the **COMMITTEE**, the share will become transferable to the **EXECUTIVE** grant holder.
- D. “**ADR**” means *American Depositary Receipts*, which are stock receipts that represent **SHARES**, traded on the stock exchange in the United States.
- E. “**RETIREMENT**” means paid leave from work of the **EXECUTIVE**, due to the fulfillment of the requirements foreseen in the **COMPANY**’s Retirement Plan, or one of the corporations of **GERDAU GROUP**, and/or the retirement plan determined by the legislation in force at **LOCATION**.
- F. “**COMMITTEE**” means the Remuneration Committee of Gerdau S.A., an advisory body to the Board of Directors of **COMPANY**, responsible for, among others, evaluating the strategy, policy, and budget related to long-term incentives and other programs related to the total remuneration of employees, proposing them to the Board of Directors. **COMPANY**’s Board of Directors is, in the last instance, the body responsible for approving and establishing the remuneration and human resources policies and practices of the **COMPANY** and other **GRANTING GERDAU GROUP ENTITY**.
- G. “**COMPANY**” means the GERDAU S.A.
- H. “**EXECUTIVE(S)**” means statutory directors and/or employees eligible for the **PLAN**.
- I. “**STI**” means short-term incentive plan.
- J. “**LTI**” means long-term incentive plan.
- K. “**UNABLE**” means a state of total and permanent disability resulting from illness or accidental injury, that totally prevents the **EXECUTIVE** from performing all the significant functions of his regular employment, as evidenced according to criteria defined in the legislation of each **LOCATION**.
- L. “**INCENTIVES**” means **RESTRICTED SHARE**, **RESULT CONDITIONED SHARES**, **SHARES OPTIONS** and/or **ADRs** to be granted to **EXECUTIVES** by the **COMPANY**, or by one of the corporations of **GERDAU GROUP**, after the fulfillment of the **GRACE PERIOD** if, and only if, certain conditions are observed, according to rules outlined in this **PLAN**.
-

M. “**LOCATION**” means the country in which a specific **EXECUTIVE** performs their duties with the employment contract signed with any of the **GRANTING GERDAU GROUP ENTITY**.

N. “**MATCHING**” means the counterpart made by the **COMPANY**, or by one of the corporations of the **GERDAU GROUP**, doubling the number of **RESTRICTED SHARES** acquired by the **EXECUTIVE** in the **LTI MATCHING PROGRAM**.

O. “**SHARE OPTION**” means the option to acquire **SHARES** at a future date, after the end of the **GRACE PERIOD** (Option Financial Year Date) and up to a deadline (Expiration Date), at a price fixed on the date the option is granted (Financial Year Price) and, if applicable, by overcoming other terms and conditions previously defined.

P. “**NORTH AMERICA OPERATIONS**” means the operating corporation of the **GERDAU GROUP** which is located in the United States of America and Canada.

Q. “**GRACE PERIOD**” means the period between the date of granting any of the **INCENTIVE** to the **EXECUTIVE** until the date when the respective restrictions become feasible or exceeded. When the **GRACE PERIOD** ends, the conditions for full acquisition of the right to the **INCENTIVE** are achieved, and the **EXECUTIVE** can dispose, assign, pledge, exchange, rent, or otherwise transfer the **INCENTIVES** granted by the **COMPANY** to third parties, if you wish.

R. “**FORECLOSED NEGOTIATION PERIOD**” means the period during which, in accordance with the policies of the **COMPANY**, none of its securities may be traded by certain persons designated by it, including any holder of one of the grants described in this **PLAN**. It does not include in the concept the period of Foreclosed Negotiation Period in eventual periods in which the trading of securities of the **COMPANY** is suspended, due to the determination of the Brazilian Securities Commission.

S. “**PLAN**” means the current Long-Term Incentive Plan.

T. “**SPECIFIC SHARES FOR RETENTION PROGRAM**” means the LTI program provided for in item 6.2. of this **PLAN**.

U. “**SHARE OR ADR DISCOUNT PURCHASE PROGRAM**” means the LTI program provided for in item 6.3 of this **PLAN**.

V. “**REGULAR LTI PROGRAM**” means the LTI program provided for in item 6.1. **PLAN**.

W. “**LTI MATCHING PROGRAM**” means the LTI program provided for in item 6.4. of this **PLAN**.

X. “**SCORECARD ESG**” means the matrix of indicators aimed at the areas of environment, people, social responsibility, and corporate governance (*Environmental, Social, and Governance*).

Y. “**ASSOCIATED CORPORATION**” means the corporation in which the **COMPANY** has significant influence, under the terms of the Brazilian Corporation Law and legislation applicable to the categories.

Z. “**CONTROLLED CORPORATION**” means companies in which the **COMPANY**, directly or indirectly, holds partner rights that ensure its control power.

AA. “**GRANTING GERDAU GROUP ENTITY**” means any of **CONTROLLED CORPORATION** and/or **ASSOCIATED CORPORATION** to grant **INCENTIVES** to **EXECUTIVES** in any **LOCATION** and in compliance with any of the **LTI PROGRAMS** provided in this **PLAN**.

BB. “**END OF TERM**” means the end date of the mandate held by **EXECUTIVES** who have statutory positions.

CC. “**FAIR MARKET VALUE**” means the closing price of the share in the stock exchange whereby the share is traded on the date of the financial year. If there was no trading of preferred shares on the financial year-date, the closing value should be used on the last trading day. If for some reason it is not possible to obtain the fair market value through the stock exchange where it is traded, it will be up to the **COMMITTEE** to define such value, using reasonable valuation methods.

---

## **1. OBJECTIVES OF THE PLAN**

1.1. This **PLAN** aims to attract, retain and motivate **COMPANY's EXECUTIVE** and the corporations of **GERDAU GROUP** through a long-term incentive system, based on **SHARES** or in **ADR** of the **COMPANY**, which encourages **EXECUTIVES** to stay in the **GERDAU GROUP**, their growth and success aligned with the interests of the **COMPANY** and its shareholders.

## **2. ADMINISTRATION**

2.1. The administration of the **PLAN** will be the **COMMITTEE's** responsibility, which will have powers and authority to, at your discretion:

A. Determine **EXECUTIVES** eligible for granting concessions in accordance to the o **PLAN**;

B. Approve the concession of grants in the quantities, modalities, and according to the **PLAN** terms and conditions, including, among others:

- a. the period or periods in which grants may be provided;
- b. the conditions under which grants can be:
  - i. provided;
  - ii. exercised; and
  - iii. expired, including any conditions relating to the achievement of performance targets stipulated.
- c. the financial year price and/or the price to be paid by the **EXECUTIVE** concerning providing of grants;
- d. the period (s) in which each grant becomes exercisable and the financial year deadline;
- e. to assess the need for performance targets, restrictions, or limitations on grants, as well as the nature of these performance targets, restrictions, or limitations, if applicable; and
- f. to evaluate the need for the anticipation of the right to exercise or the acquisition of a right or waiver in relation to any grant, based on factors that may be determined by the **COMMITTEE**;

C. To interpret this **PLAN** and adopt, change and terminate the standards and rules of an administrative nature or other standards and regulations related to this **PLAN**, provided that they do not constitute a change to the **PLAN** approved by the **COMPANY's** General Shareholders' Meeting or the Human Resources policy and strategy in force, observing where applicable the **LOCATION** legislation; and

D. Take all necessary or recommended measures for the implementation and administration of this **PLAN**.

2.2. In exercising its duties and powers, the **COMMITTEE** is not obliged, by any rule of equality or analogy, to extend the application of the **PLAN** to other employees, in situations similar to the eligible **EXECUTIVES**.

## **3. ELIGIBILITY**

3.1. Only the **EXECUTIVES** recommended by the **COMMITTEE** will be eligible for the **PLAN**.

3.2. The long-term incentive plan for the **NORTH AMERICAN OPERATIONS** remains in effect, and, in what is contradictory, the provisions contained in this **PLAN** must be observed regarding those in force in **NORTH AMERICA OPERATIONS**.3.3. If the employment contract signed between the **EXECUTIVE** and the **GRANTING GERDAU**

**GROUP ENTITY** is suspended, the grants already made will be maintained. In case of future reactivation of the employment contract, the **EXECUTIVE** will be eligible for the **INCENTIVE** modalities in accordance with the **PLAN** rules of his **LOCATION**. In case of termination of the employment contract, the rules of item 7 will be observed.

---

3.4. If the employment contract signed between the **EXECUTIVE** and the **GRANTING GERDAU GROUP ENTITY** is terminated for contracting with another company of the **GERDAU GROUP**, the grants previously approved by the **COMMITTEE** will be maintained, respecting the restriction and performance rules of the **GRACE PERIOD**. New grants will be conditioned to the eligibility to any **INCENTIVE** modalities of this **PLAN**, in the new contracting corporation of **GERDAU GRUP**, if any.

#### **4. GRANT NON-TRANSFERIBLE**

4.1. The grants provided by this **PLAN** can only be exercised during the life of the **EXECUTIVE** who participates and by him/her, and any assignment or transfer of grants is prohibited, whether voluntary, involuntary, by law, or otherwise, to any third party other than the **EXECUTIVE**.

4.2. The participating **EXECUTIVE** undertakes not to encumber the grants, nor to institute any encumbrance that may prevent the execution of the provisions of this **PLAN**.

4.3. If the **EXECUTIVE** makes any assignment, transfer, or encumbrance of the grants mentioned in this **PLAN**, as well as any rights related to them, the referred grants will be immediately canceled and will no longer have any validity or effect, except as defined in item 7.2.

#### **5. MODALITIES OF INCENTIVES**

##### **5.1. STOCK OPTIONS Granting**

The **COMMITTEE** may, from time to time, grant **STOCK OPTIONS** to any **EXECUTIVE**, subject to the provisions of this **PLAN**, in particular to item 10.7.

##### **5.1.2. STOCK OPTIONS Grant Price**

The grant price will be determined by the average price of the **SHARES'** value in 10 (ten) consecutive trading sessions, considering in this calculation the last 5 (five) sessions of the previous year and the 5 (five) first sessions of the year of the respective grant to **EXECUTIVES** of Brazil and (b) closing value of **SHARE** on March 20th for grants for **EXECUTIVES** of **NORTH AMERICA OPERATIONS**, or, still, on the first business day immediately before that date, if March 20th is not a business day at **LOCATION**.

##### **5.1.3. STOCK OPTIONS expiration**

Unless otherwise determined by the **COMMITTEE**, each **STOCK OPTIONS** will expire on the 10th (tenth) anniversary of the grant date. If the said expiration date falls during or within 10 (ten) business days after a **FORECLOSED NEGOTIATION PERIOD**, or the **GRANTING GERDAU GROUP ENTITY**, the due date of this **STOCK OPTIONS** will be extended up to 10 (ten) business days after the end of the **FORECLOSED NEGOTIATION PERIOD**.

The **COMMITTEE** will have the authority to condition the granting of **STOCK OPTIONS** to the achievement of specific performance targets or to other factors (which may be different between the different **STOCK OPTIONS** grants) that may be determined by the **COMMITTEE**, in its sole discretion.

##### **5.1.4. STOCK OPTIONS financial year**

Except as provided for in this **PLAN** or in the **STOCK OPTIONS**, grant document, the **COMMITTEE** will determine when each **STOCK OPTION** will have fulfilled the requirements to become exercisable by the **EXECUTIVES**.

---

After the **STOCK OPTIONS** become exercisable, they may be exercised by the **EXECUTIVE**, at any time and until their expiration, in whole or in part, unless otherwise specified by the **COMMITTEE** or in this **PLAN**. The **COMMITTEE** may anticipate the date when the **STOCK OPTIONS** will become exercisable.

Subject to the provisions of this **PLAN**, **STOCK OPTIONS** must be exercised upon delivery of exercise notice by the **EXECUTIVE** to the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**.

#### 5.1.5. Financial year price payment of **STOCK OPTIONS**

The Financial year price related to the **STOCK OPTIONS** granted must be paid in full by the **EXECUTIVE**, in the national currency of the **LOCATION** where the grant occurs, unless there is a different provision from the **COMMITTEE**. No **SHARES** will be issued or transferred until the respective full payment is received by the **COMPANY** or by the **GRANTING GERDAU GROUP ENTITY**.

In accordance with the deadline to be defined by the **COMMITTEE** in each case, after receiving any exercise notice and corresponding full payment of the financial year price of a **STOCK OPTIONS**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** will determine to the agent responsible for the bookkeeping of **SHARES** the transfer to the **EXECUTIVE** of the respective **SHARES**, free of charge. Exceptionally and subsequent to prior authorization by the **COMMITTEE**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** may pay in cash, in an amount equivalent to the number of the respective **SHARES** multiplied by the **FAIR MARKET VALUE**, on the financial year date. The **COMMITTEE** will, at its sole discretion, choose between one of the above alternatives.

#### 5.2. **RESTRICTED SHARES** Granting

The **COMMITTEE** may, from time to time, grant **RESTRICTED SHARES** to any **EXECUTIVE**, tied to the specified restrictions and subject to the provisions of this **PLAN**, in particular the item 10.7.

##### 5.2.1. Acquisition of the right to **RESTRICTED SHARES**

The **COMMITTEE** will have the authority to determine, on the grant date and at its sole discretion, the number of **RESTRICTED SHARES** to be granted, the restrictions imposed on **RESTRICTED SHARES**, the duration of the **GRACE PERIOD**, and any other terms applicable to the grant. If the **EXECUTIVE** does not comply with the provisions of the **PLAN** and the conditions foreseen for the granting of **RESTRICTED SHARES**, they will be canceled.

##### 5.2.2. **RESTRICTED SHARES** Grant Price

The grant price will be determined by (a) the average quotation price of the **SHARES** in 10 (ten) consecutive trading sessions, considering in this calculation the last 5 (five) sessions of the previous year and the 5 (five) first sessions of the year of the respective grant to **EXECUTIVES** of Brazil and (b) closing value of **SHARE** on March 20th for grants for **EXECUTIVES** of **NORTH AMERICA OPERATIONS**, or, still, on the first business day immediately before that date, if March 20th is not a business day at **LOCATION**.

##### 5.2.3. Restriction

The **COMMITTEE** will establish the restriction (s) and/or the methodology to establish restriction (s), which will be effective during the **GRACE PERIOD** of **RESTRICTED SHARES**.

The restrictions may be based on the fulfillment of performance targets, during the defined **GRACE PERIOD**, or any other basis that is determined by the **COMMITTEE**. The **COMMITTEE** may modify the restrictions as necessary to align them with the objectives of the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**, in the event of a substantial change in its business, operations, capital, or corporate structure.

##### 5.2.4. Overcoming Restrictions

Subject to the provisions of the **PLAN** and the conditions of the grant, **RESTRICTED SHARES** may be sold, transferred, or otherwise traded only when all restrictions are overcome.

---



#### 5.2.5. RESTRICTED SHARES transferring

Surpassed all restrictions and the **GRACE PERIOD** defined by the **COMMITTEE**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** will determine to the agent responsible for the bookkeeping of the **SHARES** the transfer to the **EXECUTIVE** of the respective **SHARES**, at no cost. Exceptionally and subsequent to prior authorization by the **COMMITTEE**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** may pay in cash, in an amount equivalent to the number of the respective **SHARES** multiplied by the **FAIR MARKET VALUE**, on the financial year. The **COMMITTEE** will, at its sole discretion, choose between one of the above alternatives.

#### 5.3. PERFORMANCE SHARES Granting

The **COMMITTEE** may, from time to time, grant **PERFORMANCE SHARES** to any eligible **EXECUTIVE**, linked to the specified performance goals and subject to the provisions of this **PLAN**, in particular item 10.7.

##### 5.3.1. Acquisition of the Right to PERFORMANCE SHARES

The **COMMITTEE** will have the authority to determine, on the date of granting the **PERFORMANCE SHARES** and at its sole discretion, the performance goals to be achieved over the defined period, as well as to establish the period for determining the results, the number of **PERFORMANCE SHARES** to be provided and any other terms applicable to the grant. If the **EXECUTIVE** does not comply with the **PLAN**'s provisions and restrictions, they will be canceled. The number of **PERFORMANCE SHARES** to be transferred to the **EXECUTIVE** will be proportional to the achievement of the pre-defined performance goals.

##### 5.3.2. PERFORMANCE SHARES Grant Price

The grant price will be determined by (a) the average price of the **SHARES**' value in 10 (ten) consecutive sessions, considering in this calculation the last 5 (five) sessions of the previous year and the 5 (five) first sessions of the year of the respective grant to **EXECUTIVES** of Brazil and (b) closing value of **SHARE** on March 20th for grants for **EXECUTIVES** of **NORTH AMERICA OPERATIONS**, or, still, on the first business day immediately before that date, if March 20th is not a business day at **LOCATION**.

##### 5.3.3. Performance Goals

**COMPANY**'s Board of Directors, with the support of its advisory committees, will establish performance targets that may be based on (a) economic and financial indicators and (b) sustainability indicators, which will consider a combination of indicators that are part of the **SCORECARD ESG** adopted by the **COMPANY**. Performance can be assessed by meeting global corporate goals, in units, individual goals, in the combination of these, or even on any other basis. The **COMPANY**'s Board of Directors may modify the performance targets as necessary to align them with the objectives of the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**, if there is, subsequently, a substantial change in its business, operations, capital, or corporate structure.

##### 5.3.4. PERFORMANCE SHARES transferring

Surpassed all restrictions and the **GRACE PERIOD** defined by the **COMMITTEE**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** will determine to the agent responsible for the bookkeeping of the **SHARES** the transfer to the **EXECUTIVE** of the respective **SHARES**, without cost. Exceptionally and subsequent to prior authorization by the **COMMITTEE**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** may pay in cash, an amount equivalent to the number of the respective **SHARES** multiplied by the **FAIR MARKET VALUE**, on the financial year. The **COMMITTEE** will, at its sole discretion, choose between one of the above alternatives.

## 6. LTI PROGRAMS

### REGULAR LTI PROGRAM

In the **GERDAU REGULAR LTI PROGRAM**, **EXECUTIVES** are annually granted the right to receive part of their target amount, according to their salary grade, in **INCENTIVES**, according to pre-defined terms and conditions by the **COMMITTEE**.

---

Unless otherwise determined by the **COMMITTEE**, **INCENTIVES** granted in the **REGULAR LTI PROGRAM** will be submitted to the **GRACE PERIOD**, defined by the **COMMITTEE**.

The **COMMITTEE** will be responsible to authorize grants' providing in quantities, modalities, and eligibility according to the terms and conditions of the **PLAN**, including, among others.

## 6.2. SPECIFIC SHARES FOR RETENTION PROGRAM

It is reserved for the **COMMITTEE** to approve an annual budget to grant **INCENTIVES** to **EXECUTIVES**, individually and at any time, aiming at retaining high-performance talents and employees by the **COMPANY** or by the **GRANTING GERDAU GROUP ENTITY**, which may correspond to several **SHARES** equivalent to up to 70% (seventy percent) of the total **SHARES** granted in the **GERDAU REGULAR LTI PROGRAM**.

Unless otherwise determined by the **COMMITTEE**, **INCENTIVES** granted in the **SPECIFIC SHARES FOR RETENTION PROGRAM** will be subject to the restriction and performance rules determined by the **COMMITTEE**.

## 6.3. SHARE OR ADR DISCOUNT PURCHASE PROGRAM

The **COMMITTEE** may, from time to time, grant the right to **SHARE OR ADR DISCOUNT PURCHASE** to any **EXECUTIVE** subject to the provisions of this **PLAN**, in particular item 10.7, and other terms and conditions that it may determine.

With the right to **SHARE OR ADR DISCOUNT PURCHASE** the **EXECUTIVE** will be able to purchase a certain number of **SHARES** or **ADR**, by applying a discount on the **FAIR MARKET VALUE** of the share and linked to the **EXECUTIVE**'s permanence in the **COMPANY**.

### 6.3.1. Acquisition of the Right to **SHARE OR ADR DISCOUNT PURCHASE**

The **COMMITTEE** will have the authority to determine, on the date of granting the right to **SHARE OR ADR DISCOUNT PURCHASE**, at its sole discretion, the conditions so that the **EXECUTIVE**, once these conditions are fulfilled, can exercise the effective **SHARE OR ADR DISCOUNT PURCHASE PROGRAM**. If the **EXECUTIVE** does not comply with the conditions imposed by the **COMMITTEE** or provided in this **PLAN**, he/she will lose the right to **SHARE OR ADR DISCOUNT PURCHASE**.

### 6.3.2. Prices of **SHARE OR ADR DISCOUNT PURCHASE**

The price of **SHARE OR ADR DISCOUNT PURCHASE** will be determined based on the **FAIR MARKET VALUE**, on the date on which the right of **SHARE OR ADR DISCOUNT PURCHASE** is exercised by the **EXECUTIVE** or other employees, applying the discount percentage defined by the **COMMITTEE**, when granting this right, in accordance with the **COMPANY**'s strategy and market information.

### 6.3.3. **SHARE OR ADR DISCOUNT PURCHASE PROGRAM** expiration

Unless otherwise determined by the **COMMITTEE**, the **SHARES** acquired by the **EXECUTIVE** through the right of **SHARE OR ADR DISCOUNT PURCHASE** will become free after the end of the **GRACE PERIOD** defined in this **PLAN**, in other words, will have no restrictions for that the **EXECUTIVE** can sell, assign, pledge, exchange, rent or otherwise transfer to third parties. If the **GRACE PERIOD** expires on or within 10 (ten) business days after a **FORECLOSED NEGOTIATION PERIOD** of **SHARES** or **ADR**, the due date of this **SHARE OR ADR DISCOUNT PURCHASE** will be extended by up to 10 (ten) business days after the end of the **FORECLOSED NEGOTIATION PERIOD**.

---

#### 6.3.4. Price payment of the **SHARE OR ADR DISCOUNT PURCHASE**

The price for the **SHARE OR ADR DISCOUNT PURCHASE** must be paid in full in cash, in the national currency of the **LOCATION** where the purchase occurs, unless there is a different provision from the **COMMITTEE** about the acquisition of those specific **SHARES** or **ADR** related to **SHARE OR ADR DISCOUNT PURCHASE**. No shares will be issued or transferred until the respective full payment is received by the **COMPANY** or by the **GRANTING GERDAU GROUP ENTITY**.

In accordance with the deadline to be defined by the **COMMITTEE** in each case, after receiving any exercise notice and corresponding full payment of the financial year price of a **SHARE DISCOUNT PURCHASE**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** will determine to the agent responsible for the bookkeeping of **SHARES** the transference to the **EXECUTIVE** of the respective **SHARES** or **ADR**, at no cost. Exceptionally and subsequent to prior authorization by the **COMMITTEE**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** may pay in cash, the amount equivalent to the number of the respective **SHARES** or **ADR**, multiplied by the **FAIR MARKET VALUE**, on the financial year date. The **COMMITTEE** will, at its sole discretion, choose between one of the above alternatives.

#### 6.4. **LTI MATCHING PROGRAM**

In **GERDAU's LTI – Long-Term Incentive Plan – MATCHING PROGRAM**, the **COMMITTEE** has full discretion to rule, annually, the annual budget designated to purchasing **SHARES** or **ADR** destined to the **LTI MATCHING PROGRAM**.

In this program, the eligible **EXECUTIVE** has the opportunity to use a portion of the amount received as **STI – Short-Term Incentive Plan** – to purchase **SHARES** or **ADR**, that shall follow the **GRACE PERIOD** defined by the **COMMITTEE**. By the end of the **GRACE PERIOD**, and according to the criteria defined and approved by the **COMMITTEE**, the **EXECUTIVE** shall receive, in return and the same amount, from the **COMPANY**, the balancing entry of the purchase of their **SHARES**.

##### 6.4.1. Restriction

Restrictions might be defined by the **COMMITTEE** and based on the achieving of performance goals, the course of time, by both, or any other baseline determined by the **COMMITTEE**. The **COMMITTEE** can change the restrictions, whenever necessary, to adjust them to the goals of the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**. Such adjustments might comprehend substantial changes in the business, operations, capital, or ownership breakdown of the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**.

##### 6.4.2. Surpassing Restrictions

Liable to the definitions of the **PLAN** and grant conditions, the **RESTRICT SHARES** or **ADRs** comprehended by the **LTI MATCHING PROGRAM** shall only be sold, transferred, or traded in different ways when all the restrictions have been surpassed and the **GRACE PERIOD** finished.

##### 6.4.3. **LTI MATCHING PROGRAM RESTRICTED SHARES** transferring

Surpassed all restrictions and the **GRACE PERIOD** defined by the **COMMITTEE** in this Program, the **COMPANY** or **GRANTING GERDAU GROUP ENTITY** shall request the agent responsible for the bookkeeping of the **SHARES** or the custody of the **ADRs** transfers respective **SHARES** or **ADRs** to the **EXECUTIVE**, without additional expenses to the **EXECUTIVE** in question. Exceptionally and subsequent to prior authorization by the **COMMITTEE**, the **COMPANY** or **GRANTING GERDAU GROUP ENTITY** shall pay, in currency, and equivalent value to the number of respective **SHARES** or **ADRs**, multiplied by the **FAIR MARKET VALUE**, in the date of the financial year. It is up to the **COMMITTEE**, at its sole discretion, the choice among one of the aforementioned alternatives.

---

## **7. EMPLOYMENT AGREEMENT TERMINATION**

### **7.1. Resignation Request, Unfair Dismissal, Fair Dismissal or RETIREMENT on the initiative of the EXECUTIVE**

Liable to terms and conditions of the concessions described in this **PLAN**, in case there is the termination of the employment agreement between an eligible **EXECUTIVE** and the **COMPANY**, or with the **GRANTING GERDAU GROUP ENTITY**, the following rules shall be observed, unless decided otherwise by the **COMMITTEE**:

A. In the case of dismissal of the **EXECUTIVE** per resignation request by the **EXECUTIVE** or **RETIREMENT** on the initiative of the **EXECUTIVE**, he or she shall have: (i) up to 12 (twelve) months from the date of termination of the employment agreement, or (ii) up to the date of expiration of the **SHARE OPTIONS**, whichever occurs first, to exercise the **SHARE OPTIONS** or to receive in currency the **FAIR MARKET VALUE** of the **SHARE OPTIONS** that have already fulfilled the **GRACE PERIOD**. All the **SHARE OPTIONS**, as well as all **INCENTIVE** previously granted to the **EXECUTIVE** that have not fulfilled the **GRACE PERIOD** shall automatically and immediately cancel.

B. In the case of dismissal on the initiative of the **GRANTING GERDAU GROUP ENTITY**, by fair dismissal, all **INCENTIVE** previously granted to and not yet exercised by the **EXECUTIVE** shall be automatically and immediately canceled, even if such incentive has already fulfilled the **GRACE PERIOD**.

C. In the case of dismissal on the initiative of the **GRANTING GERDAU GROUP ENTITY**, by unfair dismissal, all **INCENTIVE** previously granted to the **EXECUTIVE** that has not yet fulfilled the **GRACE PERIOD**, shall be automatically and immediately canceled.

D. The eligibility of an **EXECUTIVE** to any of the concessions stated in the **PLAN** shall expire on the date when the **GRANTING GERDAU GROUP ENTITY** notify the **EXECUTIVE** about the termination of the

agreed relationship that held such eligibility, even if such date is prior to the actual termination of the agreement.

E. During the **LTI MATCHING PROGRAM**, in case there is the termination of the working agreement between the **EXECUTIVE** and the **GRANTING GERDAU GROUP ENTITY**, by any of the reasons mentioned on item 7.1. before the end of the **GRACE PERIOD**, the **EXECUTIVE** shall become ineligible to the **SHARES MATCHING** described on the aforementioned program, notwithstanding the property rights of the **SHARES** that were acquired and received through their **STI**.

F. Regarding the **SHARES OR ADR DISCOUNT PURCHASE PROGRAM**, in case there is the dismissal of the **EXECUTIVE**, under the terms of item 7.1, the **EXECUTIVE** shall return to the **COMPANY** the amount equal to the discount received when purchasing the **SHARES** or **ADRS**.

### **7.2. Transferring of the EXECUTIVE, RETIREMENT on the initiative of the COMPANY, disability, TERM EXPIRATION, or Passing**

Liable to terms and conditions of the concessions described in this **PLAN**, in case there is the termination of the employment agreement between an eligible **EXECUTIVE** and the **COMPANY**, or with the **GRANTING GERDAU GROUP ENTITY**, the following rules shall be observed, unless determined otherwise by the **COMMITTEE**:

A. In the case of unfair dismissal of the **EXECUTIVE** due to **RETIRING** on the initiative of the **GRANTING GERDAU GROUP ENTITY**, disability, or passing, the **EXECUTIVE** shall have the right to exercise the **SHARE OPTIONS**, which will settle the position of the **EXECUTIVE** in the **PLAN**.

B. The **EXECUTIVE** shall receive the number of **RESTRICTED SHARES** that were granted to him/her, without them being subject to performance goals, even if those shares are within the **GRACE PERIOD**, proportional to the number of months of each period, between the granting date of the **RESTRICTED SHARES** and the last business day of the month in which the employment agreement was terminated, divided by the total number of validity months of the granted **RESTRICTED SHARES**.

C. The **EXECUTIVE** shall receive the number of **PERFORMANCE SHARES** proportional to the number of months of each period between the granting date of the **PERFORMANCE SHARES** and the last business day of the month in which the employment agreement was terminated, divided by the total number of validity months of the granted **PERFORMANCE SHARES**. To measure the performance goals, it shall be considered the average result during each given period.

---

D. The eligibility of an **EXECUTIVE** to receive other concessions, in any category of **INCENTIVE** defined in the **PLAN** shall expire on the date of termination of the employment agreement.

E. The **COMMITTEE** might determine that the grants conceded to the **EXECUTIVE** does not get any impact from a potential transfer of his/her working agreement to another company of **GERDAU GROUP**, regardless of any agreement termination followed by the hiring in the **LOCATION** of destination. The grants conceded to the **EXECUTIVE** in such conditions might remain in the original **GERDAU GROUP** company of hiring or transferred to the new company that hired the **EXECUTIVE**. In this situation, if the agreement is terminated in one company of **GERDAU GROUP** and the hiring in another **LOCATION**, the **EXECUTIVE** shall retain their rights and receive: (a) the payment in the currency of the amount equal to the number of **SHARES** received by the previously granted **INCENTIVE**, multiplied by the **FAIR MARKET VALUE**, after the end of the **GRACE PERIOD** of the respective **INCENTIVE**, or (b) the conversion of the previously granted **INCENTIVES** in **SHARES** of the **LOCATION** that hired the **EXECUTIVE**.

F. For the **LTI MATCHING PROGRAM**, the **EXECUTIVE** shall become ineligible to receive **SHARES** at the moment of their dismissal, according to item 7.2.

G. For the **SHARES OR ADR DISCOUNT PURCHASE PROGRAM**, if the **EXECUTIVE** is dismissed, according to 7.2, the **SHARES** or **ADRs** acquired might be retained by the **EXECUTIVE**.

H. In the case of **TERM EXPIRATION**, the statutory managers shall have the right to exercise the **SHARE OPTIONS** or to transfer the granted **RESTRICTED SHARES** without them being subject to performance goals, even if those shares are within the **GRACE PERIOD**, which will settle the position of the **EXECUTIVE** in the **PLAN**. In this case, the **EXECUTIVE** must wait for the **GRACE PERIOD** to end, so the **SHARES** that are already in their possession become unrestricted, allowing the **EXECUTIVE** to dispose, assign, give as collateral, commute, lend or transfer to third parties in any other way.

I. If the **EXECUTIVE** passes away, their successors shall retain the same rights as the **EXECUTIVE**, according to what is defined in item 7.2.

## **8. CHANGE IN SHAREHOLDING CONTROL**

8.1. In the case of a change in shareholding control of the **COMPANY**, the concessions to the **EXECUTIVES**, defined in this **PLAN** more than 12 (twelve) months of the date of the signature of the statutory change, shall be released proportionally to the **GRACE PERIOD**, considering the period comprehended between the grant date and the signature date of the change in shareholding control.

8.2. The concessions described in this **PLAN** that is bound to performance goals of the **EXECUTIVES** more than 12 (twelve) months of the date of the signature of the statutory change, shall also be exercised by the **EXECUTIVE**, proportionally to the results achieved up to that date. For the purpose of this item, the average result during each given period shall be considered to measure the performance goals.

8.3. Regarding the **SHARES OR ADR DISCOUNT PURCHASE PROGRAM**, and if there is a change in shareholding control of the **COMPANY**, the ownership of the **SHARES** or **ADRs** previously acquired with discount by the **EXECUTIVE** shall not change.

## **9. ADJUSTMENTS IN SHAREHOLDING EQUITY**

### 9.1. General

The existence of any of the concessions described in this **PLAN** does not affect, in any way, the right of the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** to perform, authorize any adjustment, recapitalization, restructuring, or any other change on its capital structure or its business, including any merge, incorporation, split, combination, organization or consolidation to create or issue any bond or security; to implement the dissolution or liquidation of the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**; any sale or transfer, totally or partially, of its assets or businesses; or to implement any other act or shareholding procedure, even if it is similar or different, regardless of any other activities mentioned in this item having adverse impacts in this **PLAN** or any other grant conceded according to this instrument.

---

#### 9.1.1 Capital Restructuring of the **COMPANY**

In case there is any change in the number, type, or class of the **SHARES** or **ADRs** resulting from a reverse split, split, bonus shares, conversion of shares from one type or class in another, or conversion of shares in other securities issued by the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**, the necessary adjustments in this **PLAN** shall be made, especially regarding the amount and price of the grants described in the **PLAN** and the respective type or class of the **SHARES** or **ADRs**, to avoid misstatements and losses to the **COMPANY**, to the **GRANTING GERDAU GROUP ENTITY** or the **EXECUTIVES**.

#### 9.1.2. Fractional Shares or ADRs

No fractional **SHARE** or **ADR** shall be granted, therefore, if the calculation results in a fractional **SHARE** or **ADR**, the **EXECUTIVE** shall have the right to the adjusted amount of whole **SHARES** or **ADRs**, rounded up, or according to what is defined by the **COMMITTEE**.

### **10. GENERAL PROVISIONS**

#### 10.1. Legal requirement

The **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** shall not be compelled to concede any grant, issue any share, **ADRs**, or other securities, make any payment or take any other action if, in the opinion of the **COMMITTEE**, this action represents an infringement by the **EXECUTIVE**, by the **COMPANY** or by the **GRANTING GERDAU GROUP ENTITY**, of any legal or regulatory disposition of any government or government agency, or the requirement of any stock market in which the **SHARES** or **ADRs** composing the grants described in this **PLAN** are listed on at such given time.

#### 10.2 Validity

The **PLAN** come into effect right after its approval by the Stockholder's General Meeting of the **COMPANY**.

#### 10.3. Alterations and Termination of the **PLAN**

10.3.1. At the sole discretion of the **COMMITTEE**, *ad referendum* with the Stockholder's General Meeting of the **COMPANY**, the **PLAN** shall be altered or terminated at any time, and the **EXECUTIVES** must be notified at least 30 (thirty) days in advance of the date of such alteration or termination.

10.3.2. The alteration or termination of the **PLN** shall not affect the rights that have already been granted to the **EXECUTIVES**.

a. the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** shall not be liable to reestablish the **PLAN** or compensate the **EXECUTIVES** for potential losses in future earnings; and

b. if there is any alteration in the **PLAN**, any opportunity of subsequent gain might be implemented under different terms than the ones originally defined.

#### 10.4. Term

In order to allow the perfect execution of the terms defined here, the **EXECUTIVE**, whenever joining the **PLAN**, shall grant powers to the **COMPANY** or to the **GRANTING GERDAU GROUP ENTITY**, in irrevocable and irretrievable form, to sign all the necessary acts pertaining to the **PLAN**, allowing also the sub delegating of such powers.

---

#### 10.5. **SHARE** Purchasing Preference Rights

Whenever the **EXECUTIVE** decides to sell the **SHARES** under their possession that were acquired under this **PLAN**, the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY** shall have the purchasing preference rights of such **SHARES** by their **FAIR MARKET VALUE**.

#### 10.6. Postponement of Repurchase Rights

The **COMMITTEE**, at its sole discretion, might postpone the rights of repurchasing a grant or the issuing the corresponding **SHARES** in up to 3 (three) business days after the end of a **CLOSE PERIOD**, or of a period whereas an **EXECUTIVE** shall have significant and undisclosed information.

#### 10.7. Withholding Taxes

The concession or repurchase rights of each grant, and the exercise of such actions, under the terms of this **PLAN**, are subject to the withholding of taxes, according to the ruling tax/ social security laws of each **LOCATION**. The **COMPANY** and/or the **GRANTING GERDAU GROUP ENTITY** shall deduct the amount pertaining to taxes due by the **EXECUTIVE** regarding the grants defined in this **PLAN** and shall sell or retain a number of **SHARES** or **ADRs** which **FAIR MARKET VALUE** in the fiscal year is equivalent to the amount of withholding taxes. This is also valid for any **SHARES** or **ADRs** that might be issued to an **EXECUTIVE**.

#### 10.8. Dividends

The **INCENTIVES** granted to the **EXECUTIVES** in the **REGULAR LTI PROGRAM** and the **SPECIFIC SHARES FOR RETENTION PROGRAM** shall not grant shareholding rights of the **COMPANY** to the **EXECUTIVES**, including dividends, until the end of the **GRACE PERIOD** and the actual transfer of ownership of the **SHARES**.

However, in the cases of **SHARE OR ADR DISCOUNT PURCHASE PROGRAM** and **LTI MATCHING PROGRAM**, the **EXECUTIVES** shall receive dividends regarding the **SHARES** or **ADRs** acquired through their **STI** during all whole **GRACE PERIOD**.

#### 10.9. Rights of the **EXECUTIVES**

No **EXECUTIVE** shall have the rights to the concession of any grant of **INCENTIVES** defined in this **PLAN**. The concession of any grant shall be comprehended as a concession to the **EXECUTIVE** of the right to remain as such in the **COMPANY** or the **GRANTING GERDAU GROUP ENTITY**.

#### 10.10. Restrictive Rules regarding the use of Insider Information and the trading of securities

The beneficiary **EXECUTIVES** of this **PLAN** shall be liable to restrictive rules regarding the use of insider information and the trading of securities applicable to open capital companies in general, according to the rules defined by B3 S.A. - Brasil, Bolsa Balcão - stock exchange special listing segment and the applicable law in the **LOCATION** where the **SHARES** of the **COMPANY** are being traded.

---

## GERDAU PRINCIPLES

*Our principles talk about how we work and the future we are building. It defines our way of being and doing, so they reflect the main features of our culture. Gerdau's Code of Ethics and Conduct must guide the organization and represent what we believe and value.*



- **Safety above all**  
No business result is more important than people's lives.
- **Do what is right**  
Ethics and respect are key values in everything we do.
- **Empowerment**  
We are responsible for making the best decisions for the business.
- **Simplicity**  
We focus on what adds value to become more agile, efficient and productive.
- **Diverse and inclusive environment**  
We foster a workplace where there is room for everyone to be heard, respected and given equal opportunities.
- **Generate value for all**  
We live our purpose by generating value for all our stakeholders in a sustainable way.
- **We are customer-centric**  
We work to make each customer's business thrive, as if it were our own business, reaching success together.
- **We are all leaders**  
We are engaged and committed to our own development and to the development of people around us.
- **Openness**  
We do not know everything and believe a team will always achieve better results than one individual.
- **Learn, unlearn, relearn**  
Having a curiosity to learn for life and a flexible mind to be open to new experiences are key to adapting to new scenarios, innovating and continuing to evolve.

### Introduction

For Gerdau, **DO WHAT IS RIGHT** is a non-negotiable principle. It is from this position that we build our Code of Ethics and Conduct. For us, no result is justified if we don't do it ethically.

The Code of Ethics and Conduct is a fundamental and imperative document for all Gerdau employees, regardless of their area of activity, their position or their geographic location. It must be understood as a priority in all our activities, as it expresses the commitment and engagement in the adoption of conduct based on the highest ethical standards.

In this sense, the Gerdau Code of Ethics and Conduct addresses the attitudes expected from employees and serves as a guideline when there are doubts on how to conduct our business ethically.

The conduct expected from our employees:

- *Do not tolerate any situation contrary to the Gerdau Code of Ethics and Conduct*
- *Be responsible for all your actions and adhere to Gerdau's principles and Code of Ethics and Conduct*
- *To act in an upright, honest and professional manner*
- *Know and comply with the other Gerdau Policies and Guidelines*
- *Report any doubts or situations that may represent or be interpreted as contrary to the legislation and / or the Code of Ethics and Conduct*
- **DO WHAT IS RIGHT, Always**

We also emphasize that, complementing the Code of Ethics and Conduct, Gerdau defines in its Policies and Guidelines, for specific processes or themes, the rules, criteria, procedures, responsibilities and controls that must be complied with by all its employees. All of these documents are available on *the Gerdau intranet*. (About Gerdau/Policies and Guidelines)

### 1. SAFETY ABOVE ALL

Gerdau has established the safety of its people as a priority. No business result is more important than people's life. We want to have an environment where all employees feel safe to work. This is the reason why we have adopted a policy that declares that people's lives and integrity are values that are above the other objectives and priorities of the company.

It is from this position that we build our Code of Ethics and Conduct. For us, no result is justified if we don't do it ethically.

HEALTH AND SAFETY are everyone's responsibility. While the company invests in equipment, resources, development of standards and training, employees must comply with all laws, policies, practices and procedures related to the topic.



Leadership is primarily responsible for the safety of the people under its management, promoting the necessary efforts to preserve the health and safety of all.

Our staff must demonstrate a personal commitment to safety. Examples of this commitment are to comply with and enforce Safety rules and procedures; care for your safety, that of colleagues and others; report unsafe situations that have been identified; and seek, with perseverance, solutions for possible risks.

## **2. RESPECT**

### **2.1. Commitment to diversity**

At Gerdau, we value a diverse and inclusive work environment and we do not tolerate acts of prejudice or discrimination, whether due to race, ethnicity, nationality, gender, religion, sexual orientation, political position, passing through the prison system, social class, age, marital status, pregnancy, disability, weight, height, or any other physical or personal or lifestyle characteristic. Each country should refer to significant legislation on protected characteristics.

All Gerdau leaders and employees must guarantee and promote a healthy work environment, free from harassment or any type of prejudice and discrimination. This action must also be applied to the public with whom we interact externally.

Gerdau strives to hire and promote qualified people for each position, based on their competence, through evaluation criteria and equal opportunities for all our employees, while valuing and encouraging diversity and inclusion within our teams.

### **2.2. Work environment**

We must treat all our colleagues and business partners in an inclusive manner, with dignity and respect.

Any form of harassment, bullying or intimidation is unacceptable. All employees must make a commitment to prevent and report this type of behavior in the work and business environment. Harassment and intimidation include any form of inappropriate behavior, with a sexual, abusive, aggressive, humiliating, discriminatory or intimidating theme or connotation.

Gerdau seeks to provide a climate of trust, in which employees are free to point out problems and clarify their doubts and aims to solve any such problems in the best possible way for all people involved.

### **2.3. Freedom of association**

We respect freedom of association. All employees have the right to be represented and participate in unions, social, religious, political or other entities, as long as it does not conflict with their working hours and activities, and so long as it does not generate a conflict of interest with their professional performance and is in compliance with current laws (or a collective bargaining agreement).

### **2.4. Human Labor Conditions**

We have an obligation and we are committed to the promotion of human rights in our sphere of influence, including our production chain and in the relationship with vendors, customers and other third parties. We take due care to identify and eliminate any risk contrary to the definitions of human rights.

Gerdau requires that its operations, vendors and customers base their business practices on the eradication of child labor, slave labor and on compliance with current legislation.

We reinforce that our commitments are:

***No child labor:** we do not accept or employ child labor and we seek to ensure that the well-being, health and safety of children always prevails. We recognize that education is the basis for the development of children, their communities and their countries.*

***No exploitation of labor:** we do not tolerate forced, involuntary, slave or slave-like labor, as well as illegal exploitation of immigrant or refugee labor. Any identification of these situations should be immediately blocked and reported to the authorities.*

## **3. OBLIGATIONS WITH THIRD PARTIES**

Gerdau seeks to maintain integral and long-lasting relationships with its customers, vendors and other partners.

### **3.1. Conduct with customers and vendors**

Our conduct with partners must observe integrity, ethics, transparency, respect for free initiative and free competition. We do not tolerate unethical or illegal practices.

If irregularities or reputational problems are demonstrated, they must be immediately reported to the manager, Compliance area and / or the Legal Department for analysis of the situation and, if necessary, the adoption of actions as determined in the Disciplinary Sanctions Guideline and Compliance in Contracts Guideline.

All Gerdau employees and/or representatives must act in a professional and loyal manner to build our company's relationship with customers and vendors in accordance with the ethical standards of this Code, as well as complying with all significant legislation.

---

Our conduct with customers must be guided by the following requirements:

- *Ensure product quality*
- *Attend to customers and vendors according to the best commercial practices and without discrimination.*
- *Act clearly and in accordance with our production process, according to the technical specifications, commercial conditions, delivery and quality.*
- *Respect the customer's freedom of choice.*
- *Comply with all competition laws.*
- Gerdau defines the following as requirements when hiring vendors:
- *Vendor must base their business practices on ethical principles, adhering to anti-corruption laws, guaranteeing fair and sustainable competition.*
- *Vendor cannot engage in Child labor, slave-like labor, or other non-compliance with significant legislation, anti-corruption laws and environmental laws.*
- *We seek and value vendors and service providers who share our principles and dedicate efforts to promote them.*
- *The hiring of vendors must be based exclusively on the needs of the company, following impersonal, legal, technical, commercial, professional, reputational and ethical criteria.*
- *Gerdau employees are prohibited from requesting or receiving any type of personal benefit from vendors.*
- *Gerdau employees must not allow, accept or contribute, in any type of acts of corruption, bribery, money laundering or conducts contrary to the laws and the provisions of this Code, carried out by vendors. In case of knowledge of these irregularities, it must be immediately reported to the Compliance area or the Ethics Helpline. Depending on the severity, terminate the business relationship with the third party.*

### **3.2. Communication with the public**

Gerdau employees can only disclose internal company matters to the press or other means of communication, when formally authorized by the Institutional Communication area. Gerdau has official channels for disclosure of information.

It is reinforced that, with the widespread use of social networks, employees must increase their attention to this type of media and not divulge unauthorized messages or images about the company. Any external release of such information may be inappropriate or generate misunderstandings that could jeopardize Gerdau's brand and reputation.

In addition, special care must be taken with sensitive data of employees, vendors, customers and competitors, protecting their privacy, including not making statements, verbal or written, that may affect their image or contribute to the spread of rumors about them.

If in doubt, consult the Internal Guidelines on Institutional Affairs and Communication.

### **3.3. Actions with communities**

Gerdau is committed to the social development of the communities where we operate. We look for long-lasting, sustainable relationships focused on the common good.

All Gerdau employees are expected to act respectfully, ethically and guided by our principles, in all interactions with the community. We must keep the communication channels open, and there cannot be any form of discrimination in these interactions.

We seek to identify and understand the social, economic and environmental needs of communities, observing the following guidelines:

- *Support for communities should be carried out independently and free from conflicts of interest with political parties, political issues or public bodies. We must act in coherence with local priorities, in line with our social strategy, with transparent criteria and aimed at the best result for the effort employed.*
  - *Any support must adhere to Gerdau's legal and internal procedures.*
  - *We encourage our employees to take an active role in their communities, in volunteer programs, development actions and engagement in social improvement actions.*
-

### 3.4. Interactions with governments and public officials

Gerdau has a series of tax, environmental, legal and regulatory obligations and dealings with public officers.

We emphasize that Gerdau defines the manner in which these contacts should occur, either directly or through a representative, in the Corporate Guideline on Relationship with Public officials.

Our employees have an obligation to strictly comply with the anti-corruption and anti-money laundering laws in place. All employees and representatives acting on behalf of Gerdau are prohibited from offering, promising, making, authorizing or providing (directly or indirectly, through third parties) undue advantages, payments, gifts or the transfer of anything of value to anyone, whether public officer or not, to influence or illegally reward any official action or decision of such person for the benefit of Gerdau or themselves personally.

Employees and third parties who represent us must always exercise the utmost discipline in complying with anti-corruption and anti-money laundering laws and follow our guidelines for interacting with political representatives.

### 3.5. Environment

Sustainable environment preservation is an aspect of special concern. In this sense, Gerdau recognizes that having an ecologically balanced environment is essential for society and it must be defended and preserved for future generations.

In addition to acting within the existing environmental laws and regulations, we must have a legitimate performance and engagement in environmental causes, with actions that seek improvements and the proper handling of any impact that can be identified in the exploitation of natural resources.

## 4. CONFLICT OF INTEREST

A conflict of interest appears when, on account of self-interest or that of a third party, an employee acts or is influenced to act against Gerdau's objectives and principles, making an inappropriate decision that prioritizes personal or third parties' interests, to the detriment of the company interests, or failing to fulfill any of their professional responsibilities.

Sometimes, these situations may go unnoticed by the employee, believing that this is an attitude that does not represent a direct financial loss or is of relevance for Gerdau. However, it is important to understand that conflicts of interest impacts transparency, violate our principles and can pose risks to the company's brand image and reputation.

Several situations or relationships can create or appear "conflict of interests" - the most common, but not exhaustive list of potential situations are presented below:

### 4.1. Family or emotional ties

Gerdau respects the separation between the private and professional lives of its employees. However, some situations may create a conflict of interest and result in harm to the company, the objectivity of the work or generate risks of legal liability for Gerdau and these situations should be prevented. Examples of these situations, include being family or having an emotional relationship:

- *With a team member, when one of the parties exercises a leadership role over a family member.*
- *With colleagues from other areas, in which the concept of segregation of functions must be observed (buy x pay; define credit x sell; weigh x classify scrap; audit x activities with financial impact, etc.).*
- *With a Gerdau service provider or business partner, when such relation has the power to influence a hiring decision, especially if this person is the owner or executive of the partner company.*
- *With public officers, who work in public bodies with which Gerdau maintains a commercial relationship, especially if that person is in a management position with decision-making power and is able to influence in situations involving Gerdau.*

If these or other situations of possible conflict of interest occur, they must be immediately reported to your manager, the People Area, or the Compliance area, to evaluate alternatives that could minimize the risk.

### 4.2. Employees relationships with customers and vendors

Our business relationships must be based on transparency and must guarantee fair competition, always looking for those partners with the best technical capabilities, costs, quality and reputation.

Some situations that represent a conflict of interest are not allowed and should be immediately reported, include:

- *Acting in the contracting process with a vendor or customer when the owner is a family member or person with a marital or emotional relationship.*
  - *Offering or requesting jobs for family members or a person with a marital or emotional relationship with clients or vendors.*
-

- *Employees hired to provide personal services, paid or unpaid, to business partners or competitors with whom he or she directly relates*
- *Requesting, offering or receiving favors from business partners, values or advantages of any kind, such as, but not limited to, personal loans and leasing of real estate for personal use.*

#### **4.3. Gifts**

Offering and receiving courtesies may be acceptable, provided that it is carried out in a legal, appropriate and reasonable manner, and that it complies with the definitions of our Corporate Guideline on the subject, considering the following items together:

- **Motive:** *the intention to offer courtesy can never aim to influence the recipient in making business decisions*
- **Value:** *must follow the characteristics, limits and definitions of the Corporate Guideline on the subject*
- **Legality:** *must be legal in the countries of both parties*
- **Image:** *should not be interpreted as a conflict of interest*

In case of doubt, talk to your manager or the Compliance area. If you feel the gift does not comply with all of the above, you should kindly refuse to accept it and explain that accepting it would be a violation of Gerdau's Corporate Guideline on Gifts.

#### **4.4. Personal Interest**

Personal financial interest occurs when there are reasons that influence decision-making that benefit employees or third parties, to the detriment of Gerdau's interests.

Partners should not be hired due to an existing relationship, motivated by friendship, personal gain or bond with some investment or external income. It is necessary to observe technical conditions, reputation, structure, transparency, fair competition, quality and prices criteria.

#### **4.5. Competing professional activities**

Gerdau employees must perform their job tasks effectively and, therefore, activities that compete or interfere with the execution of their Gerdau job responsibilities are not allowed during working hours. In addition, it is forbidden to engage in competing activities that place the employee in a situation of conflict of interest with Gerdau, which may generate legal liability and financial risk or risk to Gerdau's image. Any exercise of competing professional activities of this type must be immediately communicated to the manager, People Area or Compliance Area.

Additionally, it is necessary to assess whether other professional activities are permitted within local legislation, regulation and procedures.

#### **4.6. Communication of potential conflicts of interest**

Sometimes, it is possible to manage a conflict of interest by evaluating the form of hiring, hierarchical line or changing your responsibilities in the contract. If there is any doubt about a potential conflict of interest, the employee should talk with his/her direct manager, the People or *Compliance areas*, acting with maximum transparency to seek alternatives to minimize or eliminate the risk.

In cases where there are signs of conflicts of interest that represent financial loss, risk to the company's image, or favoring the business partner or the employee, there will be an investigation and, if confirmed, the appropriate actions will be applied. In this investigation process, the absence or failure of proper communication of a conflict of interest may result in disciplinary action.

### **5. CORRUPTION PREVENTION**

Gerdau does not tolerate and prohibits its employees or third parties from acting in their personal interest or benefit to practice any act of corruption or bribery with public officers or business partners.

The following situations are prohibited and must be immediately communicated to the Ethics Helpline, if they occur, or are suspected to have occurred:

- *Omitting, allowing, inducing or facilitating any form of corruption or bribery, directly or indirectly, through another Gerdau employee or representative*
  - *Failing to report any payment that is suspected of being undue*
  - *Manipulating accounting processes in order to omit records and/or transactions carried out*
  - *Offer, promise or give payment, gifts, hire a family member or offer any other type of benefit (direct or indirect) to any person, aiming to induce or reward inappropriate conduct, influence or try to influence illegally a decision of a national or foreign public officer or any other person, for the benefit of Gerdau or third parties*
-

- *Request, accept, agree to receive a gift, payment or improper advantage from any person (directly or indirectly) as a reward or incentive for improper conduct or if it influences or gives the impression of influencing decisions in favor of Gerdau*

Corrupting a national or foreign public officer is a crime. In many countries, it is also a crime to bribe private agents (such as our customers or vendors). None of this conduct is tolerated by Gerdau.

The anti-corruption laws of each country have an extraterritorial effect, making the company and employees who commit the infraction liable to fines and/or criminal penalties. We reinforce some rules that must be observed below:

### **5.1. Prohibition of facilitation payments**

It is forbidden to pay or benefit public officers, directly or indirectly, to obtain any kind of facilitation (licenses, permissions, authorizations, certificates, releases, speeding up processes, minimizing a fine, etc.)

Bribery or the exchange of favors with vendors, customers or other partners is also expressly prohibited by Gerdau. These actions must be reported and may result in strict sanctions and appropriate legal actions.

### **5.2. Accounting books, records and internal controls**

Gerdau's accounting records must be transparent, accurate and must faithfully reflect the transactions carried out.

The established internal controls must be performed to ensure that the accounting and financial records are accurate and in compliance with regulatory requirements, applicable laws, accepted accounting principles and legal market practices.

### **5.3. Integrity in relations with third parties**

Gerdau is responsible for the integrity of all relationships with third parties that act in its interest or benefit and can be held responsible for acts allegedly performed on its behalf. The responsible areas for these contracts must, therefore, adopt procedures to prevent corruption, fraud and illegalities by these third parties. Recommended practices include:

- *Comply with vendor approval and due diligence procedures (“know your vendor”) and Guidelines on Contracting Third Parties*
- *Involve the Compliance area if there are doubts regarding the reputation of third parties, or if an irregular or illicit situation is identified*
- *Report and monitor the results of the provision of services, according to the nature and extent of the transactions carried out*
- *Clearly define the obligations of the contractor, inserting mandatory compliance clauses in all vendor contracts, including complying with anti-corruption laws, compliance practices, acting with the highest ethical standards and other criteria that may be recommended.*

## **6. COMPLIANCE WITH LAWS AND REGULATIONS**

Gerdau does not tolerate any type of involvement that represents illegality or that is associated with criminal actions. To this end, the Business areas must establish adequate controls and have their professionals instructed not to take action contrary to law. Below are some examples:

### **6.1. Money laundering**

Money laundering is defined as: *Hiding or concealing the nature, origin, location, disposition, movement or ownership of assets, rights or values arising, directly or indirectly, from a criminal offense; and/or using, in economic or financial activity, assets, rights or values arising from a criminal offense, directly or participating in associations with business partners.*

Our business partners must have a good reputation and recognized technical and commercial skills. To guarantee this, the practice “*know your customer/vendor*” must always be adopted in commercial relations. We must not carry out any operation with companies or partners that are involved in a proven crime or if there is evidence of money laundering activity.

We must ensure that our activities do not violate money laundering laws and remain alert to situations that may indicate events of this type, such as:

- *Cash Transactions*
  - *Payment of debts by third parties for no apparent reason*
  - *Tax documents incompatible with the size and nature of the company, and indicating possible tax evasion*
  - *Transactions far above or below market values*
  - *Disbursements when there is doubt as to whether the material was received or the service performed*
  - *Payments or receiving in which the beneficiary is different from the provider of the service or delivery of the material, without acceptable justification*
-

- *Transactions involving third parties in “tax havens” or “sanctioned countries”*
- *Significant payments for invoices with price complements or financial / commercial discounts, without adequate justification*
- *Requests for delivery of our products to a location other than the customer's address, without justification*

## **6.2. Counter-terrorism measures**

We must ensure that we do not violate any measures to prevent or combat the financing of criminal organizations or acts of terrorism. Criminal or terrorist groups may try to use legitimate businesses, from retailers to distributors or financial institutions, to finance their networks. We reinforce the need to practice the “know your customer / vendor”).

## **6.3. Illicit trade**

Illegal or irregular trade of any product has a negative impact on society. It reduces taxes collected by governments, encourages crime, and harms consumers’ perceptions about the quality of the product and its origin, in addition to compromising regular trade and reducing legitimate employment.

Gerdau strongly prohibits and condemns illicit trade activities and only supports the legal sale of its products. All employees, especially those working in the commercial and distribution areas, must be alert to identify whether our products are not the target of irregular trade channels.

## **6.4. Embargoes and sanctions**

Gerdau's negotiations involving companies or people under international embargoes or sanctions must comply with the applicable legal restrictions. Employees must know and respect the restriction practices (available on the intranet - ethics and compliance page), immediately informing the *Compliance area* of cases that may involve sanctioned persons, companies or countries.

## **6.5. Comply with laws**

Gerdau is committed and obliged to comply with all laws that apply to its business where it operates.

It should be noted that Gerdau is responsible for acting with due rigor, if situations contrary to the laws in its facilities are identified, such as the use or trade of illegal substances in the workplace, the use of violence, fraud of any kind, actions that may pose a threat to peoples’ safety, operating under the influence of drugs or alcohol in the work environment, and situations defined as a serious infraction by the laws of the countries where it operates. Depending on the nature and severity of the infraction, dismissal and/or possible criminal prosecution charges may occur.

## **7. Competition practices**

We believe in and adopt free and fair competition and consider it fundamental in our business relationships. Gerdau competes ethically and with respect to competition and antitrust laws. We do not allow our employees to engage in anti-competition practices, such as cartel formation, market division, price manipulation or predatory conduct.

### **7.1. Competition Law**

Competition law affects many aspects of our activities, including the sale and display of our products, the relationship with vendors, distributors, customers and competitors, the negotiation of contracts and the definition of our pricing strategy. We are required to strictly follow the legal restrictions applicable in the countries where we operate.

### **7.2. Commitment to Competition**

We are committed to free competition and must act in a fair manner and in compliance with the legislation applicable to each country and economic area where we operate. We do not allow any type of action or conduct that promotes or encourages the formation of a cartel, market division between competitors, price manipulation or predatory and unfair conduct, bribery, corporate espionage, defamation, non-compliance with intellectual property, receiving confidential information or other illegal practices.

### **7.3. Relationship with competitors**

Commercial operations with the competition, if necessary, should be limited to the purchase / sale of the negotiated product, at market prices and conditions, without any sharing of information, commercial strategies or anti-competition practices.

In situations where there is need for contact with the competition, such as at meetings of industry associations, employers' unions, forums and technical visits or any other events involving competitors, it is important to note that we must not, under any circumstances, engage in or encourage discussion regarding prices, sales conditions, commercial and business strategy

---

with customers and vendors. If any of these prohibited matters are noted, we must immediately express our disagreement, end the meeting and report the situation to the manager.

*Competition rules apply to all employees, regardless of position or function, and in any location (professional or social environments).*

## **8. ACCURATE INFORMATION AND DATA**

We must follow the laws, internal and external accounting requirements and internal procedures for disclosing financial and other business information to shareholders, investors, regulators and stakeholders.

### **8.1. Accounting and management records**

All the financial or operational data that we issue must correctly reflect the transactions and events that occurred, in the correct amount, term and heading. Intentional inaccuracy is considered a serious misconduct and contrary to the Code of Ethics and Conduct.

There is no justification for adulteration or manipulation of registration or false statement of facts. Such conduct may result in the dismissal of the employee, as well as civil and criminal liability actions.

### **8.2. Following accounting standards**

Financial data (books, records and accounts, for example,) must comply with internationally accepted and adopted accounting principles, as well as with the accounting rules and procedures applicable to Gerdau.

Gerdau's accounting records must be accurate, complete and true, reflecting all operations launched in a correct and timely manner, properly filed and with the necessary supporting documentation.

### **8.3. Cooperation with control areas and official agencies**

Employees must cooperate with auditors (external and internal), when requested, as well as with the *Compliance area* and with external inspections, official agencies and the like, ensuring the transparency of our operations and the availability of the requested information within the deadline and format determined.

### **8.4. Commercial and financial records approvals**

All operations and contracts must be properly prepared and approved, as provided for in the respective laws and policies and Gerdau's internal guidelines.

All physical or digital documentation must be securely stored to support possible tax, regulatory, audit or similar inspections.

### **8.5. Taxes**

We must act in accordance with all applicable tax laws and operate transparently with the authorities.

The practice or facilitation of tax evasion or evasion on our behalf or on behalf of third parties is prohibited and strongly condemned.

## **9. DONATIONS AND SPONSORSHIPS**

Gerdau is committed to social responsibility and, within its guidelines, seeks to support social development of the communities where it operates. In this kind of relationship with the community, employees must comply with the laws and must not get involved in local political issues, nor seek any reciprocity, present or future, by the beneficiaries or third parties who may be served.

We reinforce that Gerdau prohibits any donation or sponsorship to politicians, workers' unions, political parties, candidates for political office or public officials on its behalf.

In order to protect our image and to comply laws, relationships with the community requires additional care, such as authorizations, understanding of who the beneficiaries are, transparency, evidence, contracts and accountability. These situations are detailed in the Donations and Sponsorships and the Social Responsibility Guidelines. In case of doubts, the employee must contact the manager or the *Compliance area*.

## **10. PROTECTION OF COMPANY PROPERTY**

We are all responsible for safeguarding and maintaining proper use of Gerdau assets that are entrusted to us, including machinery, equipment, facilities, vehicles, licenses, information, and branded materials of the company.

### **10.1. Acting on behalf of the company's interests**

Employees must ensure that Gerdau's assets and property are not damaged, misused or wasted and must report abuse or misappropriation, whether by employees or third parties. Additionally, employees must avoid situations that facilitate theft or robbery.

Gerdau's assets include physical or intellectual property, information for exclusive use, database, business opportunities, brands, equipment and facilities.

---

## **10.2. Respect for third party assets**

We must show the same respect for the physical or intellectual property assets of third parties that we expect them to demonstrate in relation to those of Gerdau's. We can never, deliberately:

- *Damage, misuse or inappropriately take over the physical assets of others*
- *Violate patents, trademarks, copyrights or other intellectual property, harming the rights of third parties*
- *Perform any activities that adversely affect the performance of third parties operating systems or resources*

## **10.3. Personal use of company resources**

As a rule, we must not use Gerdau's assets, equipment or facilities for personal activities or for personal benefit.

The exception is accepted in cases of limited, occasional use and without impact on the execution of job responsibilities. In this case, the use of company equipment and systems for personal purposes may be permitted, provided that their use:

- *Be done in reduced quantity and limited time and in a way that does not interfere with the professional performance of employees and co-workers.*
- *Does not adversely impact the performance of Gerdau's operating systems*
- *Does not imply the practice of any illicit or immoral purpose, including, but not limited to, pedophilia, pornography, discriminatory messages, hate, acts of violence or political or electoral proselytism*
- *Does not represent a cost that has any materiality for the company*

## **10.4. Communications and company reputation**

All Gerdau employees are responsible for promoting and maintaining the company's reputation in all forms of communication.

Any external communication, through the press or social media, with the use of images of the company's facilities, *internet domain*, Gerdau brand or identification as an employee, is not permitted to report issues that put the image and / or the company reputation at risk, such as: political positioning, illegalities, defamation, disrespectful, prejudiced or messages that are contrary to human rights.

## **11. CONFIDENTIALITY AND DATA PROTECTION, INFORMATION PRIVACY**

We must protect the data and privacy of employees, customers, vendors and all holders of sensitive information that are controlled by Gerdau. In addition, all industry secrets and other sensitive information related to Gerdau and its business must be kept confidential.

**a) Confidential information** – Information whose knowledge by unauthorized third parties may harm Gerdau's interests, such as:

- *Commercial databases, customer and vendor list, and other sensitive corporate information*
- *Strategic pricing and marketing plans*
- *Confidential information about products and industrial secrets*
- *Research data and technical information on / for new products development*
- *Business ideas, processes, proposals and strategies*
- *Financial data, significant information and unpublished results*
- *Personal data and information concerning employees*
- *Licenses or software development*

**b) Personal data** – All information related to the individual identified or identifiable.

Sensitive personal data are all those related to ethnic origin, religious belief, political opinion, affiliation to a union or organization of a religious, philosophical or political nature, data relating to health or sexual orientation, genetic or biometric data, when linked to an individual.

If in doubt, consult the Information Security Guideline or talk to your manager.

### **11.1. Data and privacy protection**

In line with international best practices, Gerdau complies with the following data protection and privacy requirements:

- *Respect for privacy and image*
  - *Respect for people's rights to their data*
  - *Free and technological economic development and innovation*
-



- *Human rights, the free development of personality, dignity and the exercise of citizenship by individuals.*

### **11.2. Access, use, disclosure and storage**

Access, use, disclosure and storage of confidential information and personal data, especially sensitive data, must comply with local data protection laws and specific Gerdau Guidelines.

We must protect information that can enable access to Gerdau's assets. It is the duty of all employees to maintain the security of any data used to access the Gerdau network and units, including building access cards, and to keep passwords and system access codes restricted.

### **11.3. Third party information**

We must not deliberately request or obtain, from any person, confidential information belonging to third parties, if they are not necessary to carry out our activities and by entering into a confidentiality agreement or term.

If an employee involuntarily receives any information belonging to third parties that is suspected of being confidential, the employee must notify the immediate manager for appropriate measures.

Access, use and disclosure of Gerdau confidential information by third parties must only occur in Gerdau's interest, with authorization by the responsible areas and managers and by signing a confidentiality agreement and observing local data protection laws.

### **11.4. Significant information and capital market trading**

Confidential information with a significant financial impact to operate in the capital market, whether in a quarterly blackout period before the disclosure of results or resulting from knowledge of a significant act or fact, as described in the Internal Policy, cannot be used for securities trading in the restricted period, or disclosed to third parties by employees with access to this privileged information ("*insider trading*").

Gerdau makes available on *the intranet* and *internet* (ri.gerdau.com) the Policies for Securities Trading, Information Disclosure and Related Party Transactions that detail the procedures and care to be followed by the people who are subject to the defined rules.

## **12. DISCIPLINARY CONDUCTS AND PROCEDURES**

In the event of any action contrary to the Code of Ethics and Conduct, according to the evidence and form of action, disciplinary actions proportional to the severity of the infractions will be applied and may even result in termination of the contract/employment.

In addition, the Corporate Directive on Disciplinary Sanctions defines some situations that will not be tolerated and strict penalties applied, especially, but not limited to:

- *Violating rules and procedures that have the potential to cause a fatality or a serious accident or permanent disability, provided that the employee involved already has a history of receiving disciplinary measures*
- *Defrauding or improperly favoring vendors, customers, employees and third parties*
- *Engaging in a conflict of interest, especially one resulting in financial loss or damage to Gerdau's image*
- *Manipulating, deliberately omitting or tampering with accounting records, record entries and/or indicators*
- *Offering or receiving an improper advantage, attempting to corrupt third parties or public officers, or performing acts that may imply corruption or bribery*
- *Committing theft or robbery*
- *Practicing discriminatory acts of any kind, moral harassment (impacted by the recurrence or severity of the act) or sexual harassment*
- *Acting in commercial collusion with competitors, contrary to the legislation*
- *Misuse of company resources*
- *Leaking or misusing confidential information or violating Information Security rules*
- *Violating the laws and procedures defined in the labor regulations of each country*
- *Provoking acts of violence within the company or at an event sponsored by it*
- *Practicing other behaviors that, due to the form of their act, demonstrate illicit performance, generating or being able to generate financial loss or risk to the company's image and / or undue favoring the employee or third parties*

## **13. ETHICS HELPLINE**

We encourage you to communicate with Gerdau.

---

The Ethics Helpline is a tool available to receive reports or cases of suspected violation of laws, this Code and / or the company's Guidelines. It is very important that anyone, whether internal or external to Gerdau, and who knows or suspects a violation of the laws, Gerdau's Code of Ethics and Conduct and / or Gerdau's procedures (that has happened, is happening or may happen) feels comfortable reporting concerns directly to the Ethics Helpline.

It is every employee's obligation to report violations of this Code of which they are aware.

Examples of violations include:

- *Damage to the environment or threats to the safety or health of an individual*
- *Conflict of interests*
- *Criminal actions such as corruption, bribery, theft and fraud*
- *Persecution, moral or sexual harassment, discrimination in the workplace or human rights violations*
- *Mishandling of accounting records and / or altering documents and / or accounting irregularities*
- *Non-compliance with any legal obligation, by action or omission of the responsible*
- *Favoring vendors, customers or employees*
- *Hiding data or events contrary to the Code*

The Ethics Helpline guarantees the complainant's confidentiality and anonymity. It is audited annually to ensure its functioning, and that all complaints are investigated.

It is noteworthy that any possibility of persecution or retaliation, due to a complaint, is considered a violation of this Code and Gerdau's principles.

Option for submitting an ethical incident claim:

- *by Ethics Helpline on the Gerdau website ([www.gerdau.com](http://www.gerdau.com)) or on the intranet*
- *by telephone: call extension 1901 or external: 1-800-732-7116*
- *by e-mail: [canal.etica@gerdau.com.br](mailto:canal.etica@gerdau.com.br)*
- *by letter, addressed to the Gerdau Fiscal Council: Av. Dra. Ruth Cardoso, 8.501 – São Paulo – SP – CP 05425-070*

#### **14. APPLICATION AND FINAL CONSIDERATIONS**

The Code of Ethics and Conduct was approved by the Board of Directors, on 05/05/20, with immediate effect.

The Compliance *area* must be involved ([compliance@gerdau.com.br](mailto:compliance@gerdau.com.br)), in case there is any issue that raises doubts or is not included in this Code.

---

## CERTIFICATION

I, **Gustavo Werneck da Cunha**, certify that:

1. I have reviewed this annual report on Form 20-F of Gerdau S.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 31, 2022

/s/ Gustavo Werneck da Cunha  
\_\_\_\_\_  
Gustavo Werneck da Cunha  
Chief Executive Officer

---

## CERTIFICATION

I, **Rafael Dorneles Japur**, certify that:

1. I have reviewed this annual report on Form 20-F of Gerdau S.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect the company's internal control over financial reporting.
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: March 31, 2022

/s/ Rafael Dorneles Japur  
\_\_\_\_\_  
Rafael Dorneles Japur  
Chief Financial Officer

---

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Gerdau S.A. (the “Company”) on Form 20-F for the fiscal year ended December 31, 2021, as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), I, **Gustavo Werneck da Cunha**, Chief Executive Officer, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gustavo Werneck da Cunha

\_\_\_\_\_  
Name: Gustavo Werneck da Cunha

Title: Chief Executive Officer

Date: March 31, 2022

---

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Gerdau S.A. (the "Company") on Form 20-F for the fiscal year ended December 31, 2021, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, **Rafael Dorneles Japur**, Chief Financial Officer, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Rafael Dorneles Japur

---

Name: Rafael Dorneles Japur  
Title: Chief Financial Officer  
Date: March 31, 2022

---

March 30, 2022

Securities and Exchange Commission  
Washington, D.C. 20549

Ladies and Gentlemen:

We are currently principal accountants for Gerdau S.A. and, under the date of March 30, 2022, we reported on the consolidated financial statements of Gerdau S.A. as of and for the years ended December 31, 2021 and 2020 and the effectiveness of internal control over financial reporting as of December 31, 2021. On December 15, 2021, we were notified that Gerdau S.A. engaged PricewaterhouseCoopers Auditores Independientes (“PwC”) as its principal accountant for the year ending December 31, 2022 and that the auditor-client relationship with KPMG Auditores Independientes Ltda. will cease upon completion of the audit of Gerdau S.A. consolidated financial statements as of and for the year ended December 31, 2021 and the effectiveness of internal control over financial reporting as of December 31, 2021, and the issuance of our reports thereon. We have read Gerdau S.A.’s statements included under Item 16F of its Form 20-F dated March 30, 2022, and we agree with such statements, except that we are not in a position to agree or disagree with Gerdau S.A. statement that PwC was not engaged regarding the application of accounting principles to a specified transaction or the type of audit opinion that might be rendered on Gerdau S.A. consolidated financial statements or the effectiveness of internal control over financial reporting.

Very truly yours,

KPMG Auditores Independientes Ltda.

---

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors of

Gerdau S.A.

We consent to the incorporation by reference in the registration statements (No. 333-171217 and No. 333-179182) on Form S-8 of our reports dated March 30, 2022, with respect to the consolidated financial statements of Gerdau S.A. and the effectiveness of internal control over financial reporting.

/s/ KPMG Auditores Independentes Ltda.

Porto Alegre/RS

March 30, 2022

---