

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

**FORM 20-F/A**

**(Amendment No. 1)**

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

**OR**

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

**For the fiscal year ended December 31, 2024**

**OR**

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

**OR**

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

**Commission File Number 1-11176**

**GRUPO SIMEC, S.A.B. de C.V.**  
(Exact name of registrant as specified in its charter)

**SIMEC GROUP CORPORATION**  
(Translation of registrant's name into English)

**UNITED MEXICAN STATES**  
(Jurisdiction of incorporation or organization)

**Calzada Lázaro Cárdenas 601  
Colonia La Nogalera  
Guadalajara, Jalisco  
México 44440**  
(Address of principal executive offices)

**Mario Moreno Cortez  
Calzada Lázaro Cárdenas 601  
Colonia La Nogalera  
Guadalajara, Jalisco  
México 44440  
Telephone: (5233) 3770-6700,  
E-mail: mmoreno@gruposimec.com.mx**  
(Name, telephone, e-mail and/or facsimile number and address of company contact person)

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

| <b>Title of Each Class</b>                                                                 | <b>Trading Symbol(s)</b> | <b>Name of Each Exchange on Which Registered</b> |
|--------------------------------------------------------------------------------------------|--------------------------|--------------------------------------------------|
| American Depositary Shares (each representing three Series B shares) Series B Common Stock | SIM                      | NYSE American<br>NYSE American*                  |

\* Not for trading, for listing purposes only.

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

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

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**Series B Common Stock — 461,004,869 shares as of December 31, 2024**

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

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

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

Indicate by check mark whether the registrant has submitted electronically, 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 and post 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.:

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<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act. ☐

<sup>†</sup> 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. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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 ☒

## EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A ("Amendment No. 1") amends the Annual Report on Form 20-F of Grupo Simec, S.A.B. de C.V. ("Simec," "we," or the "Company") for the fiscal year ended December 31, 2024, filed with the Securities and Exchange Commission on May 15, 2025 (the "Original Form 20-F"). Unless otherwise indicated or unless the context otherwise requires, all references herein to this Annual Report on Form 20-F, this Form 20-F, this Annual Report and similar names refer to the Original Form 20-F, as amended by this Amendment No. 1.

This Amendment No. 1 is being filed in response to comments received from the Staff of the Securities and Exchange Commission (the "SEC") in letters dated August 19, 2025 and September 17, 2025, requesting that the Company amend its Form 20-F to provide separate conclusions by the Company's principal executive and principal financial officers regarding the effectiveness of (i) disclosure controls and procedures and (ii) internal control over financial reporting as of December 31, 2024, as required by Item 15(a) of Form 20-F.

Accordingly, this Amendment No. 1 solely amends Part II - Item 15A. Controls and Procedures – Disclosure Control and Procedures of the Original Form 20-F. In connection with this amendment, the Company is also including currently dated certifications from its Chief Executive Officer and Chief Financial Officer as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. These certifications are filed as Exhibits 12.1, 12.2 and 13.1 to this Amendment No. 1.

This Amendment No. 1 does not reflect any changes to the consolidated financial statements included in the Original Form 20-F, nor does it amend, update or modify any other information or disclosures contained therein. Except as expressly set forth herein, this Amendment No. 1 speaks as of the date of the filing of the Original Form 20-F.

## TABLE OF CONTENTS

|                                                  |   |
|--------------------------------------------------|---|
| <a href="#">PART II</a>                          | 1 |
| <a href="#">Item 15. Controls and Procedures</a> | 1 |
| <a href="#">PART III</a>                         | 3 |
| <a href="#">Item 19. Exhibits</a>                | 3 |
| <a href="#">Signatures</a>                       | 4 |

## PART II

### Item 15. Controls and Procedures

#### A. Disclosure Control and Procedures

Our principal executive officer (CEO) and our principal financial officer (CFO), after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this annual report, have concluded that, as of such date, our disclosure controls and procedures were effective.

#### B. Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act, and for its assessment of the effectiveness of internal control over financial reporting. In making this assessment, it used the criteria established in the Internal Control Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our internal control system is designed to provide reasonable assurance as to the reliability of the published financial statements under applicable International Financial Reporting Standards. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurances with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness of the internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of December 31, **2024** has been audited by Marcelo de los Santos y Cía., S.C., a member of Moore Global Network, independent registered public accounting firm, as stated in their report which appears in Item 15.C as required by item 15.B(4) of Form 20-F.

Our management was able to assess the effectiveness of our internal control over financial reporting as of December 31, 2024. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013) in the Internal Control - Integrated Framework. Based on its assessment and those criteria, our management determined that internal controls over financing reporting were effective on December 31, 2024.

#### C. Attestation Report of the Independent Registered Public Accounting Firm

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**To the Board of Directors and  
Stockholders of Grupo Simec, S.A.B. de C.V.**

**Opinion on Internal Control over Financial Reporting**

We have audited Grupo SIMEC S.A.B. de C.V. and subsidiaries (the Company's) internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control – Integrated Framework (2013) issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows of the Company, and our report dated May 12, 2025, 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 Control Over Financial Reporting*". Our responsibility is to express an opinion of 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 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.

Marcelo de los Santos y Cía, S.C.

Member of Moore Global Network Limited

/s/ Carlos de los Santos Anaya, C.P.A.

San Luis Potosí, S.L.P., México

May 12, 2025

#### **D. Changes in Internal Control Over Financial Reporting**

There were no changes in internal control during 2024.

2

### **PART III**

#### **Item 19. Exhibits**

Pursuant to the rules and regulations of the SEC, we have filed certain agreements as exhibits to this annual report on Form 20-F. Documents filed as exhibits to this annual report:

| <b>Exhibit<br/>Number</b> | <b>Item</b>                                                                                                                                                                                                                                                                |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                       | <a href="#"><u>Amended and Restated by-laws (estatutos sociales) of the registrant, translated into English (incorporated herein by reference to Exhibit 1.1 to the annual report for the fiscal year ended December 31, 2021 filed with the SEC on May 18, 2022).</u></a> |
| 2.1                       | <a href="#"><u>Form of Amended and Restated Deposit Agreement among the registrant, The Bank of New York, and all Holders and Beneficial Owners from time to time of any American Depositary Shares.**</u></a>                                                             |
| 2.2                       | <a href="#"><u>Form of American Depositary Receipt.**</u></a>                                                                                                                                                                                                              |
| 2.3                       | <a href="#"><u>Description of American Depositary Shares.</u></a>                                                                                                                                                                                                          |
| 4.1                       | <a href="#"><u>Stock Purchase Agreement by and Among PAV Republic, Inc., The Shareholders of PAV Republic, Inc., SimRep Corporation and Industrias C.H., S.A. de C.V.*</u></a>                                                                                             |
| 4.2                       | <a href="#"><u>Stock Purchase Agreement, dated as of February 21, 2008, among the Sellers (as defined therein) and Grupo Simec, S.A.B. de C.V. relating to the acquisition of 100% of the shares of Grupo San.***</u></a>                                                  |
| 8.1                       | <a href="#"><u>List of significant subsidiaries, their jurisdiction of incorporation and names under which they do business.</u></a>                                                                                                                                       |
| 12.1                      | <a href="#"><u>Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>                                                                                                                                             |
| 12.2                      | <a href="#"><u>Certification of chief executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>                                                                                                                                                 |
| 13.1                      | <a href="#"><u>Certifications of chief executive officer and principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>                                                                                                                |
| 97.1                      | <a href="#"><u>Policy Relating to Recovery of Erroneously Awarded Compensation</u></a>                                                                                                                                                                                     |
| 101.INS                   | Inline XBRL Instance Document.                                                                                                                                                                                                                                             |
| 101.SCH                   | Inline XBRL Taxonomy Extension Schema Document.                                                                                                                                                                                                                            |

101.CAL Inline XBRL Taxonomy Extension Calculation LinkbaseDocument.

101.DEF Inline XBRL Taxonomy Extension Definition LinkbaseDocument.

101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document.

101.PRE Inline XBRL Taxonomy Extension Presentation LinkbaseDocument.

104 Cover Page Interactive Data File (formatted as InlineXBRL and contained in Exhibit 101).

- \* Previously filed with the SEC as an exhibit and incorporated by reference to our Registration Statement on Form F-1, File No. 333-138239.
- \*\* Previously filed with the SEC as an exhibit and incorporated by reference to Post-Effective Amendment No. 1 to our Registration Statement on Form F-6, File No. 033-48173.
- \*\*\* Previously filed with the SEC as an exhibit and incorporated by reference to our Annual Report on Form 20-F, filed on July 1, 2008.

### SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

#### **GRUPO SIMEC, S.A.B. DE C.V.**

By: /s/ Sergio Vigil Gonzalez  
Sergio Vigil González  
*Chief Executive Officer*

By: /s/ Mario Moreno Cortez  
Mario Moreno Cortez  
*Finance Coordinator*

Dated: October 1, 2025