

ISSUER'S IDENTIFICATION DATA

Reference year end date: 12/31/2022

Tax identification number: A-20014452

Corporate name:

CIE AUTOMOTIVE, S.A.

Registered office:

ALAMEDA MAZARREDO, 69, 8º (BILBAO), BISCAY

A. THE REMUNERATION POLICY FOR THE YEAR IN COURSE

A.1.1 Explain the directors' remuneration policy in force for the year in course. As far as relevant, certain information may be included by reference to the remuneration policy approved by the General Meeting, provided that the inclusion is clear and specific.

The specific decisions for the year in course on directors' remuneration, both in their capacity as such and for performing executive functions, made by the Board under the contracts signed with executive directors and the remuneration policy approved by the general meeting should be described.

In any case, information should be given on at least the following aspects:

- a) Description of the procedures and bodies within the company involved in establishing and approving the remuneration policy and its terms.
- b) Indicate and, as applicable, explain whether comparable companies have been examined to establish the remuneration policy.
- c) Information on whether an external adviser has been engaged and, if so, their identity.
- d) Procedures envisaged in the current director remuneration policy to apply temporary exceptions to the policy, the terms on which those exceptions may occur, and members who may be granted an exception under the policy.

The Board Remuneration Policy applicable to 2023 is the one that the General Meeting of May 5, 2021 approved for the period 2021-23 (the "Board Remuneration Policy"). The Board Remuneration Policy aims to establish appropriate remuneration for the engagement and responsibilities assumed by its directors, taking the long-term interest of its shareholders as a reference and always in alignment with the terms of other comparable companies at national and international level.

On the one hand, a fixed annual payment is envisaged as remuneration for the directors in their capacity as such, exclusively for non-executive directors who have a special engagement with the company, that is, (i) the Chair of the Board and (ii) the independent directors. Remuneration is not given to directors representing substantial shareholders given the nature of their relationship, with the exception of the Chair of the Board (due to his special engagement). Furthermore, the Chair of the Board will receive remuneration in kind consisting in the use of a company car.

On the other hand, under the new wording of Article 24 of the bylaws, approved at the Annual General Meeting held on April 28, 2022, the executive directors may receive the following (in all cases in accordance with the remuneration policy approved by the General Meeting and the contracts approved by the Board and signed with the executive directors, all in accordance with applicable law):

- a) a fixed amount;
- b) long-term and/or short-term variable remuneration using general benchmark indicators or parameters;
- c) remuneration in the form of shares or linked to their evolution, which may include delivery of shares or share option rights, or amounts linked to the value of the shares, subject to any requirements in the legislation in effect at any given time;
- d) severance pay for early resignation or dismissal, provided it is not caused by any breach of the management duties; and amounts linked to covenants entered into on non-compete, permanence, and exclusivity; and/or
- e) any savings or pension plans considered appropriate.

In practice, the following is envisaged as remuneration for the directors with executive functions:

- a) Fixed remuneration for the CEO and the director responsible for corporate transactions and M&A.
- b) Short-term variable remuneration for the CEO linked to certain parameters such as Net Profit and Gross Operating Profit (EBITDA), as detailed below in the corresponding sections of this report.
- c) Long-term variable remuneration for the CEO linked to him remaining in the CIE Automotive Group over the next 10 years and based on the increase in the value of the shares using the following formula: (Incentive in each Reference Period = 1,450,000 x (Share Price - Initial Value), as detailed below in the corresponding sections of this report.

The Appointments and Remuneration Committee is the body holding the powers to propose the passing of resolutions on the proposal on establishing the directors' remuneration policy, in accordance with the Board Regulation and the Appointments and Remuneration Committee Regulation. The body responsible for proposing the Board Remuneration Policy is, therefore, the Appointments and Remuneration Committee, which subsequently escalates its proposal to the Board. The Board is responsible for approving whether or not to submit the Appointments and Remuneration Committee's proposal to the final approval of the General Meeting, in accordance with the applicable legal and statutory regulations. Lastly, the General Meeting must approve the Board Remuneration Policy.

Without prejudice to the foregoing, the Board, with the prior favorable report of the Appointments and Remuneration Committee, intends to submit for the approval of the Ordinary General Meeting to be held in May 2023 a new Remuneration Policy applicable from 2023 and for the period 2024-2026, which has the essential novelty of adopting measures to accommodate the remuneration package of the CEO through the delivery of an extraordinary and non-consolidable remuneration and an adjustment to the exercise price of the long-term variable remuneration.

Regarding temporary exceptions to the Board Remuneration Policy, the policy stipulates that the Appointment and Remuneration Committee may propose to have the Board make adjustments to the amounts, elements, criteria, thresholds and limits of the executive directors' pay in exceptional circumstances motivated by extraordinary internal or external factors or facts. The details and justification for those adjustments will be included in the corresponding Annual Board Remuneration Report.

No external advisors took part in preparing the Board Remuneration Policy, but it was prepared based on previous policies and the experience and knowledge of the members of the Appointments and Remuneration Committee in relation to the topic and to the specific circumstances of the company and its group.

A.1.2 Relative importance of the variable remuneration items as regards the fixed items (remuneration mix) and what criteria and objectives have been taken into account in establishing them and to guarantee an appropriate balance between the fixed and variable components of the remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and adapt it to the company's long-term objectives, values and interests, which will include, as applicable, a reference to the measures envisaged to guarantee that the company's long-term results, the measures adopted in relation to specific categories of staff whose professional activities have a material impact on the entity's risk profiles and measures envisaged to avoid conflicts of interest are taken into account in the remuneration policy.

Also indicate whether the company has established any accrual or consolidation period for certain variable remuneration items paid in cash, shares or other financial instruments, a deferment period in paying amounts or delivering financial instruments already accrued and consolidated, or whether any clause reducing the deferred remuneration not yet consolidated or requiring the director to return remuneration received has been agreed, when that remuneration has been established based on data later proved to be clearly inaccurate.

Under the Board Remuneration Policy and with the approval of the Ordinary General Meeting held on April 24, 2018 of the long-term incentive plan based on the evolution of the share price (as that approval was amended by a resolution passed under item 7 on the agenda of the General Meeting of May 5, 2021), the variable components are reserved, in the context of the Board, to the CEO, based on the following essential goal: ensuring the loyalty, commitment, incentive and motivation of the CEO of the CIE Automotive Group over a ten (10) year period (until 2028). That amendment was brought about by the need to adjust the reality of the incentive to the market conditions arising from the volatility resulting from the economic and health crisis resulting in turn from Covid-19, with the aim of adjusting the reference periods and the terms on which the CEO can exercise the right to the incentive by extending them and adjusting the payment terms of the incentive. A more detailed description of this long-term incentive plan based on share price performance is set out in section B7. We refer to this section for the details of the incentive.

This being the case, the variable elements will be as follows:

(a) Short-term variable remuneration

The objectives to which the CEO's variable remuneration will be linked in the year in course will be related to parameters such as the Net Profit and the Net Operating Profit (EBITDA) approved by the Board in the annual budget. The amount of the short-term variable remuneration may not exceed 100% of the fixed remuneration. The Board will determine the degree to which the short-term variable remuneration has been earned and its corresponding amount, at the Appointments and Remuneration Committee's proposal after verifying the degree of compliance with the established parameters.

(b) Long-term variable remuneration

Long-term variable remuneration is envisaged for the CEO based on the evolution of the share price, in the terms approved by the Ordinary General Meeting of April 24, 2018 and amended by the Ordinary General Meeting of May 5, 2021.

Subject to its final economic establishment, it is an incentive under which the CEO will be entitled to receive a bonus equivalent to the difference between a reference price and the share price in each exercise window, multiplied by a number of units, also determined by the General Meeting.

The General Meeting has established a series of exercise windows that will consolidate the right to be paid the incentive based on the share price's evolution up to that date and, if it is exercised, to define the reference value of the next window at the amount at which the previous window was exercised.

In relation to the windows in which the CEO may exercise his right to the incentive, as a result of the amendment approved by the Ordinary General Meeting held on May 5, 2021, a greater number of windows were opened over the remaining period and the quantitative limits that applied to these windows originally were eliminated, all based on the above need to adjust the reality of the incentive to the changing circumstances of the macroeconomic environment derived from the pandemic and following a favorable report from the Appointments and Remuneration Committee. As regards reducing exposure to excessive risks, the remuneration is adjusted to the circumstances and excessive risks are mitigated in two ways: first, the long-term variable remuneration depends on the generation of value for the Shareholders through its link to the share price (and this value will reflect, as applicable, that the most basic objectives have been achieved). The long-term objective of the Company and the long-term interest of the variable remuneration are thus aligned.

Second, and despite this, based on the proposal formulated, as applicable, by the Appointments and Remuneration Committee, the Board has the power to claim the repayment of the remuneration already paid under the permanence commitment from the CEO (claw-back clauses). Moreover, additional claim measures may be in special situations such as fraud and serious infringement of the law.

A.1.3 Amount and nature of the fixed components it is envisaged directors will accrue in the year in their capacity as such.

Pursuant to Board resolution, following a favorable report from the Appointments and Remuneration Committee, and subject to the approval of the maximum amount by the General Meeting, the fixed components of the remuneration of the directors in their capacity as such foreseen for the current year are as follows:

- Chair of the Board: 1,250 thousand euros;
- Independent Members of the Board: 100 thousand euros.

A.1.4 Amount and nature of the fixed components that will be accrued in the year for performing executive directors' senior management functions.

The fixed components of the executive directors' remuneration for performing their functions for the year in course are as follows:

- CEO: 600 thousand euros;
- Director in charge of corporate transactions and M&A: 220 thousand euros.

A.1.5 Amount and nature of any component of remuneration in kind that will be accrued in the year, including but not limited to the insurance premiums paid in favor of the director.

The Chair of the Board, the CEO and the director in charge of corporate transactions and M&A will have the use of a company car, which is classified as remuneration in kind.

A.1.6 Amount and nature of the variable components, distinguishing between those in the short and long term. Financial and non-financial parameters, including social, environmental and climate-change parameters, selected to determine the variable remuneration in the year in course; explanation of to what extent those parameters are related to the performance, both of the director and of the entity, and to their risk profile, and the methodology, required period and techniques envisaged to determine the effective degree of compliance with the parameters used in designing the variable remuneration at the end of the year, explaining the criteria and factors applied as regards the time required and methods to check that the performance or any other type of conditions to which the accrual and consolidation of each variable remuneration component was linked have been effectively met.

Indicate the range of the different variable components in monetary terms in accordance with the established objectives and parameters, and whether there is any maximum pecuniary sum in absolute terms.

The variable elements for the year in progress will be as follows:

(a) Short-term variable remuneration

The CEE is entitled to a short-term variable remuneration subject to the way the fulfilment of the Net Profit and the Net Operating Profit (EBITDA) approved by the Board in the annual budget has been achieved during the year. The Appointments and Remuneration Committee will certify whether the EBITDA and Net profit targets for the year have been achieved and will inform the Board of Directors accordingly as per the proposal for a short-term variable remuneration. In the event the targets have been achieved, the CEO shall be entitled to the full short-term variable remuneration. In the event the targets had not been achieved, the CEO shall not be entitled to a short-term variable remuneration. There is no grading in the achievement or perception. In any case, that remuneration may not exceed 100% of the fixed remuneration.

(b) Long-term variable remuneration

Long-term variable remuneration is envisaged for the CEO based on the evolution of the share price. Subject to its final economic establishment, it will be an incentive under which the CEO will be entitled to receive a bonus equivalent to the difference between a reference price and the share price in each exercise window, multiplied by a number of units determined by the General Meeting. The General Meeting has established a series of exercise windows that will consolidate the right to receive the incentive based on the evolution of the share price up to that date and, in case of exercise, the reference value for the following window will be set at the amount at which the previous window has been exercised. Point B7 contains a more detailed description of this long-term incentive plan based on the evolution of the share price. We refer to that section as regards the details of the incentive plan.

From a quantitative viewpoint and simulating the current exercise of all the remuneration at the set date of December 31, 2022 (at the closing share price on that date and considering the reference value of the price as explained in section B.7), the amount of the remuneration would be 0.00 euros.

The CEO's variable remuneration does not contain non-financial elements such as social, environmental, and climate-change components within the calculation parameters.

A.1.7 Main characteristics of the long-term savings systems. Among other information, indicate the contingencies covered by the system, whether it is a defined-contribution or -benefit system, the annual contribution that must be made to the defined contribution systems, the conditions for consolidation of the economic rights in favor of the directors and their compatibility with any type of payment or compensation for termination or early termination or derived from the end of the contractual relationship on the terms agreed between the company and the director.

It should be indicated whether the accrual or consolidation of any of the long-term savings plans is linked to achieving certain objectives or parameters related to the director's short- or long-term performance.

Although the new wording of Article 24 of the bylaws, approved by the Annual General Meeting on April 28, 2022, includes this possibility for the executive directors, there are currently no directors receiving remuneration of this type.

A.1.8 Any type of payment or compensation for termination or early termination or derived from the end of the contractual relationship on the terms agreed between the company and the director, whether the termination is at the will of the company or the director, and any type of covenants agreed, such as exclusivity, post-contractual non-compete and permanence or loyalty, which entitle the director to any type of earning.

The CEO is entitled to receive amounts for the following items:

(i) Non-compete covenant

Given his degree of knowledge of the design and execution of the Company's strategy and business plans, in any case, the CEO's contract establishes a non-compete obligation in relation to companies and activities of a similar nature during the term of his relationship with the Company for three (3) years after leaving the company. As consideration for these commitments, the CEO will receive net remuneration of 650 thousand euros per annum that he must repay to the company if he terminates his relationship with it early.

(ii) Permanence bonus and exclusivity covenant

The CEO assumes an exclusivity and permanence commitment for at least a period of ten years. As consideration for these commitments, the CEO will receive net remuneration of 650 thousand euros per annum that he must repay to the company if he terminates his relationship with it early.

Furthermore, if the contractual relationship is terminated at the company's decision, the CEO will be entitled to receive the full amounts included in the non-compete covenant, the permanence and exclusivity bonus, the long-term variable remuneration and compensation in an amount equal to the fixed and short-term variable remuneration received in the previous year. All of this will apply unless the reason for the termination is (i) serious breach by the CEO of the obligations in the contract or (ii) breach of ethical or regulatory obligations (securities market, competition, etc.).

In addition, the new wording of Article 24 of the bylaws, approved by the Annual General Meeting on April 28, 2022, includes the possibility for the executive directors to receive severance pay for early resignation or dismissal, provided it is not caused by breach of the management duties, and amounts linked to covenants entered into on non-compete, permanence, and exclusivity. However, in practice only the CEO's contract includes that remuneration item in the terms analyzed above.

A.1.9 Indicate the terms that the contracts of those exercising senior management functions as executive directors must respect. Among other factors, information should be given on the duration, limits on compensation amounts, permanence clauses, notice periods, and payment in lieu of notice, and any other clauses on hiring bonuses, and compensation or golden parachutes in case of early termination or end of the contractual relationship between the company and the executive director. Include, among others, non-compete, exclusivity, permanence, or loyalty and post-contractual non-compete covenants or agreements, unless they have been explained in the foregoing section.

The essential characteristics of the CEO's contract are as follows:

(i) Term

The contract is open ended and may be freely terminated by the company at any time with no need to give notice and with the compensation-related consequences indicated in section A.1.8 above. The CEO may freely terminate the contract and resign from his position at any time giving at least three months' notice, in which case he must repay the amount corresponding to the non-compete and permanence covenant described above.

(ii) Applicable regulations

The applicable regulations are those envisaged under Spanish law at any given time.

(iii) Non-compete covenant

Given his degree of knowledge of the design and execution of the Company's strategy and business plans, in any case, a non-compete obligation is in relation to companies and activities of a similar nature during the term of his relationship with the Company and subsequently for a period of three (3) years. As consideration for these commitments, the CEO will receive remuneration that he must repay to the company if he terminates his relationship with it early.

(iv) Permanence bonus and exclusivity covenant

The CEO assumes an exclusivity and permanence commitment for at least a period of ten years. As consideration for these commitments, the CEO will receive remuneration that he must repay to the company if he terminates his relationship with it early.

(v) Confidentiality and return of documents

A strict duty of confidentiality is established for executive directors both during the term of their contracts and after they are terminated. Furthermore, upon ending their relationship with the company, executive directors must return the documents and items related to their activity that they have in their possession to the company.

(vi) Ethical duties

Executive directors must conduct themselves within the duties of good faith and loyalty, refraining from participating, directly or indirectly, in situations that could give rise to a conflict of interest between their personal interests and those of the company.

The new wording of Article 24 of the bylaws, approved by the Annual General Meeting on April 28, 2022, includes the possibility for the executive directors to receive severance pay for early resignation or dismissal, provided it is not caused by breach of the management duties, and amounts linked to covenants entered into on non-compete, permanence, and exclusivity. However, in practice only the CEO's contract includes that remuneration item in the terms analyzed in section A8.

A.1.10 The nature and estimated amount of any other supplementary remuneration that the directors will accrue in the year in course as consideration for services rendered other than those inherent to their position.

In addition to the fixed remuneration, the director in charge of corporate transactions and M&A is entitled to receive a percentage (0.25%) of the value (enterprise value) of the company effectively acquired in each company acquisition transaction, with a maximum of 800 thousand euros per transaction.

A.1.11 Other remuneration items such as those derived, as applicable, from the company granting the director advances, loans and guarantees, and other remuneration.

The CEO, as related to the amounts referred to the "Non-compete" and "permanence bonus and exclusivity covenant" received in advance such amounts in 2018 as stipulated in the corresponding agreement.

As long as a yearly collection of these amounts is envisaged, the company attributes the corresponding 10-yearly gross amount as remuneration during the year. Notwithstanding such circumstance, the CEO shall refund such amounts in the event of voluntary termination of his contract with the company. In the event the Board and the Shareholders' meeting decide not to continue with the CEO in such 10 year team, the CEO shall be entitled to the full amount as agreed.

The amount corresponding to such concept, which implies no funds release to the CEO as long as he applied for an anticipated collection, is 2,549 thousand euros (1.300 thousand euros net amount).

A.1.12 The nature and estimated amount of any other supplementary remuneration envisaged that is not included in the foregoing sections, whether paid by the entity or another entity of the group, which will be accrued by the directors in the year in course

n/a

A.2. Explain any relevant change in the remuneration policy applicable in the year in course derived from:

- a) A new policy or an amendment to the policy already approved by the General Meeting.
- b) Relevant changes in the specifications established by the Board for the year in course on the current remuneration policy as regards those applied in the previous year.
- c) Proposals that the Board has resolved to submit to the General Meeting to which this annual report will be submitted and that it is proposed to apply to the year in course.

The Board Remuneration Policy applicable to 2022 is the same as the one approved for 2021-23 by the General Meeting of May 5, 2021, which was already in force during the years 2021 and 2022.

Without prejudice to the foregoing, the Board, with the prior favorable report of the Appointments and Remuneration Committee, intends to submit for the approval of the Ordinary General Meeting to be held in May 2023 a new Remuneration Policy applicable from 2023 and for the period 2024-2026, which has the essential novelty of adopting measures to accommodate the remuneration package of the CEO through the delivery of an extraordinary and non-consolidable remuneration and an adjustment to the exercise price of the long-term variable remuneration.

A.3. Identify the direct link to the document recording the company's current remuneration policy, which must be available on the company's website.

<https://cieautomotive.com/web/investors-website/remuneraciones-de-los-consejeros>

A.4. Taking into account the data in section B.4, explain how the shareholders' vote at the general meeting to which the annual remuneration report for the previous year was submitted for a vote on a consultative basis has been taken into account.

Insofar as the Annual Remuneration Report 2021 has been approved, on a consultative basis, with 85.009531% of the votes in favor, 14.674056% of the votes against and 0.316413% abstentions, no action has been considered in relation to the Board Remuneration Policy

B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR ENDED

B.1.1 Explain the process followed to apply the remuneration policy and establish the individual remuneration reflected in section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board and, as applicable, the identity and role of the external advisers whose services have been used in the process of applying the remuneration policy in the year ended.

The Appointments and Remuneration Committee is the body holding the powers to propose the Board Remuneration Policy and the passing of resolutions on directors' remuneration, in accordance with the Board Regulation and the Appointments and Remuneration Committee Regulation, and the functions assigned to it in them. It is up to the Board to approve the Appointments and Remuneration Committee's proposals, including the proposal to submit the Board Remuneration Policy to the approval of the General Meeting.

Within the functions assigned to it in the Board Regulation and the Appointments and Remuneration Committee Regulation, and the functions assigned to it in them, the Appointments and Remuneration Committee organizes its operation based on a schedule of annual meetings and a specific agenda for each of them, although additional meetings may be held in accordance supervening and unforeseen circumstances.

As regards the way in which the Appointments and Remuneration Committee deliberates on the application of the Board Remuneration Policy, in an initial phase, the Chair of the Board meets with the members of the Appointments and Remuneration Committee and presents his view on directors' remuneration for the year

based on the current Board Remuneration Policy. After obtaining this first opinion, the Appointments and Remuneration Committee members deliberate on the decisions to be adopted and, in the meeting ordinarily held in December, they pass the directors' remuneration proposals for the year to the Board, which are then discussed and approved (as applicable) in the December Board meeting.

Neither the Board nor the Appointments and Remuneration Committee has engaged external advisers in exercising these functions.

B.1.2 Explain any deviations from the procedure established for the application of the remuneration policy that occurred during the financial year.

No such circumstances occurred in the reporting period.

B.1.3 State whether any temporary exceptions to the remuneration policy have been applied and, if they have been applied, explain the exceptional circumstances that led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity considers that these exceptions were necessary to serve the long-term interests and sustainability of the company as a whole or to ensure its viability. Also, quantify the impact that applying these exceptions had on the remuneration of each director in the financial year.

No such circumstances occurred in the reporting period.

B.2. Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing the exposure to excessive risks and adapting it to the company's long-term objectives, values and interests, including a reference to the measures adopted to guarantee that the company's long-term results have been taken into account in the remuneration accrued and an adequate balance has been struck between the fixed and variable remuneration components, what measures have been taken in relation to specific categories of staff whose professional activities have a material impact on the entity's risk profiles, and what measures have been taken to avoid conflicts of interest, as applicable.

As regards reducing exposure to excessive risks, the remuneration is adjusted to the circumstances and excessive risks are mitigated in two ways.

First, the long-term variable remuneration depends on the generation of value for the Shareholders through its link to the share price (and this value will reflect, as applicable, that the most basic objectives have been achieved). The long-term objective of the Company and the long-term interest of the variable remuneration are thus aligned.

Second, and despite this, the Board (based on the proposal formulated, as applicable, by the Appointments and Remuneration Committee) has the power to claim the repayment of the remuneration already paid under the permanence commitment from the CEO (claw-back clauses). Moreover, additional claim measures may be in special situations such as fraud and serious infringement of the law.

With respect to the adequate balance between the fixed and variable components, it is the Appointments and Remuneration Committee that, in the framework of its ordinary activity, approved the described remuneration scheme and, in so doing, (i) analyzed the different foreseeable scenarios of the variable remuneration, comparing them with the fixed remuneration, and (ii) assessed whether, in each of the foreseeable scenarios, adequate proportionality was maintained between the fixed and variable remuneration in both directions, that is, that the proportion of fixed remuneration to variable remuneration is not excessive in scenarios of poor performance of the Company, and that the proportion of variable remuneration to fixed remuneration is not excessive in scenarios of good performance of the Company.

As regards avoiding conflicts of interest, the long-term variable remuneration depends on the generation of value for the Shareholders through its link to the share price (and this value will reflect, as applicable, that the most basic objectives have been achieved). The long-term objective of the Company and the long-term interest of the variable remuneration or, in other words, the shareholder's (abstract) interest in the executive are thus aligned *ex ante*.

B.3. Explain how the remuneration accrued and consolidated in the year complies with the current remuneration policy, and in particular how it contributes to the company's sustainable performance in the long term.

Also indicate the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, as applicable, how the variations in the company's performance have influenced the variation of the directors' remuneration, including that accrued whose payment has been deferred, and how it contributes to the company's short- and long-term results.

The CEO is the only Board member with variable remuneration linked to both short- and long-term performance.

With the prior verification by the Appointments and Remuneration Committee of compliance with the Net Profit and Gross Operating Profit (EBITDA) targets of the Board approved for the year's annual budget, an amount of EUR 525 thousand in short-term variable remuneration has corresponded to the CEO.

As regards long-term variable remuneration, and based on the amendments resolved by the Ordinary General Meeting held on May 5, 2021 described above, during 2022 the CEO partially exercised the incentive plan linked to the evolution of the share price, so that an amount for that remuneration accrued in 2022 amounting to EUR 2,972 thousand, as a result of multiplying 1,450,000 shares by the difference between the share price for partial exercise (EUR 27.41, determined in accordance with the applicable rules) by the base price per share of the long-term incentive plan (EUR 25.37, determined in accordance with the rules applicable during the year 2021, as analyzed in the IRC for the year ended December 31, 2021). With this partial exercise, a base share price per share of EUR 27.41 has been fixed for possible further exercises of the incentive.

All of this was made based on measurable and quantifiable parameters linked to the (positive) performance of the company: in the case of short-term variable remuneration, reflected in the Net Earnings and EBITDA for the year (targets achieved); in the case of long-term variable remuneration, reflected in the evolution of the share price from the base price of the incentive plan to the exercise price (upward trend). Furthermore, all of the above was in accordance with the Board Remuneration Policy and, in relation to the long-term variable remuneration, with the resolutions passed to this effect by the Ordinary General Shareholders' Meeting on April 24, 2018 and May 5, 2021.

The variable remuneration structure mentioned above contributes to the sustainable and long-term performance of the Company by combining both remuneration elements linked to the short- and long-term, and elements linked to the business itself (Net Earnings and EBITDA) and to the value added to the shareholders (evolution of the Share price), thus eliminating possible distortions and conflicts.

B.4. Indicate the result of the consultative vote in the general meeting on the annual report on remuneration for the previous year, stating the number of votes against.

	Number	% of the total
Votes issued	86,774,496	70.81

	Number	% of the votes issued
Votes against	12,986,968	14.97

Votes in favor	73,507,485	84.71
Null votes		0.00
Abstentions	280,043	0.32

Observations

B.5. Explain how the fixed components accrued and consolidated in the year by the directors in their capacity as such have been determined, their proportion in relation to each director, and how they have varied with respect to the previous year.

The Ordinary General Meeting of April 28, 2022 resolved to fix the maximum aggregate amount of this remuneration for the year ended December 31, 2022 at EUR 1,700 thousand.

These annual amounts have increased with respect to the Chair of the Board (EUR 50 thousand more), and with respect to Estefanía (EUR 20 thousand more) because she now holds the position of coordinating director.

It should be noted that the changes to the Board on December 15, 2022 have had no impact on the accrual of the remuneration corresponding to the affected directors, whether they are outgoing or incoming or those who have continued with new responsibilities assigned to them.

B.6. Explain how the salaries accrued and consolidated in the year ended by each of the executive directors for performance of management functions have been established and how they have varied compared with the previous year.

The fixed components accrued by the executive directors in 2022 have varied in the reference year compared with 2021, to the extent that for CEO have increased by EUR 75 thousand (EUR 600 thousand, compared to EUR 525 thousand in 2021) and for the executive vice-chairman have increased by EUR 20 thousand (EUR 220 thousand, compared to EUR 200 thousand in 2021). The Appointments and Remunerations Commission has resolved to propose the Board of Directors on these changes based on the capacity to adapt the remunerations included in the remuneration policy for directors approved for years 2021-2023 by the General Shareholders' meeting.

B.7. Explain the nature and main characteristics of the variable components of the remuneration systems accrued and consolidated in the year ended.

In particular:

- a) Identify each of the remuneration plans that have established the different variable remuneration accrued by each of the directors during the year ended, including information on its scope, its approval date, implementation date, conditions in case of consolidation, accrual and validity periods, criteria used to assess the performance and how this has impacted on the establishment of the variable amount accrued, and the measurement criteria used and the period required to be in a position to appropriately measure all the conditions and criteria stipulated, explaining in detail the criteria and factors applied in terms of time required and methods to check that the performance or any other type of conditions to which the accrual and consolidation of each variable remuneration component was linked have effectively been met.
- b) In case of stock option or other financial instruments plans, the general characteristics of each plan will include information on the conditions both to acquire their

unconditional ownership (consolidation) and to be able to exercise those options or financial instruments, including the strike price and exercise period.

- c) Each of the directors, and their category (executive directors, external directors representing substantial shareholders, external independent directors, or other external directors), who are beneficiaries of remuneration systems or plans that include variable remuneration.
- d) As applicable, provide information on the accrual or payment deferment periods established that have been applied and/or the retention/non-disposal periods for shares or other financial instruments, if any.

Explain the short-term variable components of the remuneration systems:

The CEO is entitled to short-term variable remuneration calculated in relation to compliance with the Net Profit and Net Operating Profit (EBITDA) levels approved by the Board in the annual budget.

After a favorable report from the Appointments and Remuneration Committee, the Board has verified that the Net Profit and EBITDA objectives included in the annual budget approved by the Board have been achieved. Provided the targets have been achieved, the Board has resolved, as related to financial year 2021, to grant an amount of 525 thousand euros, which is the same amount of the fixed remuneration.

In relation to financial year 2022, the Appointments and Remuneration Committee and the Board of Directors have carried out in 2023 the same exercise as relates to financial year 2022. On the date of this report, it can be anticipated that the Net Profit and Net Operating Profit (EBITDA) levels approved by the Board in the annual budget have been achieved and consequently, the CEO will receive in 2023 the short-term remuneration which corresponds (for an amount equal to his fixed remuneration for the financial year)

As regards the approval date, date of implementation or accrual and validity periods, the variable remuneration is annual and framed within the Board Remuneration Policy approved by the Ordinary General Meeting of May 5, 2021 for 2021, 2022 and 2023.

Explain the long-term variable components of the remuneration systems:

The CEO (the "Beneficiary") holds a long-term incentive based on the increase in the value of the Shares, due to his special engagement with the Company (the "Incentive"), based on the following basic characteristics. The incentive plan was partially exercised in the year in question.

I.- Objective

The incentive consists in allocating 1,450,000 units to the Beneficiary, which include the option to receive remuneration based on the increase in the value of the same number of shares of CIE Automotive, S.A. over a period of time, taking its share price as a reference and payable in cash.

II.- Beneficiary and number of units

The CEO is the Beneficiary of the Incentive.

The number of calculation units allocated to the Beneficiary of the Incentive will be 1,450,0000.

Those units will be allocated for the sole purposes of calculating the Incentive and will not entail the Beneficiary acquiring the status of shareholder or any other rights related to that status.

III.- Establishment of the Incentive

On the dates indicated below, the Beneficiary will be entitled to receive long-term variable remuneration that will be the amount in euros (€) resulting from applying the following formula:

Incentive in each Reference Period = 1,450,000 x (Share Price - Initial Value) where

- Initial Value is €21.30 per share.

- Share Price is Automotive, S.A.'s average share price in the period of thirty (30) calendar days that the CEO determines, in each Reference Period, as the calculation period for the Incentive.

As an exception to the above, if the Beneficiary exercises the Incentive in the first Reference Period indicated above, the period that will be used as the reference period to determine the Share Price will be the thirty (30) calendar day period from January 1, 2021 to June 30, 2021.

For the purposes of the calculation, the average share price will be calculated by dividing the sum of the cash traded in shares of CIE Automotive in the reference period of thirty (30) calendar days and the sum of the total number of securities traded on the Bilbao, Madrid, Barcelona, and Valencia stock exchanges during the stated reference period of thirty (30) calendar days.

The Reference Period corresponds, at the election of the Beneficiary, to the thirty (30) calendar day period referred to above, between any of the following: (i) May 6, 2021 to June 30, 2021; (ii) September 30, 2021 and March 31, 2022; (iii) July 1, 2022 and December 31, 2022; (iv) April 1, 2023 and September 30, 2023; (v) January 1, 2024 and June 30, 2024; (vi) October 1, 2024 and March 31, 2025; (vii) July 1, 2025 and December 31, 2025; (viii) April 1, 2026 and September 30, 2026 and (ix) January 1, 2027 and December 31, 2027.

Consequently, the Beneficiary may exercise the Incentive partially — in the terms indicated below — counting towards its final settlement, within any of the Reference Periods.

For the purposes of exercising the Incentive in each of the Reference Periods, the following circumstances will apply:

In the exercise of the Incentive in each of the Reference Periods subsequent to the first exercise of the Incentive, the Initial Value will be taken as the quotation Value taken for the purpose of calculating the Incentive in the previous Reference Period.

In the event that, at the time of exercise of the Incentive, the Share Price (as defined above) is lower than the Initial Price (or the Incentive exercise value in the previous Reference Period in which the Incentive was partially exercised), the CEO will not be entitled to receive any Incentive in that Reference Period, without prejudice to the possibility of exercising the Incentive in the following Reference Periods (a right that is not waived due to not being able to exercise the Incentive in any Reference Period).

In this context, the CEO partially exercised the Incentive in 2022, so that an amount accrued in the period for that remuneration amounting to EUR 2,972 thousand, as a result of multiplying 1,450,000 shares by the difference between the price per share for partial exercise (EUR 27.41, determined applying the applicable rules) and the base price per share of the long-term incentive plan (EUR 25.37, determined in accordance with the applicable rules and fixed in the year 2021, as reflected in the IRC for the year 2021.). With this partial exercise, a base share price of EUR 27.41 per share has been set for any subsequent exercises of the incentive.

Consequently, for the purposes of the system, the initial value after the previous year is EUR 27.41. This value will be subject to change under the new Remuneration Policy to be approved by the General Meeting in May 2023.

IV.- Conditions for the settlement of the Incentive

The Beneficiary's right to the Incentive in this proposal will not be consolidable and will not be automatically extendable.

In no case will the amount received by the Beneficiary, as applicable, under this remuneration scheme be counted as a calculation parameter for possible compensation to which the Beneficiary may subsequently be entitled due to any cause.

The payment of the Incentive regulated in this proposal will take place, in each of the Reference Periods and within thirty (30) calendar days of the date of determination of the corresponding thirty (30) calendar days within the Reference Period, as per section III above.

Consequently, if, before each of the Reference Periods, the Beneficiary voluntarily terminates his relationship with the CIE Automotive Group, the right to receive the remuneration (or, in case of partial exercise in a Reference Period, the rest of the Incentive) referred to in this remuneration proposal will be considered automatically and irrevocably terminated.

Despite this, when the termination of the Beneficiary's relationship is due to

- (i) death; or
- (ii) retirement or early retirement, whether at the Beneficiary's or CIE Automotive's decision; or
- (iii) permanent disability of the Beneficiary; or
- (iv) the unilateral withdrawal of the CIE Automotive Group company by means of a resolution of the General Meeting against re-electing the CEO or for his dismissal; or by means of a Board resolution not to propose the renewal or to dismiss the CEO; or
- (v) unfair dismissal recognized as such by CIE Automotive, in conciliation or declared as such by a final court ruling, the Beneficiary or his successors will receive the Incentive outstanding early on that termination date, taking as a reference, *mutatis mutandis*, the share price on the termination date or, alternatively, the Incentive end date.

B.8. Indicate whether certain variable components accrued have been reduced or reclaimed when the payment of unconsolidated amounts has been deferred or amounts consolidated and paid using data later proved to be clearly inaccurate have been reclaimed. Describe the amounts reduced or repaid applying the reduction (malus) or repayment (claw-back) clauses, why they have been executed and the years to which they correspond.

No such circumstances have arisen in the year in question.

B.9. Explain the main characteristics of the long-term savings systems whose amount or equivalent annual cost is recorded in the tables of Section C, including retirement and any other survivor benefit financed in full or in part by the company, whether provisioned internally or externally, indicating the type of plan, whether it is a defined-contribution or -benefit plan, the contingencies it covers, the conditions for consolidation of the economic rights in favor of the directors and their compatibility with any type of compensation for early termination or termination of the contractual relationship between the company and the director.

Although the new wording of Article 24 of the bylaws, approved by the Annual General Meeting on April 28, 2022, includes this possibility for the executive directors, there are currently no directors receiving remuneration of this type.

B.10. Explain, as applicable, the compensation or any other type of payment derived from early termination, whether at the decision of the company or the director, or from the termination of the contract, on the terms agreed in it, accrued and/or received by the directors during the year ended.

No such circumstances have arisen in the year in question.

- B.11. Indicate whether significant amendments have been made to the contracts of those exercising senior management functions as executive directors and, as applicable, explain them. Also explain the main terms of the new contracts signed with executive directors during the year, unless they have been explained in section A.1.

No significant changes were made to the contracts of those performing senior management duties as executive directors, and no new contracts with executive directors were entered into during the year.

- B.12. Explain any supplementary remuneration accrued by the directors as consideration for services rendered other than those inherent to their position.

No remuneration accrued in this regard in the year in question.

- B.13. Explain any remuneration derived from granting advances, loans and guarantees, indicating the interest rate, their essential characteristics and the amounts eventually repaid, and the obligations assumed under them as guarantee.

The CEO, as related to the amounts referred to the "Non-compete" and "permanence bonus and exclusivity covenant" received in advance such amounts in 2018 as estipulated in the corresponding agreement.

As long as a yearly collection of these amounts is envisaged, the company attributes the corresponding 10-yearly gross amount as remuneration during the year. Notwithstanding such circumstance, the CEO shall refund such amounts in the event of voluntary termination of his contract with the company. In the event the Board and the Shareholders' meeting decide not to continue with the CEO in such 10 year team, the CEO shall be entitled to the full amount as agreed.

The amount corresponding to such concept, which implies no funds release to the CEO as long as he applied for an anticipated collection, is 2,549 thousand euros (1.300 thousand euros net amount).

- B.14. Detail the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the different salary components.

The Chair of the Board: remuneration due to use of vehicle in the amount of 12,227.93 euros (with a payment on account paid by the employer of 5.991,69 euros).

The CEO: remuneration due to use of vehicle in the amount of 16,244.93 euros (with a payment on account paid by the employer of 7,960.02 euros).

The Director in Charge of Corporate Transactions and M&A: remuneration due to use of vehicle in the amount of 12,667.55 euros (with a payment on account paid by the employer of 6,207.10 euros).

- B.15. Explain the remuneration accrued by the director under the payments the listed company makes to a third-party entity in which the director renders services when those payments are to remunerate their services to the company.

There is no remuneration accrued for this item in the year.

- B.16. Explain and detail the amounts accrued during the year in relation to any other remuneration item other than the above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it is considered a connected-party transaction or, especially, when it has a significant effect on the accurate image of the total remuneration accrued by the director, explaining the amount granted or pending payment, the nature of the consideration received and the reasons why it was considered, if applicable, that it does not constitute remuneration to directors in their capacity as such or in consideration for the

performance of their executive duties, and whether or not it has been considered appropriate to be included among the amounts accrued under the "other items" in section C.

There are no other elements to be included different from those already mentioned..

C. DETAILS OF THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH OF THE DIRECTORS

Name	Type	2022 accrual period
FERMIN DEL RÍO SANZ DE ACEDO	Vice-Chair representing substantial shareholder	From 1/1/2022 to 12/31/2022
ANTONIO MARIA PRADERA JÁUREGUI	Chair representing substantial shareholder	From 1/1/2022 to 12/31/2022
ARANTZA ESTEFANÍA LARRAÑAGA	Coordinating Director	From 1/1/2022 to 12/31/2022
JESÚS MARÍA HERRERA BARANDIARÁN	CEO	From 1/1/2022 to 12/31/2022
JUAN MARÍA RIBERAS MERA	Director representing substantial shareholder	From 1/1/2022 to 12/31/2022
FRANCISCO JOSÉ RIBERAS MERA	Director representing substantial shareholder	From 1/1/2022 to 12/31/2022
IÑIGO BAREA EGAÑA	Director representing substantial shareholder	From 4/28/2022 to 12/31/2022
JAVIER FERNÁNDEZ ALONSO	Director representing substantial shareholder	From 4/28/2022 to 12/31/2022
SUMAN MISHRA	Director representing substantial shareholder	From 1/1/2022 to 12/15/2022
JACOBO LLANZA FIGUEROA	Director representing substantial shareholder	From 1/1/2022 to 12/31/2022
MARÍA EUGENIA GIRÓN DÁVILA	Independent Director	From 1/1/2022 to 12/31/2022
MARÍA TERESA SALEGUI ARBIZU	Director representing substantial shareholder	From 1/1/2022 to 12/31/2022
ELENA MARÍA ORBEGOZO LABORDE	Independent Director	From 1/1/2022 to 12/31/2022
SHRIPRAKASH SHUKLA	Director representing substantial shareholder	From 1/1/2022 to 12/31/2022
ABANTI SANKARANARAYANAN	Director representing substantial shareholder	From 12/15/2022 to 12/31/2022
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ	Director representing substantial shareholder	From 1/1/2022 to 4/28/2022

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C.1. Complete the following tables regarding the individualized remuneration of each of the directors (including the remuneration for exercising executive functions) accrued in the year.

a) Remuneration from the company constituting the object of this report:

i) Remuneration accrued in cash (thousand €)

Name	Fixed remuneration	Allowances	Remuneration for membership on board committees	Salary	Variable short-term remuneration	Variable long-term remuneration	Compensation	Other items	Total 2022	Total 2021
FERMÍN DEL RÍO SANZ DE ACEDO				220	78			19	317	215
ANTONIO MARIA PRADERA JÁUREGUI	1,250							18	1,268	1,214
ARANTZA ESTEFANÍA LARRAÑAGA	100								100	80
JESUS MARIA HERRERA BARANDIARÁN				600	525			2,573	3,698	3,619
JUAN MARÍA RIBERAS MERA										
FRANCISCO JOSÉ RIBERAS MERA										
IÑIGO BAREA EGAÑA										
JAVIER FERNÁNDEZ ALONSO										
SUMAN MISHRA										
JACOBO LLANZA FIGUEROA										
MARÍA EUGENIA GIRÓN DÁVILA	100								100	
MARÍA TERESA SALEGUI ARBIZU										
ELENA MARÍA ORBEGOZO LABORDE	100								100	
SHRIPRAKASH SHUKLA										
ABANTI SANKARANARAYANAN										
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ										

Observations

Board members included in this section are all those who were members in 2022, although (i) Ms. Mishra and Mr. Martínez-Conde left the Board during that year (i.e., they were members on January 1, 2022, but no longer members on December 31, 2022); and (ii) Mr. Barea and Ms. Sankaranarayanan became members during that year (i.e., they were not members on January 1, 2022, but were members on December 31, 2022).

The concept "Other items" for Mr. Jesus Maria Herrera Barandiaran includes the remuneration associated to the "Non-compete" and "permanence bonus and exclusivity covenant" for an amount of 2,549 thousand euros, as referred in sections A.1.8, A.1.11 and B.13.

ii) Table of movements in the remuneration systems based on shares and gross profit of the shares or financial instruments consolidated.

Name	Name of the Plan	Financial instruments at the start of 2022		Financial instruments granted during 2022		Financial instruments consolidated in the year				Instruments matured and not exercised	Financial instruments at the end of 2022	
		No. instruments	Equivalent no. shares	No. instruments	Equivalent no. shares	No. instruments	Equivalent /consolidated no. shares	Consolidated shares price	Gross profit on consolidated shares or financial instruments (thousand €)	No. instruments	No. instruments	Equivalent no. shares
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	Long-term incentive plan	1,450,000	1,450,000					0.00	2,972		1,450,000	1,450,000

Observations

The CEO, during the thirty (30) calendar day period referred, between any of the following: (i) April 1, 2023 and September 30, 2023; (ii) January 1, 2024 and June 30, 2024; (iii) October 1, 2024 and March 31, 2025; (iv) July 1, 2025 and December 31, 2025; (v) April 1, 2026 and September 30, 2026 and (vi) January 1, 2027 and December 31,

2027, will be entitled to exercise the remuneration based on multiplying 1.450.000 rights with the difference between the share price and the reference price (which is 27,41 euros at the end of financial year 2022). In each of the windows above, the CEO will be entitled to collect the corresponding amount based on the applicable formula.

iii) Long-term savings systems.

Name	Remuneration due to consolidation of rights to savings systems
FERMÍN DEL RÍO SANZ DE ACEDO	
ANTONIO MARÍA PRADERA JÁUREGUI	
ARANTZA ESTEFANÍA LARRAÑAGA	
JESUS MARIA HERRERA BARANDIARÁN	
JUAN MARÍA RIBERAS MERA	
FRANCISCO JOSÉ RIBERAS MERA	
IÑIGO BAREA EGAÑA	
JAVIER FERNÁNDEZ ALONSO	
SUMAN MISHRA	
JACOBO LLANZA FIGUEROA	
MARÍA EUGENIA GIRÓN DÁVILA	
MARÍA TERESA SALEGUI ARBIZU	
ELENA MARÍA ORBEGOZO LABORDE	
SHRIPRAKASH SHUKLA	
ABANTI SANKARANARAYANAN	
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ	

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Name	Company's contribution in the year (thousand €)				Amount of the funds accumulated (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2022	2021	2022	2021	2022	2021	2022	2021
FERMÍN DEL RÍO SANZ DE ACEDO								
ANTONIO MARIA PRADERA JÁUREGUI								
ARANTZA ESTEFANÍA LARRAÑAGA								
JESUS MARIA HERRERA BARANDIARÁN								
JUAN MARÍA RIBERAS MERA								
FRANCISCO JOSÉ RIBERAS MERA								
IÑIGO BAREA EGAÑA								
JAVIER FERNÁNDEZ ALONSO								
SUMAN MISHRA								
JACOBO LLANZA FIGUEROA								
MARÍA EUGENIA GIRÓN DÁVILA								
MARÍA TERESA SALEGUI ARBIZU								

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Name	Company's contribution in the year (thousand €)				Amount of the funds accumulated (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2022	2021	2022	2021	2022	2021	2022	2021
ELENA MARÍA ORBEGOZO LABORDE								
SHRIPRAKASH SHUKLA								
ABANTI SANKARANARAYANAN								
SANTOS MARTÍNEZ- CONDE GUTIÉRREZ								

Observations

iv) Details of other items

Name	Item	Remuneration
FERMÍN DEL RÍO SANZ DE ACEDO	Vehicle in kind	19
ANTONIO MARÍA PRADERA JÁUREGUI	Vehicle in kind	18
JESÚS MARÍA HERRERA BARANDIARÁN	Vehicle in kind	24
JESÚS MARÍA HERRERA BARANDIARÁN	Non-compete covenant and permanence bonus	2,549

Observations

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b) Remuneration to directors of the listed company for membership on boards of subsidiaries::

i) Remuneration accrued in cash (thousand €)

Name	Fixed remuneration	Allowances	Remuneration for membership of board committees	Salary	Variable short-term remuneration	Variable long-term remuneration	Compensation	Other items	Total 2022	Total 2021
FERMÍN DEL RÍO SANZ DE ACEDO										
ANTONIO MARÍA PRADERA JÁUREGUI										
ARANTZA ESTEFANÍA LARRAÑAGA										
JESUS MARIA HERRERA BARANDIARÁN										
JUAN MARÍA RIBERAS MERA										
FRANCISCO JOSÉ RIBERAS MERA										
IÑIGO BAREA EGAÑA										
JAVIER FERNÁNDEZ ALONSO										
SUMAN MISHRA										
JACOBO LLANZA FIGUEROA										
MARÍA EUGENIA GIRÓN DÁVILA										
MARÍA TERESA SALEGUI ARBIZU										
ELENA MARÍA ORBEGOZO LABORDE										
SHRIPRAKASH SHUKLA										

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Name	Fixed remuneration	Allowances	Remuneration for membership of board committees	Salary	Variable short-term remuneration	Variable long-term remuneration	Compensation	Other items	Total 2022	Total 2021
ABANTI SANKARANARAYANAN										
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ										

Observations

Board members included in this section are all those who were members in 2022, although (i) Ms. Mishra and Mr. Santos left the Board during that year (i.e., they were members on January 1, 2022, but no longer members on December 31, 2022); and (ii) Mr. Barea and Ms. Sankaranarayanan became members during that year (i.e., they were not members on January 1, 2022, but were members on December 31, 2022).

- ii) Table of movements in the remuneration systems based on shares and gross profit of the shares or financial instruments consolidated.

Name	Name of the Plan	Financial instruments at the start of 2022		Financial instruments granted during 2022		Financial instruments consolidated in the year				Instruments matured and not exercised	Financial instruments at the end of 2022	
		No. instruments	Equivalent no. shares	No. instruments	Equivalent no. shares	No. instruments	Equivalent /consolidated no. shares	Consolidated shares price	Gross profit on consolidated shares or financial instruments (thousand €)	No. instruments	No. instruments	Equivalent no. shares
No information												

Observations

iii) Long-term savings systems.

Name	Remuneration due to consolidation of rights to savings systems
No information	

Name	Company's contribution in the year (thousand €)				Amount of the funds accumulated (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2022	2021	2022	2021	2022	2021	2022	2021
FERMÍN DEL RÍO SANZ DE ACEDO								
ANTONIO MARÍA PRADERA JÁUREGUI								
ARANTZA ESTEFANÍA LARRAÑAGA								
JESUS MARIA HERRERA BARANDIARÁN								
JUAN MARÍA RIBERAS MERA								
FRANCISCO JOSÉ RIBERAS MERA								

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Name	Company's contribution in the year (thousand €)				Amount of the funds accumulated (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2022	2021	2022	2021	2022	2021	2022	2021
IÑIGO BAREA EGAÑA								
JAVIER FERNÁNDEZ ALONSO								
SUMAN MISHRA								
JACOBO LLANZA FIGUEROA								
MARÍA EUGENIA GIRÓN DÁVILA								
MARÍA TERESA SALEGUI ARBIZU								
ELENA MARÍA ORBEGOZO LABORDE								
SHRIPRAKASH SHUKLA								
ABANTI SANKARANARAYANAN								
SANTOS MARTÍNEZ- CONDE GUTIÉRREZ								

Observations

iv) Details of other items

Name	Item	Remuneration
No information		

Observations

c) Summary of remuneration (thousand €)

The summary must include the amounts corresponding to all the remuneration items included in this report that have been accrued by the director, in thousands of euros.

Name	Remuneration accrued in the company					Remuneration accrued in group companies					Total 2022 company + group
	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total company 2022	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total group 2022	
FERMÍN DEL RÍO SANZ DE ACEDO	317				317						317
ANTONIO MARÍA PRADERA JÁUREGUI	1,268				1,268						1,268
ARANTZA ESTEFANÍA LARRAÑAGA	100				100						100
JESUS MARIA HERRERA BARANDIARÁN	3,698	2,972			6,670						6,670

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Name	Remuneration accrued in the company					Remuneration accrued in group companies					Total 2022 company + group
	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total company 2022	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total group 2022	
JUAN MARÍA RIBERAS MERA											
FRANCISCO JOSÉ RIBERAS MERA											
IÑIGO BAREA EGAÑA											
JAVIER FERNÁNDEZ ALONSO											
SUMAN MISHRA											
JACOBO LLANZA FIGUEROA											
MARÍA EUGENIA GIRÓN DÁVILA	100				100						100
MARÍA TERESA SALEGUI ARBIZU											
ELENA MARÍA ORBEGOZO LABORDE	100				100						100
SHRIPRAKASH SHUKLA											

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Name	Remuneration accrued in the company					Remuneration accrued in group companies					Total 2022 company + group
	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total company 2022	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total group 2022	
ABANTI SANKARANARAYANAN											
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ											
TOTAL	5,583	2,972			8,555						8,555

Observations

C.2 Indicate the evolution over the last five years of the amount and percentage variation of the remuneration accrued by each of the listed company's directors who were directors during the year, of the consolidated results of the company and of the average remuneration on a full-time equivalent basis of the employees of the company and its subsidiaries who are not directors of the listed company.

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	Total amounts accrued and % annual variation								
	2022	% variation 2022/2021	2021	% variation 2021/2020	2020	% variation 2020/2019	2019	% variation 2019/2018	2018
Executive directors									
FERMÍN DEL RÍO SANZ DE ACEDO	317	47.44	215	-47.82	412	-70.84	1,413	560.28	214
JESUS MARIA HERRERA BARANDIARÁN	6,670	-29.93	9,519	163.25	3,616	-7.64	3,915	1.82	3,845
External Board Members									
ARANTZA ESTEFANÍA LARRAÑAGA	100	25.00	80	50.94	53	-	0	-	0
ANTONIO MARIA PRADERA JÁUREGUI	1,268	4.45	1,214	0.00	1,214	0.00	1,214	0.00	1,214
MARÍA EUGENIA GIRÓN DÁVILA	100	-	0	-	0	-	0	-	0
ELENA MARÍA ORBEGOZO LABORDE	100	-	0	-	0	-	0	-	0
ABANTI SANKARANARAYANAN	0	-	0	-	0	-	0	-	0
FRANCISCO JOSÉ RIBERAS MERA	0	-	0	-	0	-	0	-	0
IÑIGO BAREA EGAÑA	0	-	0	-	0	-	0	-	0
JACOBO LLANZA FIGUEROA	0	-	0	-	0	-	0	-	0
JAVIER FERNÁNDEZ ALONSO	0	-	0	-	0	-	0	-	0
JUAN MARÍA RIBERAS MERA	0	-	0	-	0	-	0	-	0
TERESA SALEGUI ARBIZU	0	-	0	-	0	-	0	-	0
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ	0	-	0	-	0	-	0	-	0
SHRIPRAKASH SHUKLA	0	-	0	-	0	-	0	-	0

**ANNUAL REPORT ON LISTED
COMPANY DIRECTORS' REMUNERATION**

Total amounts accrued and % annual variation									
	2022	% variation 2022/2021	2021	% variation 2021/2020	2020	% variation 2020/2019	2019	% variation 2019/2018	2018
SUMAN MISHRA	0	-	0	-	0	-	0	-	0
Consolidated profit/loss of the company									
	421,269	10.63	380,792	50.65	252,766	-37.26	402,894	26.51	318.473
Average employee wages									
	0	-	17	6.25	16	6.67	15	0.00	15

The amounts appearing in this section in relation to the Company's consolidated profit/loss have changed with respect to those appearing in the Report on Directors' Remuneration for 2021, because that report included the year's net profit/loss, while the criterion used when preparing this report was to include the consolidated profit/loss before tax.

D. OTHER USEFUL INFORMATION

If there is any relevant aspect in terms of directors' remuneration not recorded in the other sections of this report but which should be included to present more complete and reasoned information on the structure and remuneration practices of the company in relation to its directors, give a brief summary of them.

This annual remuneration report has been approved by the company's board in its meeting on:

02/24/2023

Indicate whether directors have voted against or abstained from voting on the approval of this Report.

Yes

No