



**GESTAMP AUTOMOCIÓN, S.A.**

**COMMUNICATION OF OTHER RELEVANT INFORMATION**

Madrid, April 7, 2022

Pursuant to article 227 of the consolidated text of the Securities Market Act, approved by Legislative Royal Decree 4/2015 of 23 October, and related provisions, Gestamp Automoción, S.A. (“**Gestamp**” or the “**Company**”) hereby informs of the following

**OTHER RELEVANT INFORMATION**

The Board of Directors of the Company, at its meeting held on April 6, 2022 has resolved to call the Ordinary General Shareholders’ Meeting of the Company to be held at **12:30 p.m.** on **May 10, 2022** on first call and, if applicable, the following day, May 11, 2022, at the same time on second call, in **Bilbao (Bizkaia), Palacio Euskalduna Jauregia - Avenida Abandoibarra, number 4.**

It is expected that the Ordinary General Shareholders’ Meeting will be held on first call, that is, on May 10, 2022, at the place and time stated above.

The convening notice and the full text of the resolutions proposed by the Board of Directors are attached.

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**GESTAMP AUTOMOCIÓN, S.A.**

**CALL FOR THE GENERAL SHAREHOLDERS' MEETING 2022**

By agreement of the Board of Directors of Gestamp Automoción, S.A. (the "**Company**") on 6 April 2022, the Company's General Shareholders' Meeting is called to be held at **12:30 p.m.** on **May 10, 2022** on first call and, if applicable, the following day, May 11, 2022, at the same time on second call, in Bilbao (Bizkaia), Palacio Euskalduna Jauregia - Avenida Abandoibarra, number 4, for the purpose of deliberating and deciding on the following agenda:

- 1. Consideration and approval, where appropriate, of the financial statements and management report for Gestamp Automoción, S.A. and the financial statements and management report for its consolidated group for the 2021 financial year, as well as the management of the Board of Directors over the 2021 financial year.**
- 2. Consideration and approval, where appropriate, of the consolidated non-financial information for the 2021 financial year.**
- 3. Consideration and approval, where appropriate, of the proposed allocation of profit for the 2021 financial year.**
- 4. Distribution of a supplementary dividend against unrestricted reserves.**
- 5. Approval, as the case may be, of partial amendments to the Bylaws.**
  - 5.1. Approval, as the case may be, of amendments to article 19 ("Organization and operation of the Board of Directors") of Chapter II ("Of the Social Administration") of Title III ("The Corporate Bodies") of the Bylaws.**
  - 5.2. Approval, as the case may be, of amendments to article 22 ("Remuneration of directors") of Chapter II ("Of the Social Administration") of Title III ("The Corporate Bodies") of the Bylaws.**
- 6. Approval, as de case may be, of a contract with a related party.**
- 7. Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of the Company for the year 2021.**
- 8. Re-election of Ernst & Young, S.L. as the auditors of the Company and its consolidated group for the year 2022.**
- 9. Delegation of powers to formalise, interpret, remedy and implement the resolutions adopted by the Ordinary General Shareholders' Meeting.**
- 10. Approval of the minutes of the meeting.**



**Supplement to the call and submission of new proposals.**

In accordance with Article 519 of the Companies Act, a number of shareholders representing at least three percent (3%) of the share capital will be entitled to request publication of a supplement to the call for the General Shareholders' Meeting, to include one or more additional items on the Agenda.

This right must be exercised by means of certified notification - sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2022) - to be received at the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia) within five (5) days of the announcement of this call, which must expressly request that a supplement to this call be published to include one or more items on the Agenda, provided the new items are backed by relevant justification or, where appropriate, a substantiated proposed resolution.

The notification must state the name or corporate name of the applicant shareholder or shareholders, and be sent with the appropriate documentation - a copy of the attendance, proxy and voting card or certificate of authentication - proving their status as shareholders and the number of shares they own or represent. The addendum to the call will be published at least fifteen (15) days ahead of the date scheduled for holding the General Shareholders' Meeting on first call.

Likewise, in accordance with article 519.3 of the Companies Act, the shareholders representing at least three percent (3%) of the share capital may, within the term and in the manner established in the paragraph above, submit substantiated proposed resolutions on any matters already included or which should be included in the Agenda. Said proposed resolutions and, where appropriate, supporting documentation, will be published continuously on the Company's website ([www.gestamp.com](http://www.gestamp.com)) as and when they are received.

**Right to information.**

Shareholders are entitled to examine at the registered office, located at Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia or through the Company's website (<http://www.gestamp.com>), the documents that are stated below, as well as request a copy thereof to be delivered or sent free of charge to them:

1. Full text of the notice of call.
2. Full text of the proposed resolutions corresponding to the items on the Agenda.
3. Full text of the Company's individual Financial Statements (Balance Sheet, Profit and Loss Account, Explanatory Notes, Statement of Changes in Equity and Cash Flow Statement) and Management Report for the 2021 financial year, as well as the respective Auditor's Report.
4. Full text of the consolidated Financial Statements (Balance Sheet, Profit and Loss Account, Explanatory Notes, Statement of Changes in Equity and Cash Flow Statement) and Management Report (which includes the consolidated non-financial statement) for the group of which the Company is the parent company for the 2021 financial year, as well as the respective Auditor's Report.
5. Directors' reports in connection with the fifth item on the Agenda.
6. Report by the Audit Committee in connection with the sixth item on the Agenda.

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7. Professional profile and biography of the director whose ratification and re-election is subject to approval under the fifth item on the Agenda.
8. Annual Report on Remuneration of Directors of the Company for the 2021 financial year.
9. Annual Corporate Governance Report for the 2021 financial year.
10. The respective Activity Reports by the Audit Committee and the Nomination and Compensation Committee for the 2021 financial year.
11. The report on auditor independence issued by the Audit Committee referred to in Article 529 quaterdecies of the Companies Act.
12. The total number of shares and voting rights as of the date of the call.
13. Regulations on the Shareholder Forum.
14. Attendance, proxies and voting card.

The aforementioned documents, including the proposed resolutions submitted to the General Shareholders' Meeting, are available to shareholders on the Company's website ([www.gestamp.com](http://www.gestamp.com)).

In accordance with the provisions set forth in Article 8.2 of the Regulations on the General Shareholders' Meeting, from the publication of this notice of call for the General Shareholders' Meeting and until the fifth day before, including the date scheduled to hold it on first call, shareholders may request in writing any reports or clarifications they deem necessary, or draw up in writing any questions they deem pertinent, concerning the matters included in the Agenda. In addition, and within the same term and in the same manner, shareholders may request reports or clarifications or draw up questions in writing concerning the information accessible to the public that would have been provided by the Company to Spanish Securities and Stock Exchange Commission (Comisión Nacional del Mercado de Valores) since the last General Shareholders' Meeting was held, as well as concerning the auditor's report.

The requests for information must include the first name and surname(s) of the applicant shareholder, accredit the shares held by them and be supported by the appropriate documentation - a copy of the attendance, proxy and voting card or certificate of authentication - proving their status as a shareholder.

These requests for information may be sent to the Company by email ([accionistas@gestamp.com](mailto:accionistas@gestamp.com)) or - sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2022) - by post to:

- (i) the offices in Madrid (Calle Alfonso XII 16, 28014, Madrid) or, alternatively, to
- (ii) the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia).



### **Special reporting tools.**

In accordance with the provisions set forth in Article 539.2 of the Companies Act, the Company has a website (<http://www.gestamp.com>) to address shareholders' exercise of their right to information and to disseminate the relevant information required under securities market legislation.

Also, the Company's website (<http://www.gestamp.com>) contains a document related to the right to information and also another document related to the right to attend, proxy and vote, both under the terms of this call.

### **Shareholder Forum.**

The Company's website ([www.gestamp.com](http://www.gestamp.com)) has a Shareholder Forum which may be accessed with the due guarantees by both individual shareholders and voluntary associations validly constituted under the provisions set forth in Article 539.2 of the Companies Act to facilitate communication prior to the General Shareholders' Meeting, the foregoing under the terms set out in said Article 539 of the Companies Act.

### **Right to attend.**

In accordance with the provision 12 of the By-laws, the owners of shares registered in the corresponding share book entry at least five (5) days before the date on which the Meeting is to be held will be entitled to attend the General Shareholders' Meeting. Said circumstance must be accredited by means of the appropriate attendance, proxy and voting card issued by the Company with the "Shareholder Information" and "Personal Attendance at the Meeting" sections duly filled in, or by means of a card or a certificate of authentication issued by the depositary institution or institutions responsible for keeping the share book entry. In addition to the presentation of the attendance, proxy and voting card, for the purpose of verifying the identity of the shareholders, at the entrance to the location where the General Shareholders' Meeting is held, accreditation of the attendees' identity will be requested and confirmed by presenting their D.N.I (National Identity Card), T.I.E. (Foreigner's Identity Card) or passport, in the case of foreign nationals and the powers of attorney in case of legal person.

### **Right to proxies.**

In accordance with the provisions set forth in Article 12 of the By-laws and Article 10 of the Regulations on the General Shareholders' Meeting, any shareholder who is entitled to attend may be represented at the General Shareholders' Meeting by another person, even if the latter is not a shareholder, with the proxy being granted in writing and specifically for the Meeting. The proxy must be completed and signed by the shareholder, signing the attendance, proxy and voting card with the "Shareholder Information" and "Proxies" sections duly filled in, or the relevant card issued by the institutions responsible for keeping the share book entry. The proxy must be accepted by the representative, without which the proxy cannot be exercised. For this purpose, the representative must also sign relevant document through which the proxy was granted. The person in whose favour the proxy is granted must exercise the proxy by attending the Meeting personally, providing the relevant document through which the proxy was granted, at the shareholder entry registration desks at the place and on the day scheduled for the General Shareholders' Meeting, from one hour before the scheduled time for the start of the meeting. In addition to the presentation of any of the above mentioned documents, for the purpose of verifying their identity, at the entrance to the location where the General Shareholders' Meeting is held, accreditation of the representative's identity will be requested and confirmed by presenting their D.N.I (National Identity Card), T.I.E. (Foreigner's Identity Card) or passport, in the case of foreign nationals and the powers of attorney in case of legal person.

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Under the terms set out in the By-laws and the Regulations on the General Shareholders' Meeting, the Chairman and the Secretary of the General Shareholders' Meeting will have all the powers possible under Law to admit the validity of the document verifying the proxy.

**Proxy by email or post.**

In accordance with the provisions set forth in Article 10 of the Regulations on the General Shareholders' Meeting, shareholders may grant their proxies by email or post, for which purpose they must verify their status as shareholders and send the attendance, proxy and voting card issued by the Company filling in the "Shareholder Information" and "Proxies" sections, or by sending the relevant card issued by the depositary institution or institutions responsible for keeping the share book entry, to the Company by email ([accionistas@gestamp.com](mailto:accionistas@gestamp.com)) or -sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2022) - by post to:

- (i) the offices in Madrid (Calle Alfonso XII 16, 28014, Madrid) or, alternatively, to
- (ii) the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia).

In cases of legal representation, the powers of the signatory proxy in the name and on behalf of the shareholder must be verified through the delivery of an uncertified copy of the aforementioned power of attorney.

Shareholders who grant their proxies by email or post must communicate to the person appointed as their representative the proxy granted in their favour. Proxies granted by post must be accepted by the representative. To this end, the representative must sign the document through which the proxy was granted, keeping a copy of the same for the purpose of presentation and delivery at the shareholder entry registration desks at the location and on the date scheduled for holding the General Shareholders' Meeting. Therefore, the person in whose favour the proxy is granted by post must exercise the proxy by attending the Meeting personally.

Proxies granted by email or post may be rendered ineffective by the shareholder's express revocation effected by the same means as used to grant the proxy, within the term established for granting it, or by the shareholder's personal attendance at the General Shareholders' Meeting. The proxy will be understood to have been granted to the Chairman of the General Shareholders' Meeting in the event that the shareholder who granted their proxy by post did not identify the person to whom the proxy was granted.

Proxies granted by email or post may be issued as of the date of publication of the call and must be received by the Company at least twenty four (24) hours before the time scheduled for holding the General Shareholders' Meeting, that is, before 12:30 p.m. on 9 May 2022.

**Conflict of interest in case of proxy.**

In cases where the shareholder exercised their right to proxy, and for the purposes of the provisions set forth in Articles 523 and 526 of the Companies Act, it is hereby reported that the Chairman of the Board of Directors, as well as, if applicable, any other members of the Board of Directors, may be subject to a conflict of interest in connection with: (i) the seventh item on the Agenda, regarding the directors' remuneration; (ii) the sixth item of the agenda regarding the related party transaction approval; and (iii) the circumstances set out in sections b) or c) of Article 526.1 LSC, (dismissal or removal of directors and exercise of the derivative action) that could be presented off the Agenda under the Act. In connection with these items, if the represented party has not provided specific voting instructions, the proxy, unless

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expressly indicated otherwise on the attendance, proxy and voting card, will be understood to have been granted to the Secretary of the General Shareholders' Meeting.

**Voting right.**

Shareholders who are entitled to attend may vote by personally attending and voting at the Meeting with the attendance, proxy and voting card issued by the Company signed with the "Shareholder Information" and "Personal Attendance at the Meeting" sections duly filled in, or with the relevant card or a certificate of authentication issued by the depositary institution or institutions responsible for keeping the share book.

**Sending the vote via email or post.**

In accordance with the provisions set forth in Article 14 of the Regulations on the General Shareholders' Meeting, shareholders may exercise their voting right by means of remote communications. In this regard, shareholders may vote by email or post. To this effect, shareholders must sign the attendance, proxy and voting card issued by the Company with the "Shareholder Information" and "Distance voting" sections duly filled in, or the card issued by the entity or entities responsible for keeping the share book entry, stating their vote by checking the corresponding box with a cross.

The attendance, proxy and voting card, duly filled in and signed, may be sent to the Company by email ([accionistas@gestamp.com](mailto:accionistas@gestamp.com)) or -sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2022) - by post to:

- (i) the offices in Madrid (Calle Alfonso XII 16, 28014, Madrid) or, alternatively, to
- (ii) the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia).

Should any shareholders cast a email or postal vote and fail to check any or all of the allocated boxes to indicate their votes regarding items included on the Agenda, it shall be understood that they vote in favour of the respective proposals drawn up by the Board of Directors.

Postal votes will be rendered ineffective by the shareholder's subsequent express revocation effected by email or post for the issue and within the period established for this, or by the personal attendance at the General Shareholders' Meeting of the shareholder who had voted by email or post or the attendance of their representative.

Votes cast by email or post must have been received by the Company at least 24 hours before the time scheduled for holding the General Shareholders' Meeting on first call, that is, before 12:30 p.m. on 9 May 2022. Otherwise, such vote will be deemed not to have been cast. After the aforementioned deadline, only the in-person votes cast at the General Shareholders' Meeting by the shareholder or the person validly representing them will be admitted. Shareholders who vote remotely by email or post will be considered as being present for the purposes of the constitution of the General Shareholders' Meeting.



**Proxies and voting in the case of addenda to the call.**

If, as a result of exercising the right to include new items on the Agenda held by shareholders representing at least three percent (3%) of the share capital, a supplement to this call is published, shareholders who had granted a proxy or who had voted before the publication of said supplement may:

- (a) Grant once again their proxy with the corresponding voting instructions, or vote again, with respect to all the items on the Agenda (including both the initial items and the new items incorporated through the supplement), in which case the proxy granted or the vote cast previously will be deemed to have been revoked, without any effect; or
- (b) Fill in the corresponding voting instructions for the representative initially appointed (which must be the same, with no other being appointed) solely with respect to the new items on the Agenda incorporated through the supplement, all in accordance with the procedures and methods stated in the previous sections, and by the same means as used in the proxy originally granted or the vote originally cast.

For the above purposes, the Company will make a new attendance, proxy and voting card available to shareholders on its website ([www.gestamp.com](http://www.gestamp.com)), including the new items on the agenda that are the subject of the addendum to the call.

In the event that the shareholder had granted their proxy before the publication of the addendum and they did not perform any of the actions stated under paragraphs (a) and (b) above, the representative will vote in the manner they understand to be most favourable to the represented party's interests, unless it is expressly instructed on the document through which the proxy was granted already sent that the representative must abstain with respect to any new items.

In the event that the shareholder had voted remotely before the publication of the addendum and they did not perform any of the actions stated under paragraphs (a) and (b) above, it will be understood that they grant their proxy in favour of the Chairman of the General Shareholders' Meeting to vote on said new items (applying the rules on voting in the case of no instructions and in cases of conflicts of interest), unless it is expressly stated on the document already issued through which the voting right by post was made, that the shareholder opposes said proxy, in which case it will be understood that the shareholder abstains in connection with said proposed resolutions.

**Data protection.**

Personal data sent by the shareholders to the Company in order to exercise their rights to attend, grant proxies and vote at the General Shareholders' Meeting, or provided by the banking institutions and Securities Companies and Agencies in which said shareholders have deposited their shares through the entity legally authorised to keep the share book entry, Iberclear, will be processed by the Company as responsible for the processing, with the purpose of managing the development, compliance and control of existing shareholder relations and the execution and fulfilment of its legal obligations. The Company will process identification, contact, economic and investment data.

In accordance with applicable legal obligations, the Company is entitled to transfer personal data sent by the shareholders to public authorities. The Company is also entitled to transfer these data to Gestamp Servicios, S.A. domiciled at Alfonso XII no.16, 28014 Madrid, and VAT A-82275330 for the same processing purpose, and which will be then responsible for his processing.

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Personal data sent by shareholders shall be kept as long as this purpose exists and, on a later stage, some of these data shall be blocked when required by law. After the legal term, these personal data shall be destroyed.

In the same way, shareholders are informed about the technical and organizational measures adopted by the Company that guarantee the security of all personal data and avoid data tampering, loss, data processing or unauthorized access considering technology, type of data and risks. The data will be treated by ensuring respect and compliance of guarantees and principles of EU Regulation 2016/679 and Organic Law 3/2018 on the Protection of Personal Data and digital rights guarantee in any case.

Shareholders may exercise their rights of access, correction, cancellation/suppression, opposition, limitation and portability by sending an e-mail to [dataprotection@gestamp.com](mailto:dataprotection@gestamp.com), or through ordinary post to the Company located at the following address; Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia, España, identifying as a shareholder, with ID photocopy or equivalent document and being specific about the request.

Likewise, in case of considering data protection rights violated, shareholders may interpose a claim to the competent authority for Data Protection (“Agencia Española de Protección de Datos”, [www.agpd.es](http://www.agpd.es)).

#### **Broadcast of the Ordinary General Meeting of Shareholders.**

The Ordinary General Shareholders' Meeting will be held only face to face. This means that the exercise of the rights of attendance, representation and vote may only be exercised in the manner established in this call, that is, attending and voting at the place and time indicated in this call for the General Meeting, or casting the vote or representation by email or post prior to it.

However, in compliance with Recommendation 7 of the Code of Good Governance of listed companies of June 2020, of the National Securities Market Commission, persons interested in following the holding of the Ordinary General Shareholders' Meeting, whether they are shareholders or not, they may do so through the Company's website ([www.gestamp.com](http://www.gestamp.com)).

#### **Expectation for holding the General Shareholders' Meeting.**

It is expected that the General Shareholders' Meeting will be held on first call, that is, on May 10, 2022, at the time and place stated above, this is, in Bilbao (Bizkaia), Palacio Euskalduna Jauregia - Avenida Abandoibarra, number 4, at 12:30 p.m.

Bilbao, April 6, 2022. The Secretary. Mr. David Vázquez Pascual.



**GESTAMP AUTOMOCIÓN, S.A.**

**FULL TEXT OF THE PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS FOR THE GENERAL SHAREHOLDERS' MEETING OF MAY 10, 2022**

- 1. Consideration and approval, where appropriate, of the financial statements and management report for Gestamp Automoción, S.A. and the financial statements and management report for its consolidated group for the 2021 financial year, as well as the management of the Board of Directors over the 2021 financial year.**

To approve the individual financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and explanatory notes) and the management report for the financial year ending 31 December 2021 for Gestamp Automoción, S.A. (the "**Company**") as drawn up by the Board of Directors at its meeting held on 28 February 2022, following a favourable report by the Audit Committee.

To approve the consolidated financial statements (balance sheet, profit and loss account, statement of other comprehensive income, statement of changes in equity, cash flow statement and explanatory notes) and the management report for the financial year ending 31 December 2021 for the group of which the Company is the parent company (hereinafter, "**Gestamp Group**") as drawn up by the Board of Directors at its meeting held on 28 February 2022, following a favourable report by the Audit Committee.

To approve the management of the Company's Board of Directors over the financial year ending 31 December 2021.

- 2. Consideration and approval, where appropriate, of the consolidated non-financial information for the 2021 financial year.**

To approve the consolidated statement of non-financial information for the financial year ending 31 December 2021, which is part of the consolidated management report for said financial year.

- 3. Consideration and approval, where appropriate, of the proposed allocation of results for the 2021 financial year.**

To approve the following proposed allocation of results for the financial year ending 31 December 2021, as drawn up by the Board of Directors on 28 February 2022:

	<i>Euros (€)</i>
To interim dividend	€ 21,849,058
To offset losses	€ 5,157,425
<b>Total</b>	<b>€ 27,006,483</b>



**4. Distribution of a supplementary dividend against unrestricted reserves.**

To approve the distribution, against unrestricted reserves, of a supplementary dividend amounting to € 0.043 gross per share with the right to receive such dividend (€ 24,747,117.48 gross as maximum amount, if the distribution is allocated to all of the shares of the Company).

Distribution will be performed on 5 July 2022 through the participating entities in “*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal*” (Iberclear).

**5. Approval, as the case may be, of partial amendments to the Bylaws.**

Approve the amendment to certain articles of the Bylaws for the purposes of, among other issues, adapt them to the modifications introduced by *Law 5/2021, of April 12, which modifies the revised text of the Spanish Companies Act, approved by Royal Decree 1/2010, of July 2, and other financial regulations, regarding the promotion of long-term involvement of shareholders in listed companies*, as well as to the Recommendation 61 of the Code of Good Governance of Listed Companies (CBG). For this purpose, it is agreed to approve the following modifications (i) expressly include the components that may be part of the remuneration system of directors for the performance of executive functions, in accordance with the provisions of article 529 octodecies of Royal Decree 1/2020, of July 2, which approves the revised text of the Spanish Companies Law (LSC), (ii) enable the possibility to link the remuneration of executive directors to the delivery of shares or options on shares of the Company or to index it to the value of the shares of the Company in accordance with the provisions of article 219 LSC and in line with Recommendation 61 CBG, and (iii) enable the possibility to appoint more than one Vicesecretary.

It is hereby stated that this resolution, in accordance with article 286 of the Spanish Companies Act and 40 of the Regulations of the Board of Directors, is adopted at the proposal of the Board of Directors, prior proposal of the Audit Committee, and that a supporting report of the Board of Directors has been made available to the shareholders.

**5.1. Approval, as the case may be, of amendments to article 19 (“*Organization and operation of the Board of Directors*”) of Chapter II (“*Of the Social Administration*”) of Title III (“*The Corporate Bodies*”) of the Bylaws.**

It is agreed to amend the section 1 in article 19 (“*Organization and operation of the Board of Directors*”) of Chapter II (“*Of the Social Administration*”) of the Title III (“*Corporate Bodies*”) of the Bylaws in order to enable the possibility to appoint more than one Vicesecretary.

Article 19 of the Bylaws will have the wording indicated below:

***“Article 19. Organization and operation of the Board of Directors***

***Positions***

- 1. The Board of Directors, subject to the previous report from the Nominations and Compensation Committee, shall appoint a Chairman among its members and, if so approved, may appoint one or more Vice-Presidents to replace by their order (or in the absence of order, depending on the seniority in the position of director) the Chairman in the event of vacancy,*



*absence or illness. Likewise, they shall appoint, subject to the previous report from the Nominations and Compensation Committee, a person to act as Secretary and may appoint one or more Vice-Secretaries to substitute the Secretary in the event of vacancy, absence or illness. The Secretary and, as applicable, the Vice-Secretaries may or may not be directors; in this last case, they shall have the right to speak, but not to vote.*

### **Chairman**

- 2. The Chairman of the Board of Directors shall (i) call and chair Board of Directors' meetings and, as applicable, Executive Committee meetings, setting meeting agendas and leading discussions and debates of the Company's bodies that he/she presides; (ii) ensure that directors receive sufficient information to analyse the items of the agenda in advance; (iii) promote the debate and active participation of directors during the meetings, guaranteeing their free decisions; (iv) ensure the compliance with the resolutions adopted by those bodies; (v) approve minutes and certificates and, in general (vi) carry out all the procedures required for the proper performance of the body.*
- 3. The Chairman may also be the Company's primary executive. The Board of Directors is in charge of determining whether the Chairman may hold that position. In that case, the Board of Directors, with the abstention of executive directors, shall be required to appoint a coordinating director among independent directors, who shall be especially empowered to request the calling of the Board of Directors or the inclusion of new items in the agenda of the Board of Directors already called, to coordinate and gather non-executive directors and to lead, as applicable, the periodical evaluation of the Board of Directors' Chairman.*

### **Secretary**

- 4. The Board of Directors' Secretary shall (i) keep the documentation of the Board of Directors, record the development of sessions in the minutes book and bear witness of its contents and the resolutions adopted; (ii) ensure that the Board of Directors' actions are consistent with applicable regulations, By-Laws and other internal regulations; and (iii) assist the Chairman so that the directors may receive the appropriate information to exercise their roles sufficiently in advance and in a proper manner.*

### **Call**

- 5. The Board of Directors shall be called by its President or such other person performing his/her functions. Members of the Board constituting at least one-third of its members may convene it, indicating the agenda, to be held at the place where the registered office is located if, upon request to the Chairman, the latter, without justifiable cause, would not call the General Shareholders' Meeting within one month.*
- 6. Likewise, the Chairman shall call the Board of Directors when requested by the independent coordinating director.*
- 7. The Board of Directors shall meet at least six times a year and at least one of these meetings shall take place each quarter. The call will be made in writing (by letter or electronic mail) or any other means of communication that give evidence of their reception and addressed to each director at the address or electronic mail address notified to the Company. The Board of*



*Directors shall be called at least five (5) days prior to the meeting, except upon the occurrence of circumstances requiring an urgent meeting; in that case, the call shall be made at least twenty-four (24) hours in advance. The place, date of the meeting and agenda shall be stated in the call.*

#### ***Holding of Board of Directors' Meetings***

- 8. The Board of Directors shall be validly convened when most of its members attend the meeting, either in person or by proxy. Representation powers shall be granted through a letter sent to the Chairman. Directors may only be represented at the Board meetings by another director. Non-executive directors shall only be represented by another non-executive director.*
- 9. The Chairman shall open sessions and lead discussions, giving permission to speak and providing directors with the news and reports concerning the course of business of the Company.*

#### ***Adoption of resolutions***

- 10. Unless applicable legislation sets forth a higher majority, resolutions shall be adopted by absolute majority of attending directors. In the event of a tie, the Chairman shall cast the tie-breaking vote.*

*However, for the Board of Directors to validly agree on the amendment of the Regulations of the Board of Directors, it will be required to have the favourable vote of at least two thirds of its members.*

- 11. Resolutions adopted in writing and without holding any meeting shall be valid only if no director has objected to this procedure.*
- 12. Any decision made by the Board of Directors through video conferencing or multiple conference call shall be valid, provided that all members have the media necessary to that effect and their identity can be evidenced, which shall be expressly stated in the minutes of the Board and in the certificate of any decision made. In that case, the Board of Directors' meeting shall be considered a single meeting that was held at the registered office.*

#### ***Board of Directors' minutes***

- 13. The Board's resolutions shall be recorded in the minutes, which must be approved by the Board itself at the end of the meeting or at the following one. The minutes shall be signed by the Secretary of the Board or of the meeting, with the approval of whoever has acted as Chairman thereat. The minutes shall be transcribed in the Minutes Book.*

#### ***Permanent delegation of powers: Executive Committee and managing director(s)***

- 14. The Board of Directors may appoint among its members, with the favourable vote of two thirds of its members, an Executive Committee formed by the members that it deems convenient (at least three), as well as one or more Managing Directors, delegating in them the powers that it may deem advisable, subject to legal limitations, notwithstanding the powers-of-attorney granted to any person. The delegation of powers that cannot be delegated according to law is*



*not allowed under any circumstances.*

15. *The Chairman of the Executive Committee shall be the Chairman of the Board of Directors, provided he/she is a member of the former; in other cases, the Committee itself shall appoint a Chairman among its members.*
16. *The Executive Committee shall meet as many times as deemed convenient by its Chairman or the person replacing him/her, or at the request of the majority of its members, to deal with the matters that the Board of Directors agreed to delegate to it pursuant to current legislation and these By-Laws.*
17. *The Executive Committee shall be validly convened when more than half of its members attends the meeting, either in person or by proxy.*
18. *Resolutions of the Executive Committee shall be adopted by absolute majority of the directors attending the meeting.*
19. *The enforcement of resolutions of the Executive Committee shall be under the charge of the Secretary, whether or not a director, the director designated for these purposes by the Board itself or the proxy with powers to enforce and notarize the corporate resolutions.*
20. *The provisions of the By-Laws on creation, adoption and documentation of Board of Directors' resolutions shall apply to the Executive Committee in all matters not expressly regulated for such Committee.*

#### ***Internal Committees of the Board of Directors***

21. *In exercising its powers of self-organisation, the Board of Directors may set up internal support committees as needed to properly perform its functions. Such committees shall include at least an Audit Committee and a Nominations and Compensation Committee (or as appropriate, a Nominations Committee and a separate Compensation Committee)."*

#### **5.2. Approval, as the case may be, of amendments to article 22 ("Remuneration of directors") of Chapter II ("Of the Social Administration") of Title III ("The Corporate Bodies") of the Bylaws.**

It is agreed to amend the section 4 in article 22 ("Remuneration of directors") of Chapter II ("Of the Social Administration") of the Title III ("Corporate Bodies") of the Bylaws in order to expressly include the components that may be part of the remuneration system of executive directors.

Also, it is agreed to include a new section 5 in article 22 ("Remuneration of directors") of Chapter II ("Of the Social Administration") of the Title III ("Corporate Bodies") of the Bylaws in order to enable the possibility to link the remuneration of executive directors to the delivery of shares or options on shares of the Company or to index it to the value of the shares of the Company.



Article 22 of the Bylaws will have the wording indicated below:

***“Article 22. Remuneration of directors***

- 1. The remuneration of directors for acting as such shall consist of a fixed annual amount to be allocated by the Board of Directors at its discretion, considering the circumstances of each director, the functions and responsibilities attributed to them by the Board and whether they belong to different committees, which may give rise to different remuneration amounts payable to each one of them. The Board of Directors shall also determine the frequency and payment of such amount, which may include insurance and social security amounts applicable from time to time.*
  - 2. The amount of the annual remuneration for the Board of Directors shall be determined by the General Shareholders' Meeting, to remain effective until it is amended; however, the Board of Directors may reduce this amount during any year that it may deem convenient.*
  - 3. The remuneration provided for in this article shall be compatible with and independent of payment of any fee and salary which they may earn from the Company for delivery of services or an employment relationship arising, as the case may be, from a contractual relationship other than that of the office of director, which shall be governed by the applicable legal provisions.*
  - 4. In addition, notwithstanding the previous comments, if a director is attributed executive functions, such director shall enter into a contract with the Company as provided by Law. Such contract shall include all the items for which compensation may be granted as a result of the performance of executive functions, including, as applicable, the potential severance payment for early termination, post-contractual non-competition obligations and/or the amounts to be paid by the Company for savings system contributions. Remuneration items may include the following: (i) a fixed annual remuneration, (ii) a variable remuneration (annual and/or multi-annual) linked to the achievement of financial and/or non-financial objectives, of a qualitative and/or quantitative nature and (iii) remuneration in kind such as life and accident insurance, civil liability insurance or availability of a company vehicle.*
  - 5. Likewise, the remuneration of directors for the performance of executive duties may also be linked to the delivery of shares or options on shares of the Company, or indexed to the value of the Company's shares, in which case the resolution of the General Shareholders' Meeting is required.*
  - 6. The remuneration to directors shall adjust to the remuneration policy approved by the General Shareholders' Meeting and, as applicable, any other specific resolutions approved by the General Shareholders' Meeting concerning directors' remuneration.”*
- 6. Approval, as de case may be, of a contract with a related party.**

In accordance with the provisions of section 1 of article 529 duovicies of the Spanish Companies Act, it is agreed to approve the framework contract between Gestamp Servicios, S.A. and Gonvarri Corporación Financiera, S.L. for the supply of raw materials and as well as for the provision of related services (such as cutting and coating of formats, technical, logistical and storage services) by the companies belonging to the group of which Gonvarri Corporación



Financiera, S.L. is the holding company, to the companies of the Gestamp Group, under the terms established in the report issued by the Audit Committee.

It is hereby stated that such report of the Audit Committee has been made available to the shareholders in accordance with section 3 of the referred article.

Likewise, it is stated that the affected shareholders (Acek Desarrollo y Gestión Industrial, SL and Gestamp 2020, SL) have not been deprived of the right to vote, given that the resolution proposal was approved by the Board of Directors with the vote in favor of all of the independent directors, all in accordance with the provisions of section 1 of article 529 duovicies of the Spanish Companies Act.

**7. Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of the Company for the year 2021.**

The Board of Directors of the Company, at its meeting held on 28 February 2022, following the report by the Nomination and Compensation Committee, has drawn up the Annual Report on Remuneration of Directors for the purposes set out under article 541 of the Companies Act. In accordance with the aforementioned provision, this Annual Report on Remuneration of Directors is put to vote, in an advisory capacity and as a separate item on the Agenda.

Consequently, it is agreed to approve, in an advisory capacity, the Annual Report on Remuneration of Directors for the 2021 financial year, which has been made available to shareholders.

**8. Re-election of Ernst & Young, S.L. as the auditors of the Company and its consolidated group for the year 2022.**

Appoint as auditors of the Company and its consolidated group for the financial year ending 31 December 2022, the firm Ernst & Young, S.L., with registered offices in Madrid, c/ Raimundo Fernández Villaverde, 65, 28003 Madrid, with tax identification number (CIF) B-78970506, registered in the Register of Companies of Madrid, volume 9.364, 8.130 of 3rd section of the Companies Book, page 68, foil nº 87.690-1, 1st inscription, Madrid 9 March 1989, and in the Official Register of Auditors under number S0530.

Authorise the Company's Board of Directors to be able to agree on the corresponding service contract with the aforementioned entity for the stated period under the following terms: a) the remuneration of the auditors will be set according to the number of hours required to conduct the audit, applying the hourly rates it has in force in general during the financial year in which it is providing its review services and b) such contract must provide for the Company's right to freely terminate the contract in advance at any time during its validity, without the just cause motivating the revocation of the appointment for the purposes of the provisions set forth in Article 264.3 of the Companies Act needing to be communicated to Ernst & Young, S.L., and without the latter being able to contest this, where appropriate.

It is hereby stated that this resolution, in compliance with the provisions set forth in Article 40.6.c).(i) of the Regulations of the Board of Directors, is adopted on the proposal of the Board of Directors, after being proposed by the Audit Committee, for submission to the General Shareholders' Meeting.



**9. Delegation of powers to formalise, interpret, remedy and implement the resolutions adopted by the Ordinary General Shareholders' Meeting.**

It is agreed to empower all members of the Board of Directors and, in particular, the Chairperson and the Non-Member Secretary of the Board of Directors, with the express authority to sub-delegate, so that any of them, jointly and severally, may carry out whatever actions are necessary or appropriate for the execution, development, effectiveness and successful conclusion of the decisions adopted and, in particular, but not limited to, the following actions:

- (a) to appear before a notary public and grant on behalf of the Company the public deeds that are required or appropriate in connection with the decisions adopted at the Company's General Shareholders' Meeting;
- (b) to appear, where appropriate, before the relevant Spanish Register of Companies or any other registers and carry out whatever actions are required or appropriate for the effective registration of the decisions adopted by the General Shareholders' Meeting;
- (c) to clarify, specify, correct and conclude the decisions adopted and resolve any queries or issues that may arise, remedying and concluding whatever faults or omissions are preventing or hindering the effectiveness or registration of the corresponding decisions;
- (d) to make the arrangements that are required or necessary for the execution and development of the decisions adopted, and to carry out whatever actions, legal business, contracts, declarations or operations are appropriate for the same purpose; and
- (e) to grant any other public or private documents that may be required or appropriate for the execution, development, effectiveness and successful conclusion of all the resolutions adopted by the General Shareholders' Meeting, without any limitation thereto.

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