



## GESTAMP AUTOMOCIÓN, S.A.

### OTHER RELEVANT INFORMATION COMUNICACIÓN

Madrid, November 24, 2025

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

Pursuant to the provisions of Article 529 *unvicies* of the Royal Decree Law 1/2010 of 2 July, whereby the consolidated text of the Spanish Companies Act was approved ("LSC"), the listed companies must disclose publicly any transactions performed with their related parties which, either individually or in aggregate, exceed 5% of their total assets or 2.5% of their annual net income as per their latest consolidated financial statements approved by the General Shareholders' Meeting.

Pursuant the aforementioned article 529 *unvicies* LSC, the Company reports those related party transactions carried out by Gestamp or its subsidiaries (hereinafter, together with Gestamp, collectively referred to as "**Gestamp Group**") with its shareholder Acek Desarrollo y Gestión Industrial, S.L. (hereinafter, "**Acek**") or its subsidiaries<sup>1</sup> (hereinafter, together with Acek, collectively referred to as "**Acek Group**") since these transactions have exceeded the 2.5% aforementioned threshold.

Acek, as parent company of Acek Group, owns more than 10% of Gestamp's share capital. Consequently, as per article 529 *vicies* LSC, any transaction performed by and between Acek Group and Gestamp Group should be considered as a related party transaction.

Acek Group performs, among others and in addition to the manufacturing and selling of metal pieces and components for the automotive sector activity performed through Gestamp Group, the following activities through the subgroups specified below:

- a) Holding Gonvarri, S.L. and its subsidiaries (hereinafter, "**Gonvarri Group**"), which manufactures, transforms and trades metal products, including both steel service centres and the manufacturing of renewable energies structures (such as wind turbine shafts, infrastructures for photovoltaic farms and solar thermal plant elements).

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<sup>1</sup> The term "subsidiaries" shall be defined as those companies controlled by Acek in the terms set out under article 42 of the Spanish Code of Commerce.

b) Inmobiliaria Acek, S.L. and its subsidiaries (hereinafter, “**Inmobiliaria Acek Subgroup**”), which is involved in real estate activities.

In this regard, given that the last communication published the amounts incurred until June 30, 2025, this communication publishes the amounts incurred from July 1, 2025 until September 30, 2025.

## **1. Transactions performed by Gestamp Group with Acek.**

### ***1.1. Transactions related with services received from Acek.***

As communicated through other relevant information (reference number 13567), on March 31, 2017, the Board of Directors of Gestamp, after a favourable report issued by the Audit Committee on 28 March 2017, approved an agreement between Gestamp Servicios, S.A. (“Gestamp Servicios”) and Acek for the latter to render professional services related to accounting consolidation and centralised purchase of software licenses and insurance.

Regarding the accounting consolidation services received, the consideration is based on the cost per employee incurred in the rendering of the services plus a 7% margin in accordance with the related party transactions tax analysis included in the transfer pricing documentation.

As for the purchase of centralised software licenses and insurance, Acek operates as centralised procurement centre for the different subgroups (including Gestamp Group) and bills such services according to specific and objective allocation criteria (number of licenses, insured equity, etc.).

At the time of approval and based on an Audit Committee’s report, the Board established that the transaction was performed at market conditions and in compliance with applicable standards.

The amount of the transactions carried out under this contract from July 1, 2025 until September 30, 2025 is 51 thousand euros.

## **2. Transactions performed by Gestamp Group with Inmobiliaria Acek Subgroup.**

### ***2.1. Transactions related to the rental of office space of Inmobiliaria Acek Subgroup.***

As communicated through other relevant information (reference number 13567), on 31 March 2017 Gestamp’s Board of Directors, based on a positive report issued by the Audit Committee on 28 March 2017, approved a rental agreement between Inmobiliaria Acek and Gestamp Servicios. Specifically, under the aforementioned contract, Gestamp Servicios, as tenant, rents the office from Inmobiliaria Acek at Calle Alfonso XII, nº 16, Madrid, where it runs parts of its corporate business.

The monthly rent for the 1,918.56 m<sup>2</sup> of rented space updated in accordance with the CPI amounts to 86,089.94 euros plus certain costs assumed by the tenant.

At the time of approval and based on an Audit Committee's report, the Board of Directors established that the transaction was performed at market conditions and in compliance with applicable standards.

Likewise, on 13 October 2021 the valuation company Galtier Franco Ibérica analysed the rent price per square metre taking into account the property location, surface area, urban planning regulations and market prices, concluding that such rent was within the market prices range.

The amount of the lease transactions carried out under this contract from July 1, 2025 until September 30, 2025 is 285 thousand euros.

## ***2.2. Operations related to the execution of adaptation works.***

As communicated through other relevant information (reference number 34953), on February 27, 2025, the Board of Directors, following a favorable report from the Audit Committee issued on January 24, 2025, approved the provision by Inmobiliaria Acek to Gestamp Servicios, of services for the execution of adaptation works of the new offices leased by Gestamp Servicios to Inmobiliaria Colonial, located in the Madnum building, Calle Méndez Álvaro, 53, Madrid.

In a second phase, dated July 28, 2025, the Board of Directors, following a favorable report from the Audit Committee issued on July 7, 2025 (and attached as **Annex I** to this communication), approved the implementation by Inmobiliaria Acek of improvements requested by Gestamp Servicios, not included in the original project referred to in the previous paragraph; as well as the supply and installation by Inmobiliaria Acek of additional furniture and decorative elements.

In this regard, the Board of Directors, at the time of the approval, both the original project and subsequent improvements, as well as the supply and installation of furniture and additional elements; and on the basis of the report issued by the Audit Committee, concluded that the transaction was fair and reasonable from the point of view of Gestamp and, in particular, of the shareholders other than the related party.

This is a one-off provision of services from Inmobiliaria Acek to Gestamp Servicios. The cost of the improvements to the original project is 305 thousand euros plus VAT, and the cost of installing additional furniture and decorative elements is 116 thousand euros plus VAT.

## **3. Transactions performed by Gestamp Group with Gonvarri Subgroup.**

### ***3.1. Transactions related to the purchase and sale of raw materials and related services received.***

As communicated through other relevant information (reference number 13567), on May 10, 2022 Gestamp's General Shareholders' Meeting, at the proposal of the Board of Directors and based on a previous favourable report issued by the Audit Committee on 6 April 2022, approved a framework agreement whereby Gestamp Group and Gonvarri Subgroup are involved in the sale and purchase of steel products (steel coils, straps and blanks) for the manufacturing of automotive metal parts, as well as in other related services.

Gestamp Group purchases raw materials used for the manufacturing of automation components from Gonvarri Subgroup, which in turn acquires the steel required directly from the steel supplier for subsequent processing (cutting and/or coating), ultimately charging Gestamp Group the added value.

Sometimes Gestamp Group buys the raw material directly from the steel supplier and subsequently delivers it to Gonvarri Subgroup, which is ultimately responsible for processing and selling it back to Gestamp Group charging to the selling price the value added by the raw material processing.

At the time of its proposal to the General Shareholders' Meeting and based on an Audit Committee's report, the Board of Directors established that the transaction was performed at market conditions and in compliance with applicable standards.

The net amount of the purchase and sale of steel and related services carried out from July 1, 2025 until September 30, 2025 is 291,460 thousand euros.

Most of the volume of raw materials purchase transactions is made on a "resale" basis whereby the price for raw material (steel coils) is negotiated directly with the steel supplier by Gestamp Group or by the end customer (Original Equipment Manufacturer, "OEM"). As a result, in the referred cases, raw material price is negotiated between independent parties. Under the resale transactions, Gonvarri Subgroup simply buys the raw materials at the price agreed by Gestamp Group or the end customer (OEM) with the steel supplier without any involvement of Gonvarri Subgroup in the raw material price setting. Specifically, a 56.42% of the amount billed by Gonvarri Subgroup to Gestamp Group for the purchase of raw materials has been under this resale regime during the quarter that is the subject of this communication, being the price of the raw materials arranged between independent parties without Gonvarri Subgroup involvement and, therefore, with respect to such volume, there is no conflict of interest whatsoever.

Consequently, considering the abovementioned resale volumes, the actual amount of the transactions reported under this section from July 1, 2025 until September 30, 2025 subject to negotiation between related parties is 127,013 thousand euros.

### **3.2. *Transactions related with asset rental.***

#### ***3.2.1. Rental by Gestamp Louny S.R.O. of a warehouse owned by Gonvarri Czech S.R.O.***

As communicated through other relevant information (reference number 13567), on 6 May 2019, based on a favourable report issued by the Audit Committee issued on the same date, the Board of Directors approved (i) the rental of the warehouse owned by Gonvarri Czech, S.R.O. ("Gonvarri Czech") in Minice (Czech Republic) from Gestamp Louny S.R.O. ("Gestamp Louny"), for a monthly rent of 175,969 euros (7.15 euros/m<sup>2</sup>) rent which was increased by 2,500 per month due to refurbishment works, and whose addendum was approved by the Board of Directors following a report from the Audit Committee.

Subsequently, and as communicated through other relevant information (reference number 27314) on 27 February 2024, based on a report of the Audit Committee, the Board of Directors approved a new addendum to the rental contract by which the monthly rent increased by 3,200 per month due to update of the refrigeration system and replacement of the warehouse's exterior doors. Once the refurbishment work on the warehouse has been

completed, the monthly rent to be paid by Gestamp Louny amounts to 181,669 euros per month.

Finally, on July 28, 2025, the Board of Directors, following a favorable report from the Audit Committee issued on the same date (and attached as **Annex II** to this communication), approved the extension of the term of the industrial warehouse lease agreement for a period of three years, remaining the rest of conditions unchanged.

In this regard, the Board of Directors, both in relation to the initial lease agreement for the warehouse and, subsequently, in relation to the two addenda thereto and the extension of its term, considered, on the basis of the prior report issued by the Audit Committee, that the transaction was fair and reasonable from the point of view of Gestamp and, in particular, of shareholders other than the related party.

The amount of the transactions carried out under this contract from July 1, 2025 until September 30, 2025 is 545 thousand euros.

### **3.2.2. *Lease agreement for the industrial building of Gonvarri Produtos Siderúrgicos, S.A., by Gestamp Aveiro - Indústria de Acessórios Automóveis S.A.***

As communicated through other relevant information (reference number 16299), on 6 April 2022, the Board of Directors, following a favorable report from the Audit Committee issued on the same date, approved the lease to Gonvarri Produtos Siderúrgicos, S.A. ("**Gonvarri Produtos Siderúrgicos**") by Gestamp Aveiro - Indústria de Acessórios Automóveis S.A. ("**Gestamp Aveiro**") of an industrial plant with an area of 7,248.7 m<sup>2</sup>, plus an area of approximately 6,231 m<sup>2</sup> for parking, as well as an area for refrigeration equipment of 3,044 m<sup>2</sup>, located in the Freguesia de Nogueira do Cravo do concelho de Oliveira de Azemeis, for a monthly rent of 21,574 euros.

In order to evaluate the economic reasonableness of the operation, the Audit Committee had a comparative study that takes as a reference the rental price per m<sup>2</sup> in three warehouses in the same industrial park with an equivalent industrial use, being the price per m<sup>2</sup> offered by Gonvarri Produtos Siderúrgicos lower than the average price obtained in said study.

In this regard, the Board of Directors considered, on the basis of the previous report issued by the Audit Committee, that the transaction was fair and reasonable from the point of view of Gestamp and, in particular, from the point of view of the shareholders other than the related party.

The amount of the transactions carried out under this contract from July 1, 2025 until September 30, 2025 is 64,722 euros.

### **3.2.3. *Land lease agreement between Gestamp Palencia, S.A. and Road Steel Engineering, S.L.***

As communicated through other relevant information (reference number 27314), on October 22, 2018, the Board of Directors, following a favorable report from the Audit Committee, approved the lease to Road Steel Engineering, S.L. (company of the Gonvarri Subgroup) by Gestamp Palencia, S.A. of a total area of 36,964.90 m<sup>2</sup> owned by Gestamp Palencia, S.A. located in the northern area of the plot on which its factory is located, for 2,208.33 euros per month.

In this regard, the Board of Directors, at the time of its approval, and based on the report issued by the Audit Committee, concluded that the terms and conditions of the transaction were market conditions and complied with the applicable regulations.

The monthly rent updated in accordance with the CPI is 2,663.73 euros per month, so that the amount of the lease transactions under this contract from July 1, 2025 until September 30, 2025 is 7,991 euros.

*3.2.4. Industrial building sublease agreement between Gestamp Aragón, S.A. y Laser Automotive Zaragoza, S.L.*

As communicated through other relevant information (reference number 27314), on October 22, 2018, the Board of Directors, following a favorable report from the Audit Committee, approved the sublease to Laser Automotive Zaragoza, S.L. (company of the Gonvarri Subgroup, as sublessee) by Gestamp Aragon, S.A. (as sublessor) of an industrial building located in Pedrola, Zaragoza for a monthly rent of €9,275.

In this regard, the Board of Directors, at the time of its approval, and based on the report issued by the Audit Committee, concluded that the terms and conditions of the transaction were market terms and conditions and complied with the applicable regulations.

The amount of the lease transactions under this contract from July 1, 2025 until September 30, 2025 is 27,825 euros.

*3.2.5. Industrial building lease agreement between Gonvauto Navarra, S.A. y Gestamp Navarra, S.A.*

As communicated through other relevant information (reference number 27314), on October 22, 2018, the Board of Directors, following a favorable report from the Audit Committee, approved the lease by Gestamp Navarra, S.A. (lessee) to Gonvauto Navarra (lessor) of an industrial building owned by it located in Salinas de Pamplona for a monthly rent of 27,548 euros.

In this regard, the Board of Directors, at the time of its approval, and based on the report issued by the Audit Committee, concluded that the terms and conditions of the transaction were market conditions and complied with the applicable regulations.

The monthly rent updated in accordance with the CPI is 34,088 euros per month. Hence, the amount of the leasing operations under this contract from July 1, 2025 until September 30, 2025 is 102,264 euros.

*3.2.6. Warehouse and pavilion lease between Gonvarri Polska Sp. z.o.o. and Gestamp Polska Sp. z.o.o.*

As communicated through other relevant information (reference number 27314), on July 25, 2019, the Board of Directors, following a favorable report from the Audit Committee issued on the same date, approved the lease to Gonvarri Polska Sp. z.o.o. (lessor) by Gestamp Polska Sp. z.o.o. (lessee) of a warehouse and annex pavilion owned by Gonvarri Poland in Września (Poland), for a monthly rent of 37,500 euros. Subsequently, on July 29, 2024, the Board of Directors, following a favorable report from the Audit Committee, approved the

extension of this agreement for an additional six years, with all other conditions, including the price, remaining in the same terms.

In this regard, the Board of Directors, at the time of approval, and on the basis of the report issued by the Audit Committee, concluded that the terms and conditions of the transaction were market terms and conditions and complied with the applicable regulations.

The amount of the lease transactions under this contract from July 1, 2025 until September 30, 2025 is 112,500 euros.

**3.2.7. *Lease agreement for a parking area between Gonvarri Polska Sp. z o.o. and Gestamp Polska.***

As communicated through other relevant information (reference number 34953), on 27 February 2025, the Board of Directors, following a favourable report from the Audit Committee issued on 24 February 2025, approved the lease to Gonvarri Polska by Gestamp Polska of a parking area that is located on the plot adjacent to the warehouse and pavilion also leased by Gonvarri to Gestamp Polska and referred to in the previous point. The agreed monthly amount for the rental of the car park is PLN 7,739 per month.

In this regard, the Board of Directors, at the time of its approval, and on the basis of the report issued by the Audit Committee, concluded that the transaction was fair and reasonable from the point of view of Gestamp and, in particular, of the shareholders other than the related party.

The amount of leasing operations under this contract from July 1, 2025 until September 30, 2025 is PLN 23,217 (equivalent to approximately 5,427 euros).

**3.2.8. *Blanking line lease agreement with a purchase option between Gonvauto South Carolina, Inc. and Gestamp Chattanooga II, LLC.***

As communicated through other relevant information (reference number 13567), on 17 December 2020, based on a favourable report issued by the Audit Committee on the same date, the Board of Directors approved a lease agreement with purchase option of the blanking line owned by Gonvauto South Carolina, Inc. (“**Gonvauto**”) by Gestamp Chattanooga II, LLC (“**Gestamp Chattanooga**”).

Gonvauto was initially selected to supply the blanks stamped by Gestamp Chattanooga in the Chattanooga II plant. Nonetheless, in order to eliminate any logistic risks (arising from the fact that Gonvauto provided blanking services from its plant in South Carolina) and there being no other alternative supplier, it was agreed that Gestamp Chattanooga would perform the cutting works in its own plants and therefore, would rent the cutting line used to do so from Gonvauto backed with a purchase option.

The monthly rent for year 2020 was set at 49,753.3 US dollars. According to the contract, this rent is to be updated annually as per the US CPI and, consequently, the monthly rent for year 2025 is set at 61,362 US dollars.

Furthermore, the price set to exercise the purchase option was set as a percentage of the initial value of the blanking line which decreases depending on the time of exercised (10, 13, 16 or 19 years).

At the time of approval and based on an Audit Committee's report, the Board established that the transaction was performed at market conditions and in compliance with applicable standards.

The amount of the transactions carried out under this contract from July 1, 2025 until September 30, 2025 is 184 thousand US dollars.

### ***3.2.9. Machinery lease agreement between Gestamp Palencia, S.A. and Gonvarri I Central de Servicios, S.L.***

As communicated through other relevant information (reference number 17810), on 10 May 2022, the Board of Directors, following a favorable report from the Audit Committee issued on the same date, approved the lease to Gonvarri I Central de Servicios, S.L. by Gestamp Palencia, S.A., of a Trumpf True 3D Laser Cell L60 laser cutting cell for a monthly rent of 6,400 euros.

In this regard, the Board of Directors considered, based on the previous report issued by the Audit Committee, that the transaction was fair and reasonable from the point of view of Gestamp and, in particular, from the point of view of the shareholders other than the related party.

The amount of the transactions carried out under this contract from July 1, 2025 until September 30, 2025 is 19,200 euros.

### ***3.3. Transactions related with receipt services.***

#### ***3.3.1. Receipt of shelving installation services between Dexion Material Handling Ltd. and Gestamp Tallent, Ltd.***

On July 28, 2025, the Board of Directors, following a favorable report from the Audit Committee issued on the same date (and attached as **Annex II** to this communication), approved the provision by Dexion Material Handling Ltd. (“**Dexion**”) to Gestamp Tallent Ltd (“**Gestamp Tallent**”) at its plant in the West Midlands (United Kingdom) for the installation of eight racks owned by Gestamp Tallent, which were stored at its plant.

In this regard, the Board of Directors considered, based on the previous report issued by the Audit Committee, that the transaction was fair and reasonable from the point of view of Gestamp and, in particular, from the point of view of the shareholders other than the related party.

This is a one-off service provided by Dexion to Gestamp Tallent, for a total amount of 170,000 pounds plus VAT (approximately 150,000 euros).

#### ***3.3.2. Receipt of shelving supply and installation services between Gonvarri MS Colombia S.A.S. and Gestamp Sorocaba Indústria De Autopeças Ltda.***

On July 28, 2025, the Board of Directors, following a favorable report from the Audit Committee issued on the same date (and attached as **Annex II** to this communication), approved the provision by Gonvarri MS Colombia S.A.S. (“**Gonvarri MS Colombia**”), a

company belonging to the Gonvarri Subgroup, to Gestamp Sorocaba Indústria De Autopeças Ltda. (“**Gestamp Sorocaba**”) for the supply and installation of shelving.

In this regard, the Board of Directors considered, based on the previous report issued by the Audit Committee, that the transaction was fair and reasonable from the point of view of Gestamp and, in particular, from the point of view of the shareholders other than the related party.

The services provided by Gonvarri MS Colombia to Gestamp Sorocaba represent a cost of 2,057,949.25 Brazilian reais (approximately 316,000 euros at the date of approval).

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**ANNEX I**  
**AUDIT COMMITTEE REPORT ISSUED IN ACCORDANCE WITH**  
**THE PROVISIONS OF ARTICLE 529 DUOVICIES. 3 OF THE LSC<sup>2</sup>**

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<sup>2</sup> Certain information has been omitted because Gestamp's Board of Directors considers that its publication could be detrimental to the company's interests. However, in the opinion of the Board of Directors, this omission does not prevent shareholders from assessing that the transaction is fair and reasonable.

*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

**REPORT ISSUED BY THE AUDIT COMMITTEE IN CONNECTION WITH THE RELATED PARTY TRANSACTION SUBJECTS TO THE APPROVAL OF THE BOARD OF DIRECTORS OF GESTAMP AUTOMOCIÓN, S.A.**

**1. PURPOSE OF THIS REPORT.**

In accordance with the provisions of section 3 of Article 529 *duovicies* of Royal Decree 1/2010, of July 2, which approves the revised text of the Spanish Companies Act (hereinafter ‘LSC’), the approval by the general shareholders’ meeting or by the board of directors of a related-party transaction must be subject to a prior report by the audit committee.

In addition, paragraph 2 of the same article of the LSC establishes that the Board of Directors has the power to approve related-party transactions, subject to a report from the audit committee, provided that the amount of the transaction is less than 10% of total assets.

In this regard, the Board of Directors Gestamp Automoción, S.A. (hereinafter, the “**Company**” or “**Gestamp**”) is expected to approve an operation between Gestamp and a party related to it at its next meeting on July 28<sup>th</sup>, 2025.

In accordance with the foregoing, the purpose of this report is to comply with the provisions of the aforementioned standard and, consequently, it is prepared by the Company’s Audit Committee to report on the fundamental conditions and justify the reasonableness of the following related-party transaction submitted for approval by the Board of Directors of Gestamp.

**2. RELATED PARTY TRANSACTION CONSIDERATIONS.**

The main elements of the related party transaction submitted for the consideration of the Company’s Board of Directors consisting of an extension of the contract for the execution of adaptation works to adapt the corporate offices of Gestamp Servicios, S.A. (‘**Gestamp Servicios**’) by Inmobiliaria Acek, S.L. (‘**Inmobiliaria Acek**’), are detailed below:

- **Description:** in the context of Inmobiliaria Acek’s completion of the refurbishment works for the new Gestamp Services offices located in the Madnum building in Madrid, under a contract that was favourably reported by the Audit Committee on 24 January 2025 and approved by the Board of Directors on 27 February 2025, and due to necessary changes in the initially defined project, the need arises to carry out both improvements and additional works to those initially contemplated.
- **Object of the transaction:** on the one hand, the performance by Inmobiliaria Acek of civil works consisting of improvements requested by Gestamp Servicios not included in the

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original project for the adaptation of the new offices leased to Inmobiliaria Colonial SOCIMI, S.A., located in the Madnum building, Calle Méndez Álvaro, 53, Madrid. These works consist of, among others, the installation of smart glass, the construction of additional toilets to those initially proposed, the improvement of the floor covering, the increase in the reinforcement of partitions and soundproofing panels, the redefinition of telecommunication trays, the increase in wiring, the increase in lighting in corridors, the installation of counters and office accessories, or the increase in the surface area of the dining room.

On the other hand, the supply and installation of additional furniture and decorative elements by Inmobiliaria Acek, which also entail the realization of additional electricity and security installations, including security wiring and "ofiblocks", as well as carpentry, cabinetmaking and locksmith work.

- ***Price:*** the total cost for the additional civil works requested after the start of the work and not contemplated in the original project amounts to € 305,026.80 plus VAT. For its part, the supply and installation of additional furniture and decorative elements amount to € 115,800.54 plus VAT.
- ***Economic reasonableness of the operation:*** with respect to the civil works item, Inmobiliaria Acek is the most competitive option since these are additional works linked to the adaptation works that it is already executing since the beginning of the project. With regard to the items related to the supply of furniture and execution of decoration work, bids have been requested for the different concepts from alternative suppliers [REDACTED] [REDACTED], with the offer of Inmobiliaria Acek being the most competitive in economic and technical terms.

### **3. CONCLUSION.**

In view of the aforementioned considerations, the Audit Committee concludes that this transaction is fair and reasonable from the point of view of the Company and, in particular, from the point of view of the shareholders other than the related party.

*Madrid, July 7<sup>th</sup>, 2025*

**ANNEX II**  
**AUDIT COMMITTEE REPORT ISSUED IN ACCORDANCE WITH**  
**THE PROVISIONS OF ARTICLE 529 DUOVICIES. 3 OF THE LSC<sup>3</sup>**

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<sup>3</sup> Certain information has been omitted because Gestamp's Board of Directors considers that its publication could be detrimental to the company's interests. However, in the opinion of the Board of Directors, this omission does not prevent shareholders from assessing that the transaction is fair and reasonable.

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**REPORT ISSUED BY THE AUDIT COMMITTEE IN CONNECTION WITH  
RELATED PARTY TRANSACTIONS SUBJECT TO THE APPROVAL OF THE  
BOARD OF DIRECTORS OF GESTAMP AUTOMOCIÓN, S.A.**

**1. PURPOSE OF THIS REPORT.**

In accordance with the provisions of section 3 of Article 529 *duovicies* of *Royal Decree 1/2010, of July 2, which approves the revised text of the Spanish Companies Act* (hereinafter “LSC”), the approval by the general shareholders' meeting or by the board of directors of a related-party transaction must be subject to a prior report by the audit committee.

In addition, paragraph 2 of the same article of the LSC establishes that the Board of Directors has the power to approve related-party transactions, subject to a report from the audit committee, provided that the amount of the transaction is less than 10% of total assets.

In this regard, the Board of Directors Gestamp Automoción, S.A. (hereinafter, the “**Company**” or “**Gestamp**”) is expected to approve some operations between Gestamp and a party related to it at its next meeting on July 28<sup>th</sup>, 2025.

In accordance with the foregoing, the purpose of this report is to comply with the provisions of the aforementioned standard and, consequently, it is prepared by the Company's Audit Committee to justify the approval, if applicable, of the following related-party transaction.

**2. RELATED PARTY TRANSACTION CONSIDERATIONS.**

The main elements of the related party transaction submitted to the consideration of the Company's Audit Committee are detailed below, relating to: (i) provision of racking installation services by Dexion Material Handling Ltd, (‘**Dexion**’) to Gestamp Tallent, Ltd. (West Midlands plant) (‘**Gestamp West Midlands**’); (ii) a contract for the supply and installation of racks between Gonvarri MS Colombia S.A.S. (‘**Gonvarri MS Colombia**’) and Gestamp Sorocaba Indústria De Autopeças Ltda. (‘**Gestamp Sorocaba**’); and (iii) the extension of the term of the lease agreement for the industrial warehouse of Gonvarri Czech S.R.O. (‘**Gonvarri Czech**’) by Gestamp Louny S.R.O. (‘**Gestamp Louny**’).

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**2.1. Provision of racking installation services by Dexion to Gestamp West Midlands:**

- **Purpose:** in the context of Nissan's EMA Project, Gestamp West Midlands needs racks for the storage of hot stamping parts. In a first phase, Dexion supplied Gestamp West Midlands with 11 racks under the supply and installation contract approved by the Board of Directors following a report from the Audit Committee dated 8 May 2025. Now, in the second phase, Gestamp West Midlands must install 8 racks of its own that it keeps stored in its plant.
- **Object of the transaction:** by virtue of this operation, Dexion will reinstall eight racks (cantilever type) at the Gestamp West Midlands plant for the storage of parts.
- **Price:** the price for the installation of the racks subject to the transaction is £170,000, plus VAT.
- **Economic reasonableness of the operation:** an alternative offer has been requested from the supplier PDC Consultancy Ltd., with Dexion's offer being the most competitive.

**2.2. Contract for the supply and installation of racks between Gonvarri MS Colombia and Gestamp Sorocaba.**

- **Purpose:** on the occasion of the Next-B Project with Toyota, Gestamp Sorocaba needs the supply and installation of two racks for the storage of pallets and metal boxes.
- **Object of the transaction:** by virtue of this operation, Gonvarri MS Colombia supplies and installs to Gestamp Sorocaba, two racks (of [REDACTED] and [REDACTED] modules respectively) for the storage of pallets and metal boxes.
- **Price:** the total price of the two racks subject to the contract is BRL 2,057,949.25 (approximately €316,000), plus VAT, which is broken down as follows:
  - o The rack, which is made up of [REDACTED] modules, is priced at BRL [REDACTED] (approximately € [REDACTED]).
  - o The rack made up of [REDACTED] modules is priced at [REDACTED] BRL (approximately € [REDACTED]).
  - o Transport and installation costs of R€ [REDACTED] (approximately € [REDACTED]).
- **Economic reasonableness of the operation:** alternative offers have been requested from Gonvarri MS Colombia and three other suppliers, located in Brazil ([REDACTED] [REDACTED] [REDACTED]) being the offer of Gonvarri MS Colombia the most competitive despite implying higher transport costs due to being located in Colombia.

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**2.3. Extension of the term of the lease agreement of Gonvarri Czech's industrial warehouse by Gestamp Louny.**

- **Purpose:** On 6 May 2019, the Board of Directors, following a favourable report from the Audit Committee issued on the same date, approved the lease to Gonvarri Czech by Gestamp Louny of an industrial warehouse located in Minice (Czech Republic) for a rent of €175,969 per month (€7.15/m<sup>2</sup>), a rent that was subsequently increased by €2,500 per month for the performance of refurbishment works. by virtue of the addendum to the contract approved by the Board of Directors following a report from the Audit Committee dated 28 October 2021.

Subsequently, on February 27, 2024, the Board of Directors, following a report from the Audit Committee, approved a new addendum to the lease agreement for the warehouse by virtue of which the rent was increased by 3,200 euros per month due to the performance by Gonvarri Czech of improvement works (updating the cooling system and replacing the exterior doors of the warehouse) at the request of Gestamp. Having completed the improvement works on the warehouse, the monthly rent to be paid by Gestamp Louny from October 2024 is 181,669 euros per month.

Given that the duration of the contract is coming to an end and Gestamp Louny needs to continue using this warehouse for its activity, it is necessary to renew the aforementioned contract.

- **Duration:** the duration of the new lease will be 3 years, and will be automatically renewed for periods of 1 year unless either party notifies the other of their intention not to renew the Contract.
- **Price:** the rent agreed under the addendum to the contract approved by the Board of Directors following a report from the Audit Committee, dated February 27, 2024, i.e., €181,669 per month, is maintained.
- **Economic reasonableness of the operation:** on the one hand, the rent corresponds to a market income, [REDACTED] [REDACTED]. These parameters are the same as those taken into account for the determination of the rent of the lease agreement approved on 6 May 2019 and in the successive addenda approved on 28 October 2021 and 27 February 2024. On the other hand, the costs associated with moving Gestamp Louny's activity to another plant would be very significant, which makes it much more efficient and economically reasonable to remain in that location.

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**3. CONCLUSION.**

In view of the aforementioned considerations, the Audit Committee concludes that these transactions are fair and reasonable from the point of view of the Company and, in particular, from the point of view of the shareholders other than the related party.

*Madrid, July 28<sup>th</sup>, 2025*