

TO THE SPANISH SECURITIES AND EXCHANGE COMMISSION

DISCLOSURE OF OTHER RELEVANT INFORMATION

Following article 17 of *Regulation (EU) 596/2014 on Market Abuse* and articles 114, 227 and 228 of *Law 6/2023, dated 17 March, on the Securities' Market and Investment Services*, and article 24 of *Royal Decree 1066/2007, dated 27 July, on the rules governing public tender offers for securities*, CIE Automotive, S.A. (the "**Company**") hereby publishes the mandatory report issued by the Company's Board of Directors regarding the tender offer, partial and voluntary, launched by the Company over its own shares, authorized by the Spanish Securities and Exchange Commission on 13 June 2025.

Bilbao, 18 June 2025.

Jose Ramón Berecibar Mutiozábal
Secretary to the Board of Directors

REPORT OF THE BOARD OF DIRECTIONS OF CIE AUTOMOTIVE, S.A. RELATING TO THE VOLUNTARY PARTIAL PUBLIC TENDER OFFER MADE BY CIE AUTOMOTIVE, S.A. ON ITS OWN SHARES

In its meeting held on 18 June 2025, the Board of Directors of CIE Automotive, S.A. (the "**Board of Directors**" and "**CIE**" or the "**Company**", respectively) has drafted and approved, unanimously by its members, this report regarding the voluntary partial public tender offer made by the Company on its own shares (the "**Offer**").

This report is issued in accordance with the provisions of Article 114.4 of Law 6/2013, of 17 March, on Securities Markets and Investment Services (the "**Securities Market Law**") and Article 24 of Royal Decree 1066/2007, of 27 July, on the regime of public tender offers for securities ("**Royal Decree 1066/2007**").

The Offer was authorized by the Spanish Securities Market Commission (the "**CNMV**") on 13 June 2025. This authorization was made public through a communication published by the CNMV on its website on the same date. The terms and conditions of the Offer are described in detail in the corresponding information prospectus prepared by the Company (the "**Prospectus**"), which is available to the public in printed format at the offices of the CNMV in Madrid, Barcelona, and Bilbao and at the Stock Exchanges of Madrid and Bilbao, as well as at the registered office of the Company and in electronic format on the websites of the CNMV (www.cnmv.es) and the Company (www.cieautomotive.com).

The Board of Directors reminds the mandatory but non-binding nature of this report. The observations contained in this report have been issued in good faith and exclusively based on the Prospectus and the circumstances known at the date of its issuance, without taking into account subsequent, foreseeable or unforeseeable circumstances or events after that date.

This report does not constitute a recommendation or investment or divestment advice. Each shareholder of the Company should consult with financial and legal advisors, as appropriate, and decide whether to accept the Offer, considering their particular circumstances and interests and taking into account, among other things, the information contained in the Prospectus and this report, which must be read in full. The aforementioned documents are an essential and inseparable part of this report and must be read together with it.

1. MEAN FEATURES OF THE OFFER

The characteristics of the Offer are described in Chapters I to III of the Prospectus, which must be read in full. Notwithstanding the foregoing, some of the main features of the Offer are summarized below:

- (i) The Offer is addressed to all holders of CIE shares and extends to the acquisition of a maximum of 11,591,517 CIE shares, representing 9.675% of its share capital. The share capital of CIE is 29,951,871 euros, divided into 119,807,484 ordinary shares with a nominal value of 0.25 euros each, fully subscribed and paid, of a single series and class, represented by book entries. All CIE shares are admitted to trading on the Stock Exchanges of Madrid and Bilbao through the Stock Exchange Interconnection System (SIBE).
- (ii) The formulation of the Offer was agreed on 20 March 2025 by the Board of Directors of the Company. Since the formulation of the Offer required subsequent approval by the general shareholders' meeting of CIE, the formulation of the Offer was subject to its obtaining, in accordance with the provisions of Article 13.2. (c) of Royal Decree 1066/2007 and as provided in the prior announcement of the Offer published on 20 March 2025. In this regard, the general shareholders' meeting of the Company approved the formulation of the Offer under item eight of the agenda of the meeting held on 7 May 2025, thus fulfilling this condition. The effectiveness of the Offer is not subject to the fulfillment of any other condition and, in particular, is not conditioned on obtaining a minimum number of acceptances.
- (iii) The Offer is formulated as a purchase and sale, and the shareholders of the Company who accept it will receive as consideration the amount of 24 euros per share, which will be paid entirely in cash. The price of the Offer has been freely set by the Company in accordance with the provisions of Article 13.5 of Royal Decree 1066/2007, without being subject to the fair price rules of Article 9 of Royal Decree 1066/2007.
- (iv) The payment of the consideration for the Offer, or any lesser amount in case the Offer is not fully covered, will be entirely satisfied from the funds available under the revolving tranche for a maximum amount of 440,000,000 euros (or tranche B) of CIE's corporate syndicated financing (the "**CIE Corporate Syndicated Financing**" and "**Tranche B of CIE Corporate Syndicated Financing**", respectively), which is fully available. Since the available balance of Tranche B of CIE Corporate Syndicated Financing is sufficient to cover the maximum disbursement that would result from the Offer, it will not be

necessary to resort to any additional external financing sources beyond those already available to the Company.

- (v) The acceptance period for the Offer is 15 calendar days from the business day following the date of publication of the first of the announcements referred to in Article 22 of Royal Decree 1066/2007, which will be published in the Stock Exchange Bulletins of Madrid, Barcelona, Bilbao, and Valencia and in at least one national newspaper (excluding digital press). The aforementioned announcements were published in the Stock Exchange Bulletins of Madrid, Barcelona, Bilbao, and Valencia on 17 June 2025 and in the newspaper "Expansión" on 13 June 2025.
- (vi) In case the shares that accept the Offer exceed the maximum number of shares to which the Offer extends, the distribution and proration system provided in Article 38.1 of Royal Decree 1066/2007 and detailed in section 3.5 of the Prospectus will be applied.
- (vii) The Offer does not constitute a delisting offer under the terms of Article 65 of the Securities Market Law, so the offered price is not subject to, nor has it been set in accordance with the valuation criteria and methods provided in Article 10 of Royal Decree 1066/2007.
- (viii) The forced sale regime established in Article 116 of the Securities Market Law and Article 47 of Royal Decree 1066/2007 will not apply since it is a voluntary offer made by the Company itself.

2. PURPOSE AND POSSIBLE IMPLICATIONS OF THE OFFER

A complete description of the purpose of the Offer and CIE's intentions regarding the Company is provided in Chapter IV of the Prospectus, which must be read in full. Notwithstanding the foregoing, some of these issues are summarized below.

The formulation of the Offer aims to acquire own shares by CIE to provide all shareholders of the Company, on equal terms, with an additional liquidity opportunity beyond the normal functioning of the stock exchanges where CIE shares are listed.

It is also noted that, when considered reasonable and appropriate according to stock market conditions at any given time, the own shares acquired through the Offer will be subject to orderly placement by the Company, in whole or in part, in one or several times, and by the procedure and under the conditions that the Board of Directors of CIE deems appropriate, potentially increasing the free float of the Company if the

Offer is predominantly accepted by significant shareholders. Assuming normal market conditions after the liquidation of the Offer, CIE expects to place the shares acquired in the Offer within a maximum period of 24 months after the liquidation of the Offer. Such placement by the Company of the own shares acquired through the Offer may be carried out by any means permitted by law and may include, by way of example and not limitation, the sale of shares through accelerated bookbuilding procedures, the delivery of shares as consideration in the execution of a corporate transaction, the delivery of shares under a management incentive plan, or the distribution of shares to the Company's shareholders through the corresponding dividend distribution consisting of the distribution of own shares.

In this regard, the Board of Directors of the Company agreed on 20 March 2025 not to propose to the general shareholders' meeting of CIE the adoption of a capital reduction agreement with the purpose of or implying the amortization of all or part of the shares acquired by the Company under the Offer. Therefore, the Company will not redeem the shares acquired through the Offer.

Shareholders are invited to read Chapter IV of the Prospectus for a more exhaustive description of the purpose of the Offer and its possible implications, as well as CIE's strategic plans and intentions. In particular, and without being exhaustive, Chapter IV of the Prospectus indicates the following regarding the possible implications of the Offer and the Company's strategic plans:

- (i) Once the Offer is completed, the Company intends to continue developing the activities and business lines of CIE and the CIE Group companies that it has been carrying out to date within the framework of its ordinary management, without the Offer or its outcome entailing any change in the current strategic plan 2021-2025 or in the current investment programs or in the next strategic plan that the Company will develop during 2025. The Company also plans to maintain the location of the current activity centers of CIE and the CIE Group companies.
- (ii) The Company does not intend to make changes to the working conditions of the staff and executives of both the Company and the CIE Group companies and intends to maintain the existing jobs of employees and executives, except for those that are necessary or deemed appropriate within the framework of the ordinary operations of the Company and the CIE Group.
- (iii) The Company has no plans, forecasts, or intentions to use its assets or the assets of the CIE Group companies outside the ordinary course of business or to dispose of them.

- (iv) The payment of the amount in which the Offer is finally settled will be made from funds available under financing already subscribed by CIE, specifically under the CIE Corporate Syndicated Financing.
- (v) Apart from the above, CIE has no plans, forecasts, or intentions to modify its net financial debt or that of the CIE Group companies outside the ordinary course of business.
- (vi) The Company does not intend to introduce any amendments to its bylaws or to the bylaws of the entities within the CIE group.
- (vii) The Company intends for its shares to continue to be admitted to trading on the Stock Exchanges of Madrid and Bilbao, with all of them being traded through the Stock Exchange Interconnection System (SIBE).

3. TREASURY STOCK

The Company directly holds 89,712 own shares in treasury stock, representing 0.075% of the share capital and voting rights of the Company, which have been locked-up until the liquidation of the Offer and, therefore, cannot be transferred within the framework of the Offer.

4. MEASURES ADOPTED BY THE BOARD OF DIRECTORS OF THE COMPANY

The Offer responds to the initiative of the Board of Directors of the Company and has been approved by the General Shareholders' Meeting of the Company. The Board of Directors of the Company has observed all applicable regulations regarding public tender offers at all times. In particular, the rules limiting the actions of the administrative and management bodies set out in Article 28 of Royal Decree 1066/2007 have been complied with.

5. AGREEMENTS RELATED TO THE OFFER AND THE COMPANY

The Company is not aware of the existence of any shareholders' agreements described in Articles 530 and following of the Capital Companies Law in relation to CIE that are in force at the date of the Prospectus. It is also expressly stated that there are no agreements or pacts of any nature between the Company or any of the CIE Group entities with their shareholders, or the partners of these, or the members of the administrative, management, and control bodies of all the above or the persons acting in concert with any of the above, in relation to the Offer.

CIE has no agreement nor is it in negotiations or conversations with any potential investor for the transfer or placement of the own shares acquired through the Offer or the own shares currently held in treasury stock.

The Company has not reserved any specific advantage for shareholders or members of its administrative, management, and control bodies.

6. SHARES OF CIE OWNED, DIRECTLY OR INDIRECTLY, BY MEMBERS OF THE BOARD OF DIRECTORS AND THE INTENTION OF THE COMPANY'S DIRECTORS REGARDING ACCEPTANCE OF THE OFFER

As of the date of this report, the directors of the Company own the shares representing the share capital of CIE indicated in the following table:

Name	Position	Category	Designation Shareholder	Number of Shares	% of Share Capital
Antonio María Pradera Jáuregui	Chairman	Proprietary	Antonio María Pradera Jáuregui	12,900,009	10.767%
Fermín del Río Sanz de Acedo	Vice Chairman	Executive	-	25,000	0.021%
Jesús María Herrera Barandiaran	CEO	Executive	-	1,726,200	1.441%
Arantza Estefanía Larrañaga	Coordinating Director	Independent	-	-	-
María Eugenia Girón Dávila	Member	Independent	-	-	-
Elena María Orbegozo Laborde	Member	Independent	-	-	-
Iñigo Barea Egaña	Member	Proprietary	Elidoza Promoción de Empresas, S.L.	-	-
Javier Fernández Alonso	Member	Proprietary	Corporación Financiera Alba, S.A.	1,500	0.001%
Abanti Sankaranarayanan	Member	Proprietary	Mahindra & Mahindra Ltd.	-	-
Vinod Sahay	Member	Proprietary	Mahindra & Mahindra Ltd.	-	-

Name	Position	Category	Designation Shareholder	Number of Shares	% of Share Capital
Francisco José Riberas Mera	Member	Proprietary	ACEK Desarrollo y Gestión Industrial, S.L.	-	-
Juan María Riberas Mera	Member	Proprietary	ACEK Desarrollo y Gestión Industrial, S.L.	-	-
María Teresa Salegui Arbizu	Member	Proprietary	Addvalia Capital, S.A.	-	-
Total				14,652,709	12.230%

All directors of the Company who hold shares have expressed, as of the date of this report, their intention not to accept the Offer. Additionally, the proprietary directors proposed by significant shareholders of the Company believe that these shareholders do not intend to accept the Offer. However, the directors reserve the right to reconsider their intention if circumstances change from those existing at the date of this report.

The Board of Directors expresses its intention not to accept the Offer regarding the own shares held by the Company in treasury stock. In this regard, the treasury stock shares have been immobilized until the liquidation of the Offer.

7. CONFLICTS OF INTEREST OF THE COMPANY'S DIRECTORS

None of the Company's directors have expressed being in a conflict of interest situation regarding the Offer, without prejudice to their respective intention to accept or not the Offer with their shares of the Company.

8. OPINION AND OBSERVATIONS OF THE BOARD OF DIRECTORS ON THE OFFER

The Board of Directors believes that the Offer will provide CIE shareholders with an additional liquidity opportunity beyond the normal liquidity of the functioning of the stock exchanges where CIE shares are listed.

Consequently, the Board of Directors, unanimously, issues a favorable opinion regarding the Offer. This, without prejudice to the fact that each shareholder of the Company will assess the Offer and decide whether to accept it or not, taking into

account the factors they consider relevant, including their particular circumstances and interests.

9. INFORMATION TO EMPLOYEES

The Company has complied with its information obligations to its employees, or their legal representatives as provided in Article 25 of Royal Decree 1066/2007.

Bilbao, 18 June 2025