

REPORT ISSUED BY THE BOARD OF DIRECTORS OF GESTAMP AUTOMOCIÓN, S.A. REGARDING ITEM 4.2 OF THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING

1.- BACKGROUND

On 26 June 2020, the National Securities Market Commission (“CNMV”) published the reform of the *Good governance code of listed companies* (the “Code” or the “CBG”) after reviewing the Code published in 2015. This reform seeks to keep corporate governance of listed companies aligned with the highest international standards and to incorporate several amendments to the law which have been passed since 2015. Among the new features introduced in the Code, particularly noteworthy are the reinforcement of the principle of gender diversity in the composition of boards of directors, the new features relating to sustainability and, specifically, the express reference made by the Code regarding specialist committees on this matter.

Moreover, the main objective of Gestamp Automoción, S.A. (the “Company”) is to add the highest standards of good governance to its corporate governance system, including the increase in the number of independent members of the Board of Directors.

Therefore, the Company's Appointments and Remuneration Committee considers it necessary to increase the number of Directors from 12 to 13 in order to reinforce knowledge regarding sustainability while increasing the number of independent directors, which will thus, in turn, ensure a future specialist committee has sufficient experience and knowledge to properly perform the duties it is assigned in this area.

As a result of this, a recruitment process was launched to find a new director, pursuant to the provisions under Article 529(15) of the Law on Capital Companies, Article 41 of the Regulations of the Board of Directors, the Board of Directors Recruitment Policy (hereinafter, the “Policy”) and under Technical Guide 1/2019 on appointments and remuneration committees, published by the National Securities Market Commission (CNMV) on 20 February 2019 (hereinafter, the “Technical Guide”).

Once the aforementioned process has been completed, the Board of Directors is expected to approve the proposal issued by the Appointments and Remuneration Committee regarding the appointment of the chosen candidate.

2.- PURPOSE OF THIS REPORT

In compliance with the provisions under Article 529 decies of the Spanish Companies Act, of the Policy, the Board of Directors has produced this report on the proposal issued by the Appointments and Remuneration Committee regarding the appointment of Ms. Loreto Ordoñez Solís as a member of the Board of Directors, in the capacity of Independent Director.

3.- ANALYSIS OF THE PROPOSED CANDIDATE

The Board of Directors has assessed the proposal issued by the Appointments and Remuneration Committee regarding the appointment of Mrs. Loreto Ordóñez Solís whose professional profile is as follows:

Mrs. Loreto Ordoñez Solís holds a degree in Mining Engineering by the Oviedo University, Spain, a master's degree in Combustion and Energy by the Leeds University, England, as well as a MBA by IESE, Spain.

She has a wide experience in the energy sector with more than 19 years working at ENGIE Group (former GDF Suez). From 2011 she is the Country Manager and CEO of ENGIE Spain, leading the energy transformation process with focus on decarbonization, energy efficiency and innovation.

She started her professional career in the area of research and development at the European Commission – DGXII, and after that she worked at ENUSA (Uranium National Enterprise) and later at Enagás. In London, she held the position of Business Development Executive at Energy Wholesale Operation in 2000. Afterwards, in 2002 she started to work at Grupo ENGIE as Business Operation Director for Electrabel España in Belgium. In 2009 she was appointed Vice President of Strategy and Energy Management at GDF Suez Energy Western Europe, Paris.

Currently she is director of certain companies belonging to ENGIE Group , as well as member of the administration bodies of Martina Sostenible, S.L.U, Itamar Solar, S.L.U, and Benilde Solar, S.L.U., among others. Furthermore, she is the Vice President of the Board of Directors of the Belgian -Luxembourg Chamber of Commerce in Spain, member of the Board of Directors of the Círculo de Empresarios España (Association of the leading companies operating in Spain), and member of the Consejo Empresarial Español para el Desarrollo Sostenible (Foretica), among other associations.

In view of the above, the Board of Directors, in accordance with the provisions of the Policy and the Guide, and based on the proposal and report issued by the Appointments and Remuneration Committee, it has valued positively:

- (i) her knowledge in the area of sustainability, as a result of her professional experience in the energy sector and, specifically, in the sector's transformation process towards decarbonisation, energy efficiency and innovation as levers of change;
- (ii) her experience in management positions and in those related to establishing and executing strategies;
- (iii) her professional career in expanding listed companies and in sectors undergoing transformation such as the energy sector;
- (iv) her experience in international environments following her professional experience in France, Belgium and England;

- (v) her capacity as Independent Director, given that she meets the criteria established in Article 529(12) of the Law on Capital Companies and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company;
- (vi) the fact that she has the availability required to perform the role; and
- (vii) her compliance with the main driving principles of the Policy and the criteria established in the Technical Guide as regards diversity on the Board of Directors.

3.- CONCLUSION

Having considered the foregoing, the Board of Directors concludes that Ms. Loreto Ordoñez Solís has the eligibility, availability, competence, experience and merits required to perform the role of member of the Company's Board of Directors, given that she more than fulfils the profile and skills required to cover the needs of the Board and, therefore, the proposal for her appointment as Independent Director is submitted for approval at the next Ordinary General Shareholders' Meeting, at the proposal of the Appointments and Remuneration Committee.

4.- FULL TEXT OF THE PROPOSED AGREEMENT SUBMITTED FOR APPROVAL BY THE GENERAL SHAREHOLDERS' MEETING

"4.2 Appointment of Mrs. Loreto Ordóñez Solís as a member of the Board of Directors.

To appoint Mrs. Loreto Ordóñez Solís, of legal age, married, of Spanish nationality, residing at Calle San Enrique de Ossó 325, Madrid, Spain, and provided with a valid National Identity Document (DNI) number 09410438B, as a member of the Board of Directors of the Company for the statutory term of 4 years and with the category of Independent Director.

Mrs. Loreto Ordóñez Solís will accept her position through any of the means admitted by law.

It is stated that this agreement, in compliance with the provisions of article 529 decies. 4. of the Capital Companies Law, it is adopted at the proposal of the Board of Directors, prior proposal of the Nomination and Compensation Committee, for submission to the General Shareholders' Meeting. In addition, this agreement has received the prior favorable report of the aforementioned Commission.

Likewise, it is stated that a report supporting the proposed resolution presented here has been prepared by the Board of Directors and made available to shareholders."

Madrid, 29 March 2021