



GESTAMP AUTOMOCIÓN, S.A.

**FULL TEXT OF THE PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS FOR THE GENERAL SHAREHOLDERS' MEETING OF MAY 9, 2023**

- 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 2022 financial year, as well as the management of the Board of Directors over the 2022 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 2022 for Gestamp Automoción, S.A. (the "**Company**") as drawn up by the Board of Directors at its meeting held on 27 February 2023, 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 2022 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 27 February 2023, 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 2022.

- 2. Consideration and approval, where appropriate, of the consolidated non-financial information for the 2022 financial year.**

To approve the consolidated statement of non-financial information for the financial year ending 31 December 2022, which is part of the consolidated management report for said financial year.

- 3. Consideration and approval, where appropriate, of the proposed allocation of individual profit of Gestamp Automoción, S.A. for the 2022 financial year.**

To approve the following proposed allocation of individual results of Gestamp Automoción, S.A. for the financial year ending 31 December 2022, as drawn up by the Board of Directors on 27 February 2023:

	<i>Euros (€)</i>
To interim dividend	35,085,772
To offset losses	21,420,484
<b>Total</b>	<b>56,506,256</b>



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

To approve the distribution, against unrestricted reserves, of a supplementary dividend amounting to € 0.0746 gross per share with the right to receive such dividend (€ 42,908,784.66 gross as maximum amount, if the distribution is allocated to all of the shares of the Company).

Distribution will be performed on 5 July 2023 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 de case may be, of the 2024-2026 Directors’ Remuneration Policy.**

In accordance with Article 529 novodecies of the Spanish Companies Act, to approve the Directors' Remuneration Policy for the years 2024, 2025 and 2026, the full text of which, together with the mandatory report of the Nomination and Compensation Committee, is included in the Board of Directors' report made available to the shareholders as part of the documentation relating to the Ordinary General Shareholders' Meeting.

**6. Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of the Company for the year 2022.**

The Board of Directors of the Company, at its meeting held on 27 February 2023, 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 2022 financial year, which has been made available to shareholders.

**7. Re-election of Ernst & Young, S.L. as the auditors of the Company and its consolidated group for the year 2023.**

Appoint as auditors of the Company and its consolidated group for the financial year ending 31 December 2023, 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.

**8. Information on ESG: ESG Strategic Plan 2025.**

In line with the resolution adopted by the General Shareholders' Meeting of the Company held on May 6, 2021 under item 11 of the agenda, the Board of Directors presents to the shareholders the ESG Strategic Plan 2025 of the Gestamp Group approved by the Board of Directors following the proposal of the Sustainability Committee, dated December 19, 2022 highlighting the priority strategic areas contained therein.

It should be noted that this resolution is strictly informative in nature. However, in compliance with the aforementioned resolution of the Company's General Shareholders' Meeting held on May 6, 2021, the Board of Directors will present, on an annual basis in the coming years, the degree of compliance with the ESG Strategic Plan 2025 of the Gestamp Group, for approval on an advisory basis by the Ordinary 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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