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Activity Report for 2022

Audit Committee

Gestamp Automoción, S.A.

27/02/2023

TABLE OF CONTENTS

1. Introduction.....	3
2. Regulations and standards.....	3
3. Composition	3
4. Functions	5
5. Operation	8
6. Meetings.....	8
7. Activities	9
8. Preparation and approval	14

1. Introduction

The Audit Committee of Gestamp Automoción, S.A. (the “**Company**”, together with the companies belonging to its group, “**Gestamp Group**”) has prepared this activity report (the “**Report**”), which describes the main activities undertaken by this Committee during the financial year ended 31 December 2022.

This Report was prepared pursuant to Article 39(j) of the Company’s Board of Directors Regulations and in compliance with the recommendations of the Good Governance Code for Listed Companies, which was approved by the National Securities Market Commission (CNMV) on 26 June 2020 (the “**Good Governance Code**”), and the standards of the Technical Guide 3/2017 on Audit Committees of Public Interest Entities published by the CNMV (“**Technical Guide 3/2017**”), and shall be made available to the Company's shareholders when the convening notice for the 2023 Annual General Shareholders’ Meeting is issued.

2. Regulations and standards

The Audit Committee regulations are set out in the Board of Directors Regulations which were approved by the company's Board of Directors on 29 March 2021. Furthermore, the Audit Committee is governed by the provisions under the Spanish Companies Act, the recommendations of the Good Governance Code and the standards of the Technical Guide 3/2017.

3. Composition

By virtue of the provisions of Article 20 of the By-laws and Articles 39 and 40 of the Company's Board of Directors Regulations, the Audit Committee must:

- (a) Have at least three and at most five members, all of whom must be non-executive directors.
- (b) The majority of its members shall have the status of Independent Director and one must be appointed Chairperson. Moreover, all members of the Audit Committee shall, as a whole, be appointed taking into account their knowledge and experience in accounting, auditing and both financial and non-financial risk management and shall have the technical knowledge relevant to the business sector the Company operates in.
- (c) The Chairperson must be replaced every four years, with the possibility of re-election one year after their dismissal. In turn, the Secretary of the Audit Committee shall be the Secretary of the Board of Directors.

As of 31 December 2022, the Audit Committee has the following members:

Name	Position	Date of Last Appointment	Category
Ms Ana García Fau	Chairperson	06/05/2021	Independent
Mr Javier Rodríguez Pellitero	Member	06/05/2021	Independent
Mr Juan María Riberas Mera	Member	06/05/2021	Proprietary
Mr David Vázquez Pascual	Non-member secretary	24/03/2017	N/A
Ms Elena Torregrosa Blanchart	Non-member deputy secretary	24/07/2017	N/A

Therefore, as of 31 December 2022, and for the entire 2022 financial year, the Company's Audit Committee (i) was comprised of three members, two of whom are Independent Directors and (ii) was chaired by the Independent Director Ms. Ana García Fau.

The mentioned members of the Audit Committee have the appropriate knowledge, skills and experience to carry out the tasks entrusted to the Committee by the Board. Furthermore, as a whole, they also have the appropriate technical knowledge on the activity sector to which the Company belongs. In this regard, in determining the profiles of the Audit Committee, the Board of Directors chose directors with knowledge in eminently economic, financial and management areas, given the extensive list of functions and competencies on these matters that are attributed to the Audit Committee by law. Ms Ana García Fau was appointed Chairperson considering her knowledge and experience in economic and financial matters, strategic planning, business development, both financial and non-financial risk assessment, IT, her training in accounting and internal auditing, as well as her involvement in other Audit Committees. In addition, Mr Javier Rodríguez Pellitero was appointed a member of the Audit Committee, due to his independent status, his knowledge and experience in economic, financial, legal and auditing matters, both financial and non-financial risk assessment, as well as his extensive professional experience in the field of financial market regulation and good corporate governance of listed companies. Lastly, Mr Juan María Riberas Mera was appointed member of the Committee due to his extensive experience and knowledge in the automotive industry, as he has been a member of the Company's Board of Directors for over 20 years, as well as in economic and financial matters, business management and development, and both financial and non-financial risk assessment.

For further information on the members of the Audit Committee, see the following links to the Company's website:

- <https://www.gestamp.com/Investors-Shareholders/Corporate-Governance/Committees-of-the-Board-of-Directors>
- <https://www.gestamp.com/Investors-Shareholders/Corporate-Governance/Board-of-Directors>

4. Functions

The Company's Audit Committee is a reporting and advisory body without executive functions that has the power to report, supervise, advise and make proposals in relation to matters within its scope of activity.

According to Article 40 of the Regulations of the Board of Directors, the Audit Committee shall have the following basic functions:

- (a) To inform the General Shareholders' Meeting about issues raised by the shareholders on matters for which it is competent and, in particular, about the findings of audits, explaining how they have contributed to the integrity of the financial reporting and the role that the Committee has played in the process.
- (b) As regards internal control and reporting systems:
 - (i) To supervise and evaluate the preparation, integrity and presentation of regulated financial and non-financial reporting, as well as the control and risk management systems for financial and non-financial risks relating to the Company and, where appropriate, to the Gestamp Group (including operational, technological, legal, social, environmental, political and reputational risks, as well as any relating to corruption), checking that regulatory requirements are met and accounting standards are correctly applied.
 - (ii) To periodically review the internal control and risk management systems, including fiscal risks, and discuss with the auditor any significant weaknesses in the internal control system found in the course of the audit, never compromising its independence. To this end, and where applicable, recommendations and proposals, with the relevant deadlines for follow-up, may be submitted to the governing body.
 - (iii) To safeguard the independence and effectiveness of the internal auditing function: to propose the selection, appointment, and dismissal of the head of the internal audit service; to approve the budget for this service; to approve the annual work plan for the internal audit, ensuring that its activity mainly focuses on the relevant risks (including reputational risks); to receive information about its activities regularly; to verify whether senior management takes into account the conclusions and recommendations in its reports; and to discuss with the auditor or auditing firms any significant weaknesses in the internal control system detected in the course of the audits.

Activity Report for 2022

Audit Committee

- (iv) To set up and oversee a mechanism that enables employees and anyone else related to the company, such as directors, shareholders, providers, contractors or subcontractors, to anonymously and confidentially report irregularities of any kind that they may notice within the Company or its group.
 - (v) Ensuring that the policies and systems established regarding internal control are effectively applied in practice.
- (c) Regarding the auditor:
- (i) To bring proposals on the selection, appointment, re-election and replacement of the auditor, as well as the contract conditions for such party, to the Board and to be in charge of the selection process, also examining the reasoning behind any renunciation of the position, where applicable.
 - (ii) Ensuring that the Company communicates the change of auditor via the National Securities Market Commission (CNMV) and, where there were any disagreements with the outgoing auditor, it will ensure that there is an accompanying statement regarding said disagreements and their content.
 - (iii) To regularly receive information from the auditor about the audit plan and the effect of its implementation, and to verify whether senior management has taken its recommendations into account.
 - (iv) Ensuring that the external auditor holds a meeting on an annual basis with the full Board of Directors to inform them about the work carried out and the evolution of the accounting and risk situation of the Company.
 - (v) To establish an appropriate relationship with the auditor to receive information about any issues that could jeopardise its independence, for examination by the Audit Committee, and any other information related to the progress of the auditing process, as well as any other correspondence stipulated in legislation on auditing and auditing standards. In any case, they must receive written confirmation from the auditor once a year asserting their independence from the entity or entities that are directly or indirectly related to it, as well as information on additional services of any kind provided to these entities by the aforementioned auditor, or by individuals or entities related to them in accordance with legislation on auditing.
- In this regard, the Audit Committee shall ensure that the auditor's remuneration for his/her work does not compromise the quality or independence thereof and shall ensure that both the Company and the auditor respect the regulations in force regarding the provision of services other than those of auditing, the limits on the auditor's concentration of business and, in general, any other regulations regarding the independence of auditors.
- (vi) Issuing a report expressing an opinion on the independence of the auditor once a year, prior to issuance of the auditor's report. Such report must, in all cases, refer to the additional services referred to in the paragraph above.
- (d) In relation to risk management and control policy:
- (i) To propose to the Board of Directors a risk management and control policy, which shall identify and determine as a minimum: (i) the financial and non-financial types of risks (including operational, technological, legal, social, environmental, political, and reputational risks, as well as

those related to corruption) to which the Company is exposed, including, among the financial or economic risks, contingent liabilities and other off-balance sheet risks; (ii) a risk control and management model based on different levels; (iii) setting the risk level deemed acceptable by the Company; and (iv) measures to mitigate the impact of the risks identified, should they materialise.

- (ii) To supervise the operation of the Company's risk management and control unit, which is responsible for: (i) ensuring that the risk management and control systems function properly and, in particular, ensuring that all the significant risks affecting the Company are adequately identified, managed and quantified; (ii) actively participating in the creation of the risk strategy and in reaching important decisions about its implementation; and (iii) ensuring that the risk management and control systems adequately mitigate the risks in accordance with the policy defined by the Board of Directors.
- (e) To review the prospectuses or equivalent documents for issuance and/or admission of securities and any other financial reporting that the Company is required to submit to the markets and its supervisory bodies.
- (f) In addition, the Audit Committee must inform the Board of Directors before the latter adopts the relevant resolutions on the matters set forth by law, in the By-laws and in these Regulations and, specifically, on the following subjects:
 - (i) The financial reporting that the Company, due to its status as a listed company, must periodically publish. The Audit Committee shall ensure that interim financial statements are prepared using the same accounting standards as the annual statements and, to this end, shall consider whether a limited review by the auditor is appropriate.
 - (ii) The creation or acquisition of shares in special-purpose entities or entities based in countries or territories classified as tax havens, as well as any other transactions or operations of a similar nature that, due to their complexity, could diminish the Company's transparency.
 - (iii) Related-party transactions.
 - (iv) Operations entailing structural and corporate modifications planned by the Company, analysing their financial terms and conditions, including, where applicable, the exchange ratio and their accounting impact.
- (g) The Audit Committee shall also be responsible for overseeing compliance with the Company's corporate governance rules, as well as the internal codes of conduct. In this regard, the Audit Committee shall:
 - (i) Oversee compliance with the Company's corporate governance rules and internal codes of conduct, ensuring that the corporate culture is in line with its purpose and values; and
 - (ii) Oversee the application of the general policy relating to the reporting of economic-financial, non-financial and corporate information, and also of the general policy relating to communication with shareholders and investors, proxy voting advisors and other stakeholders, and shall monitor the way in which the Company communicates and liaises with the small and medium-sized shareholders.

5. Operation

The basic principles of conduct and the internal operating system of the Audit Committee are set forth in the rules contained in the Spanish Companies Act, the By-laws and the Regulations of the Board of Directors.

Pursuant to the terms of Article 20 of the Company's By-laws and Article 39 of the Regulations of the Board of Directors, the Audit Committee:

- Shall meet whenever necessary, at the Chairperson's discretion, to exercise its powers, and whenever two of its members so request, and it shall be convened in a valid manner whenever the majority of its members are present or represented, its resolutions being adopted by an absolute majority of the attending members. In the event of a tie, the Committee Chairperson shall cast the tie-breaking vote.
- Minutes shall be taken of the meetings and a copy thereof shall be sent to all the members of the Board. Likewise, the Chairperson of the Audit Committee shall inform the Board of Directors of the issues discussed and the resolutions adopted at its meetings during the first Board of Directors' meeting held after the Committee meeting.
- Within three months after each year-end, it shall submit this Report for approval by the Board of Directors, which shall be made available to the shareholders during their Annual General Shareholders' Meeting.
- In order to carry out its functions, it may seek external advice whenever it deems it necessary.

As regards the other rules of operation, the operating system established for the Board of Directors in the Regulations of the Board shall apply.

6. Meetings

In 2022, the Audit Committee met on ten occasions. The three members of the Committee were present at all of the meetings. In addition, the Audit Committee, through its Chairperson, invited the following persons to take part in the meetings, solely to deal with the specific items for which they have been called:

- **External Auditor.** He attended four meetings of the Audit Committee in order to present various matters, including (i) the review of the annual financial information and the statement of non-financial information, as well as the corresponding audit report, (ii) the half-yearly financial information and the corresponding limited review report, (iii) the External Audit Plan for 2022 and (iv) the preliminary conclusions of the audit of the financial statements for the financial year 2022.
- **The Internal Audit and Risk Management Director.** She took part in eight Audit Committee meetings. She presented various matters to the Audit Committee, including (i) the Annual Report on Internal Audit Activities for financial year 2021, (ii) the outcomes of the various audits conducted throughout the year and the status of the action plans established in connection thereto, (iii) the ICFR Scope Matrix for financial year 2022, the assessment of the ICFR 2022 controls and the status of the action plans

Activity Report for 2022

Audit Committee

established regarding the ICFR (v) updates to the Internal Audit Plan for 2022 and the new Plan for 2023, (vi) the Internal Audit Budget for 2023, and (vii) the 2023 Corporate Risk Map.

- **Finance team.** The finance team took part in six meetings of the Audit Committee, mainly to report on the progress of the business and the financial information presented for approval by the Board of Directors.
- **General Director of the Legal, Tax and Corporate Governance Department.** He took part in seven meetings of the Audit Committee, mainly to present the related-party transactions submitted for approval by this body, the services of the external auditor other than the audit of financial statements, and the status of any legal disputes in which the Gestamp Group is involved.
- **Representative of the Compliance Office.** This representative took part in one Audit Committee meeting to report on the monitoring of compliance with the Code of Conduct and, in particular, on the functioning of the Whistleblowing Hotline.
- **ESG Department Member.** This member took part in one meeting to discuss the new content of the Annual Report 2021 (which includes the Management Report, containing the statement of non-financial information, as well as all the information available to date in the sustainability report).
- **Internal IT Auditor, Chief Information and Technology Officer and Member of the IT Team.** They took part in two meetings to present the results of internal audits carried out in relation to cybersecurity.
- **Representative of the ICFR team** has taken part in a meeting to inform on the level of compliance of the 2022 ICFR control assessment and the action plans related to the ICFR.
- **Member of the Regulatory Compliance Unit.** This member took part in three meetings to present (i) the Regulatory Compliance Unit Activity Report for 2021, (ii) the Training Plan and the Communication Plan on criminal risk prevention for 2022, (iii) the proposal of Gestamp Group's Third Party Due Diligence Policy, and (iv) an update on the activity of the Regulatory Compliance Unit during the financial year in question (including the follow-up of the Gestamp Group's Crime Prevention Model) and its Annual Plan for the financial year 2023.

7. Activities

In 2022, the Audit Committee mainly carried out the following activities:

- **Periodic review of financial reporting**

The Audit Committee supervised and reviewed the process of drawing up and presenting the regulated quarterly and semi-annual, separate and consolidated, financial reporting that the Board of Directors must submit to the markets, and has, in general, ensured that the legal requirements in this regard were met and that generally accepted accounting principles were correctly applied, all within the deadlines set by law for these purposes.

Activity Report for 2022

Audit Committee

The finance team (responsible for preparing the financial information) took part in the analysis of such carried out by the Audit Committee, giving a thorough presentation on said information and the standards followed for the accurate accounting and presentation of such, and also to give the relevant explanations regarding its preparation, as well as any others required by the Committee.

■ **Review of financial statements**

The Audit Committee reviewed and issued a favourable report on the individual and consolidated financial statements of the Company and its group of companies, for financial year 2021, in its meeting on 23 February 2022. These financial statements were subsequently prepared by the Board of Directors, and finally approved by the Ordinary General Shareholders' Meeting on 10 May 2022. In addition, the Committee reviewed the corresponding audit report issued by the External Auditor.

The Committee's review of the financial statements included a review of the non-financial information included in the Management Report in accordance with the provisions of the Commercial Code, the Spanish Companies Act and the Audit Act. The Audit Committee also reviewed the report issued by the independent auditor on the aforementioned non-financial information.

■ **Review of the proposal for distribution of profit**

In the context of the review of the individual financial statements for 2021, the Audit Committee reported favourably on the proposal for the distribution of profit for financial year 2021, prepared by the Board of Directors on 28 February 2022.

■ **Relationship with the External Auditor**

The External Auditor attended the meetings in which the Audit Committee analysed the individual and consolidated financial statements of the Gestamp Group for 2021 and the corresponding Audit Report. Furthermore, the half-yearly financial information for 2022 was subject to a limited review procedure by the External Auditor. The Audit Committee, therefore, revised said information and the corresponding limited review report. In addition, the External Auditor regularly reported to the Committee on the progress of the audit and limited review tasks. Furthermore, in 2022, the Audit Committee held several meetings with the External Auditor without the presence of the Company's management to ensure that the audit process of the individual and consolidated financial statements and the limited review process of the half-yearly financial information were progressing correctly and, in particular, it verified that there were no discrepancies between the External Auditor and the Company's management, nor were any significant aspects detected by the External Auditor in relation to accounting, the internal control system or the audit or limited review. The External Auditor also informed the Committee of new rules regarding the audit of financial statements, financial information and non-financial information.

The Audit Committee approved the work assigned to the External Auditor in 2022 and verified that it met the independence requirements set forth in the Audit Act in force and, therefore, there are no objective reasons to question said independence, thus issuing for these purposes the report required on the independence of the External Auditor. On the one hand, the Audit Committee analysed the work assigned to the External Auditor in relation to auditing, approving the 2022 external audit plan and the fees expected in relation to it. On the other hand, the Committee assessed and approved each and every service other than auditing during the 2022 financial year in accordance with the procedure established

in the Policy of Approval of External Auditor Services other than the Auditing of Accounts. In this regard, during the reporting period, the Audit Committee regularly ensured that the total fees received for non-audit services by the external auditor did not exceed 70% of the average fees paid in the last three consecutive financial years for audit services provided by the Company, its group and parent company, in accordance with the provisions of EU Regulation 537/2014 on specific requirements regarding statutory audit of public-interest entities.

In addition, the Audit Committee evaluated the work of the External Auditor regarding the audit for financial year 2021 and, in particular, his actions and how he contributed to the quality of the audit and the integrity of the financial information; the finance team's opinion of such and the public results of the quality controls or inspections carried out by supervisors.

Finally, the Audit Committee issued the proposal for the re-election of the External Auditor for the 2022 audit, a proposal that was raised and approved by the Ordinary General Shareholders' Meeting on 10 May 2022.

■ **Internal Auditing**

The Committee regularly monitored the activities carried out by the Internal Audit department. In this sense, the Committee has approved the Annual Activity Report of the Internal Audit department for the year 2021.

The Audit Committee was also updated about the work carried out by the working groups made up of the Internal Audit Department and other departments of the Gestamp Group (related to purchasing, payments, fixed assets and segregation of duties) and the audits of certain processes, IT and ICFR, as well as certain specific audits requested by Gestamp Group's management.

Moreover, the Audit Committee approved the update of the Audit Plan for 2022 and the Internal Audit Plan and budget for this department for 2023.

Finally, the Audit Committee assessed the functioning of the Internal Audit department and the performance of its manager during 2022.

■ **Internal Control over Financial Reporting (ICFR)**

In the performance of its duties to oversee and periodically review the effectiveness of the Company's internal control procedures and risk management systems, the Audit Committee promoted and oversaw the development and implementation of the Company's Internal Control over Financial Reporting (ICFR). In particular, on 10 May 2022, the Audit Committee approved the ICFR Scope Matrix for 2022, established in accordance with CNMV requirements. It has also periodically reviewed the status of the action plans arising from the implementation and audit of ICFR.

■ **Risk management**

The Audit Committee periodically supervises and reviews the internal control and risk management systems, ensuring that the main risks are adequately identified, managed and reported, receiving support in this task from the Internal Audit and Risk Management Department. In this regard, the Audit

Committee put forward the 2023 Corporate Risk Map for approval by the Board of Directors, giving an overall picture of the organisation's significant risks for 2023 based on uniform standards, thus facilitating early detection of any events likely to arise and enabling the Company to take pre-emptive action aimed at preventing such events or reducing their impact should they arise.

■ **Related-party transactions**

The Audit Committee, in accordance with Article 529 quaterdecies, paragraph 4(g) of the Spanish Companies Act, reported to the Board of Directors regarding each and every related-party transaction.

In this respect, the Audit Committee issued a favourable report on the transactions undertaken in 2022 between the Gestamp Group and (i) Acek Desarrollo y Gestión Industrial, S.L.; (ii) companies of the group whose parent company is Holding Gonvarri, S.L. (which, in turn, forms part of the Acek Desarrollo y Gestión Industrial, S.L. Group) ("**Gonvarri Group**"); (iii) companies of the group whose parent company is Acek Energías Renovables, S.L. (which, in turn, forms part of the Acek Desarrollo y Gestión Industrial, S.L. Group); (iv) Mitsui & Co. Ltd.; and (iv) companies in the General de Alquiler de Maquinaria, S.A. Group (a company linked the Executive Chairperson, Mr. Francisco José Riberas Mera).

Moreover, on the occasion of the favourable report issued on the Gestamp Group's financial statements, the Audit Committee reviewed the related-party transactions set out in the Protocol for Regulating Related-Party Transactions and verified that they comply with the provisions thereof and that they are in line with the terms and conditions approved under the framework agreements.

Finally, the Committee reviewed the communications of "other relevant information" issued by the Company in accordance with the provisions of Article 529 unvicies of the Companies Act on related-party transactions between Gestamp Group companies and those of the Acek Desarrollo y Gestión Industrial, S.L. Group.

■ **Code of Conduct**

As established in the Code of Conduct, the Gestamp Group has a Whistleblowing Hotline in place, which is ultimately supervised by the Audit Committee and regarding which, the Committee has received a report about the functioning during the financial year 2022 and, in particular, about the cases reported through it, the investigations carried out and the measures adopted by the Gestamp Group.

■ **Regulatory Compliance**

The Committee put forward the Gestamp Group's Third Party Due Diligence Policy for approval by the Board of Directors, and also approved the Training Plan and the Communication Plan for criminal risk prevention for the financial year 2022.

It also reviewed the Regulatory Compliance Unit Activity Report for 2021, and followed up on the activities carried out by said Unit during 2021 (including a follow-up of the Criminal Risk Prevention Model), and ultimately approved the Unit's Annual Plan for 2023.

■ Sustainability

In line with its function of supervising and assessing the preparation, integrity and presentation of the non-financial information about the Company, the Audit Committee reviewed and issued a favourable report on the statement of non-financial information contained in the Management Report, through which the Company reports on the economic, environmental, social and good governance functions carried out by the Gestamp Group over the financial year, in accordance with international standards such as the Global Reporting Initiative.

■ Evaluation of functioning and performance

The evaluation process regarding the Board of Directors and its committees, including the Audit Committee, began on 07 November 2022 and was coordinated by the Nomination and Compensation Committee, at the request of the Chairperson of the Board of Directors. Among other areas, the Directors evaluated the functioning and composition of the Audit Committee.

On 14 December 2022, the results of their evaluation were submitted to the Audit Committee. After analysing the results, the Committee issued a report on the evaluation for the approval of the Board of Directors at its first meeting of 2023.

■ Other

The Audit Committee reviewed the draft Annual Corporate Governance Report and the Report on the Activities of the Audit Committee, both relating to 2021, which were subsequently approved by the Company's Board of Directors.

Furthermore, the Audit Committee reviewed the status of all of the most important legal disputes and claims involving companies of the Gestamp Group.

The Audit Committee also drafted the proposed amendments to the Company's Articles of Association to bring them in line with the amendments introduced by Law 5/2021 of 12 April, which amends the revised text of the Capital Companies Act, with regard to the promotion of long-term shareholder involvement in listed companies and Recommendation 61 of the Code of Good Governance, a text which was made available to the Annual General Meeting of Shareholders on 10 May 2021, at the time of its convening.

It also approved a schedule of meetings for 2023.

8. Preparation and approval

This Report was prepared by the Audit Committee on 21 February 2023 and approved by the Board of Directors on 27 February 2023.