



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, 2024

- 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 2023 financial year, as well as the management of the Board of Directors over the 2023 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 2023 for Gestamp Automoción, S.A. (the "**Company**") as drawn up by the Board of Directors at its meeting held on 27 February 2024, 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 2023 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 2024, 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 2023.

- 2. Consideration and approval, where appropriate, of the consolidated non-financial information for the 2023 financial year.**

To approve the consolidated statement of non-financial information for the financial year ending 31 December 2023, 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 2023 financial year.**

To approve the following proposed allocation of individual results of Gestamp Automoción, S.A. for the financial year ending 31 December 2023, as drawn up by the Board of Directors on 27 February 2024:

	<i>Euros (€)</i>
To interim dividend	40,051,121
To offset losses	25,494,049
To voluntary reserves	10,261,726
Total	75,806,932



4. Distribution of a supplementary dividend against unrestricted reserves.

To approve the distribution, against unrestricted reserves, of a supplementary dividend amounting to € 0.0773 gross per share with the right to receive such dividend (€ 44,487,260.028 gross as maximum amount, if the distribution is allocated to all of the shares of the Company).

Distribution will be performed on 3 July 2024 through the participating entities in “*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal*” (Iberclear).

5. Ratification and re-election of directors, as appropriate. Setting of the number of members of the Board of Directors:

5.1. Ratification of the appointment through the co-option method and re-election of Mr. Makoto Takasugi as a member of the Board of Directors.

To ratify the appointment of Mr. Makoto Takasugi as a member of the Company's Board of Directors following his election through the co-option method by the Board of Directors at its meeting held on March 21, 2024, and to re-elect him for the term of 4 years, qualifying as Proprietary Director.

Mr. Makoto Takasugi will accept his position by any of the means admitted by law.

It is stated that this agreement is adopted at the proposal of the Board of Directors, following a report from the Appointments and Remuneration Committee, for submission to the General Shareholders' Meeting in compliance with the provisions of article 529 decies. 4. of the Capital Companies Act.

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.

5.2. Re-election of Mrs. Concepción Rivero Bermejo as a member of the Board of Directors.

To re-elect Mrs Concepción Rivero Bermejo, as a member of the Company's Board of Directors for the statutory term of 4 years and with the category of Independent Director.

Mrs Concepción Rivero Bermejo 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.



5.3. Setting of the number of members of the Board of Directors.

In view of the vacancy caused by the resignation tendered by the Proprietary Director, Mr. Francisco López Peña due to the termination of his professional services to the Gestamp Group and with effect immediately prior to the holding of this Ordinary General Shareholders' Meeting of the Company, it is resolved to reduce the number of members of the Board of Directors by one, which is fixed at 12 members, a number of directors in accordance with the provisions of Article 242.1 of the Capital Companies Act and Article 16.1 of the Company's Bylaws.

6. Re-election and appointment of auditors:

6.1. Re-election of Ernst & Young, S.L. as the auditors of the Company and its consolidated group for the year 2024.

Re-elect as auditors of the Company and its consolidated group for the financial year ending 31 December 2024, 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.

6.2. Appointment of PricewaterhouseCoopers Auditores, S.L. as the auditors of the Company and its consolidated group for the years 2025, 2026 and 2027.

Appoint as auditors of the Company and its consolidated group for the financial years ending 31 December 2025, 31 December 2026 and 31 December 2027, the firm PricewaterhouseCoopers Auditores, S.L., with registered offices in Madrid, Paseo de la Castellana, nº259 B, 28046, with tax identification number (CIF) B-79031290, registered in the Register of Companies of Madrid, Sheet M-63.988, folio 75, volume 9.267, book 8.054, section 3ª, and in the Official Register of Auditors under number S0242.

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 PricewaterhouseCoopers Auditores, 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, following the recommendation and preference of the Audit Committee, for submission to the General Shareholders' Meeting.

7. Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of the Company for the year 2023.

The Board of Directors of the Company, at its meeting held on 27 February 2024, 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 2023 financial year, which has been made available to shareholders.

8. Approval, in an advisory capacity, of the level of progress of the ESG 2025 Strategic Plan of the Gestamp Group.

Pursuant to 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 submits to the shareholders the level of progress of the ESG 2025 Strategic Plan of the Gestamp Group in an advisory capacity.

Consequently, it is resolved to approve, in an advisory capacity, the degree of progress of the ESG 2025 Strategic Plan 2025 of the Gestamp Group, which has been made available to shareholders.

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:

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- (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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