

*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

**REPORT ISSUED BY THE NOMINATION AND COMPENSATION COMMITTEE OF GESTAMP AUTOMOCIÓN, S.A. REGARDING THE APPOINTMENT THROUGH THE CO-OPTION METHOD, RATIFICATION AND RE-ELECTION OF A MEMBER TO THE BOARD OF DIRECTORS**

**1. BACKGROUND**

Mr Tomofumi Osaki has written to Gestamp Automoción, S.A. (the "**Company**") to announce his resignation from the Company's Board of Directors, where he holds the position of Proprietary Director, appointed at the proposal of the shareholder Acek Desarrollo y Gestión Industrial, S.L. His resignation will take effect on 02 April 2019.

To fill the vacancy created on the Board of Directors by the resignation of Mr Tomofumi Osaki, Acek Desarrollo y Gestión Industrial, S.L., exercising its right of proportional representation, has proposed the appointment of Mr. Katsutoshi Yokoi as a Board member. Acek Desarrollo y Gestión Industrial, S.L. made this proposal at the request of Mitsui & Co. Ltd., in accordance with the rights held by this company under the shareholders' agreement entered into by Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd. and Gestamp 2020, S.L. (Clause 7.1.(b)), reported to Spain's National Securities Market Commission (CNMV) on 7 April 2017.

The Company's Board of Directors is scheduled to decide today on this proposal and, if applicable, to proceed with the appointment through the co-option method of Mr. Katsutoshi Yokoi to the Board of Directors, as a Proprietary Director. In case of appointment through co-option method, the Company's Board of Directors is expected to also seek ratification from the General Shareholders' Meeting of the appointment and re-election of Mr. Katsutoshi Yokoi as a Board member.

**2. PURPOSE OF THIS REPORT**

In accordance with article 41.1(f) of the Regulations of the Board of Directors, the Company's Nomination and Compensation Committee has prepared this report on the proposed appointment through the co-option method of Mr. Katsutoshi Yokoi to the Board of Directors, as Proprietary Director, for discussion by the Board of Directors. Also, the Commission issues this report in relation to the envisaged proposal for ratification of the appointment and re-election of Mr. Katsutoshi Yokoi by the General Shareholders' Meeting.

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### **3. ANALYSIS OF THE PROPOSED CANDIDATE**

In its analysis, the Nomination and Compensation Committee has assessed the competency, experience and merits of the proposed candidate. Mr. Katsutoshi Yokoi professional profile is as follows:

*Mr. Katsutoshi Yokoi holds a degree in Economics and Business by the Aoyama Gakuin University, Tokyo.*

*In 1988 joined Mitsui & Co. Ltd. where he has been developing his professional career with more than 28 years of sectorial experience. He started his career at the Tokyo Head Office, working for the Coated Steel Products department. Between 1997 and 2005 worked for Mitsui in the US, where he came to hold the position of Vice President of de Mitsui Steel, Inc. at New York Head Office. In 2005, back in Japan, he held different leadership positions at the Tokyo Head Office such as General Manager of different steel divisions and business units as well as at the Corporate Planning & Strategy department. In 2016, he came back to the US as Senior Vice President of the Iron and Steel Products Division. Currently is the General Manager of Automotive Parts Business Div. of the Iron & Steel Products Business Unit in Tokyo.*

*He is also on the Board of Directors of several Mitsui's investees companies (including certain companies of the Gestamp Group).*

In this respect, the Nomination and Compensation Committee, in compliance with the Selection Policy and the Knowledge Guidelines, gives a positive assessment of the following:

- (i) his knowledge of finance, as a result of his education and subsequent professional experience;
- (ii) his extensive experience in managerial roles;
- (iii) his professional background in areas relevant to the Company, specifically in the steel sector (main raw material of the Gestamp Group);
- (iv) his experience in international settings, as the candidate has worked in various roles for the multinational Mitsui Group in different locations across the world; and
- (v) his experience on boards of directors and management committees for various companies.

In addition, the Commission has verified that no legal or statutory incompatibility or prohibition applies to the candidate and that there is no conflict of interest with the Company.

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#### **4. CONCLUSION**

In light of the foregoing, the Nomination and Compensation Committee concludes that Mr. Katsutoshi Yokoi has the competency, experience and merits required to sit on the Board of Directors of the Company, and issues a favourable report on his appointment through the co-option method by the Board of Directors and the ratification of his appointment and re-election as a Board member by the General Shareholders' Meeting.

*Madrid, 03 April 2019*