



REPORT ISSUED BY THE BOARD OF DIRECTORS OF GESTAMP AUTOMOCIÓN, S.A. ON THE FIFTH ITEM OF THE AGENDA OF THE 2019 ORDINARY GENERAL SHAREHOLDERS' MEETING.

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, proposed the appointment of Mr. Katsutoshi Yokoi as a Board member through the co-option method, proposal that was passed by the Board prior favourable report issued by the Nomination and Compensation Committee. 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.

2. PURPOSE OF THIS REPORT

Article 529. novodecies of the Spanish Companies Act ("Ley de Sociedades de Capital") requires, between others, a report on the skills, experience and merits issued by the board of directors of a public company following the proposal of appointment or re-election of a member of the board of directors.

This report intends to meet such Regulations' requirement and is issued by the Board of Directors of the Company in order to justify the proposal to the General Shareholders' Meeting made under fifth item that is to take place at 12:30 p.m. on 6 May 2019, at first call, and on the next day 7 May 2019, at second call.

3. ANALYSIS OF THE PROPOSED CANDIDATE

The Board of Directors has evaluated the proposal of ratification and re-election of Mr. Katsutoshi Yokoi as member of the Board of Directors of the Company, following the favourable report issued by the Nomination and Compensation Committee. 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 Board of Directors, in compliance with the Selection Policy and the Knowledge Guidelines, and on the basis of the Nomination and Compensation Committee report, 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 Board of Directors 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.

4. CONCLUSION

In light of the foregoing, the Board of Directors concludes that Mr. Katsutoshi Yokoi has the competency, experience and merits required to sit on the Board of Directors of the Company, and issues this report on his ratification and re-election proposal submitted to the approval by the General Shareholders' Meeting.



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

“5. Ratification of the appointment through the co-option method and re-election of Mr. Katsutoshi Yokoi as a member of the Board of Directors.

To ratify the appointment of Mr. Katsutoshi Yokoi 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 3 April 2019, and to re-elect him for the term of 4 year as stated in the By-laws of the Company.

Mr. Katsutoshi Yokoi, present at this General Shareholders' Meeting, accepts the appointment and states that he is not subject to any of the prohibitions or incompatibilities established under Article 213 of the Companies Act, in Act 3/2015 of 30 March, or any other.

Mr. Katsutoshi Yokoi will qualify as Proprietary Director.

This resolution has already received a favourable report by the Nomination and Compensation Committee.

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, 03 April 2019