

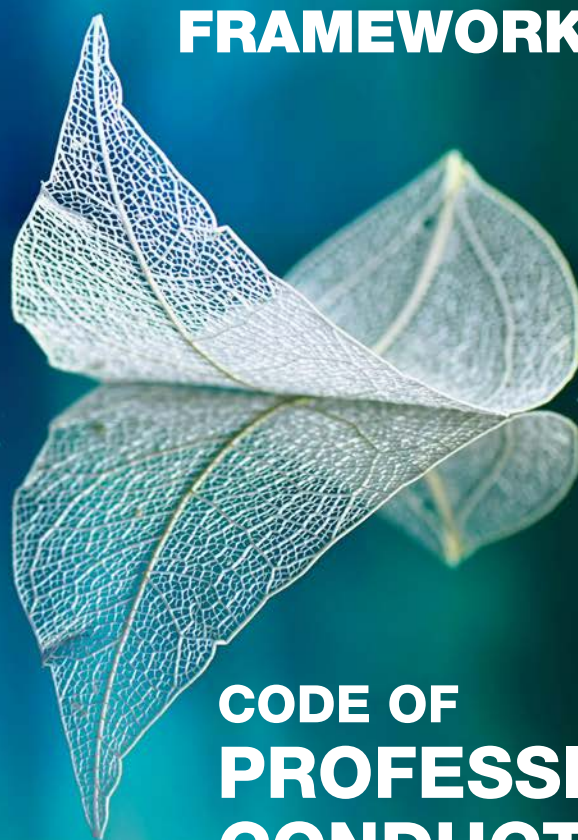
SECOND SEMESTER 2019

NEWS N.36

CIE AUTOMOTIVE

CONTINUED GLOBAL
DEPLOYMENT OF THE
**GROUP'S ETHICAL
AND STATUTORY
FRAMEWORK**

CIE AUTOMOTIVE
SIGNS ITS FIRST
**SUSTAINABLE
FINANCING
AGREEMENT**



**CODE OF
PROFESSIONAL
CONDUCT**



CIE Automotive

MANAGING HIGH VALUE ADDED PROCESSES



“THE QUALITY OF OUR PROJECT SHINES THROUGH IN TIMES OF UNCERTAINTY”



Dear friends,

The year is coming to an end, the festivities are fast approaching and it's time to take stock. For CIE Automotive, this particular stock is special as it coincides with a change in cycle.

The environment that we operate in - the one in which the whole automotive sector operates - is extremely complicated. The protectionist policies of the United States have had a significant impact on the sector. Economic and regulatory uncertainties concerning vehicles, especially in Europe and China, combined with changes in consumers' habits, have cast shadows on sales forecasts. The debate surrounding the propulsion system of the car of the future remains open and there is no clear idea regarding which model will be dominant or whether there will be a range of coexisting technologies. Development of the autonomous car is advancing but with more complications than forecast years ago. Carsharing initiatives are taking hold and, with them, there are glimpses of new urban mobility formats, but their viability remains unclear. In a nutshell, the sector is facing a complex situation with a lot of uncertainties regarding the future which is resulting in pessimistic business figures for the whole industry.

In this context, where downward revisions, correcting enforced plans and explaining to the market that the environmental conditions have made it impossible to meet expectations would be normal, CIE Automotive has achieved a record turnover and EBITDA figures and we are one year ahead in our 2016-2020 Strategic Plan, with which we had set ambitious targets.

Hence, we have continued to grow, even though the production of vehicles in the world has decreased. Our secret? We've said this many times: an efficient business model, prepared to navigate different market contexts and to stand up to changes. In one word: resilient.

Our success lies in our own identifying traits. Diversification in terms of geographies, technologies and clients has been useful for avoiding risks of dependency in a limited market. This diversification, combined with a decentralised management model, has given us the agility to be able to capitalise on favourable environments at precisely the right time and in the right places. The financial discipline that characterises us has allowed us to take advantage of the acquisition opportunities that arise in moments like these without jeopardising the company as a whole. And, moreover, these identifying traits help us to be prepared for what the future holds for the automotive sector.

I encourage all of the professionals at CIE Automotive to celebrate these achievements. They have been possible thanks to everybody's effort and commitment and we can all feel proud. This said, our celebration, far from being the culmination of our ambitions, is a new starting point leading us towards new goals. Because not settling is also part of our culture.

Happy New Year to everybody. I look forward to seeing you all with renewed strength for the new challenges that await us in 2020.

Jesús María Herrera

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CIE AUTOMOTIVE SIGNS ITS FIRST SUSTAINABLE FINANCING AGREEMENT

The company has closed a bilateral loan of 80 million euros with BBVA.

CIE Automotive has announced on July 18th 2019 the signature of its first sustainable financing agreement with a commercial bank, for which it has counted on the experience and advice of BBVA.

The Group has closed with the bank a sustainable bilateral loan for a total of 80 million euros, which will be used to partially finance CIE's investment plan.

The economic conditions of the loan are linked to the ESG (Environmental, Social and Governance) rating of the company. Vigeo Eiris has been the environmental consultant in charge of issuing the rating report.



Sustainable financing consolidates BBVA's bet for the fight against climate change, as well as reaffirms CIE Automotive's vision for the future, which includes as a priority to keep a balance between industrial activity and environment, minimizing the environmental impact of its activities.

In the words of Jesús María Herrera, Chief Executive Officer, "at CIE we have integrated corporate social responsibility into our management model, developing and promoting ethical and responsible behaviors along the value chain in order to meet the expectations of all our stakeholders. This loan is a new step towards that commitment and reinforces our firm bet to sustainability."



CIE Automotive seeks to
keep a balance between
industrial activity and
environment, minimizing
the environmental impact
of its activities.



INVESTOR RELATIONS

During this second half of the year, in line with what happened in the first half, CIE Automotive's share has once again been severely impacted by the very complicated situation of the worldwide automotive sector. Due precisely to this challenging context, a large part of the constituent companies of the Stoxx Europe Automobiles & Parts index have posted profit warnings throughout this second half.

The year to date picture as of the end of November is not good, with CIE Automotive's share having increased only 2% vs 17% of the Stoxx Europe Automobiles & Parts and 10% of the Ibex 35, despite the evolution of CIE Automotive's business being excellent.

We understand that the market continues with its non-discrimination approach across companies within the automotive sector and that it equally factors into the valuation of all companies the impact of the different uncertainties that weigh on the sector, such as trade war, Brexit, emission regulations, government elections, economic slowdown, etc.

But despite the fact that the financial market is not acknowledging CIE Automotive's excellent results, analysts that cover the share are doing so (15 analysts as of November 2019), and evidence of this is that all of them keep their buy (12) or hold (2) recommendation, with no sell recommendation, and with a recommendation under review (1). The average target price of the analysts stands at 28.9 euros per share (as of November 30, 2019), which implies a revaluation potential of more than 30% (based on CIE's closing price as of November 30).

During the whole year, CIE Automotive's Investor Relations Department has carried out an intense marketing activity, consisting of (i) a total of 21 roadshows and 15 conferences, (ii) a large number of meetings and conference calls with investors, and (iii) 11 site visits by investors to our plants.

CIE ACTIVELY PARTICIPATES IN EVENTS ON MERGERS AND ACQUISITIONS

Lorea Aristizabal, Head of Corporate Development at CIE Automotive, has participated, together with other sector experts, in various events on mergers and acquisitions:

- Round table of CapCorp: annual congress of Venture Capital and Mergers & Acquisitions (Private Equity and M&A). Each year, more than 300 corporate finance professionals meet at this congress. In the 2019 edition, the 20th anniversary of CapCorp, 14 discussion panels, a gala dinner and the delivery of CapCorp Impulsa awards have been celebrated.

- Event by Emmergia CDI Global, international network specialized in M&A process advice: this year the event has brought together professionals from the sector from more than 30 countries.

- Event by Oaklins, entity specialized in M&A advice: event focused on global investment strategies of Spanish companies, the event brought together renowned entities such as Applus, Portobello Capital, H.I.G., CIE Automotive, and MCH Private Equity among others.





CONTINUED GLOBAL DEPLOYMENT OF THE GROUP'S ETHICAL AND STATUTORY FRAMEWORK

The company has held several CSR Workshops to introduce the ethical commitments and regulatory requirements.

On last July and September there were held in Aurangabad Electricals Limited (in Aurangabad, India) and in CIE Golde (in Shanghai, China) several CSR Workshops to introduce the ethical commitments and regulatory requirements that both groups have to meet now that they are part of CIE Automotive.

The management teams of each company attended the CSR Workshops, hosted by members of the CIE Automotive Corporate Social Responsibility Committee (CSR) Cross-Group Committee.

These sessions are a follow up of the CSR Workshops that began in October 2017 in Europe and that have already been carried out in all the geographies in which the group operates. It should be noted that this year there have also been small reminders at Metalcastello Spa (in Castel di Casio, Italy), Schöneweiss & Co. GmbH (in Hagen, Germany), CIE Autometal Diadema for all Brazilian plants, as well as specific presentations for the sales team.

The content of the Workshops revolved around the management of the expectations and needs of CIE Automotive with respect to its stakeholders: shareholders, professionals, customers, business partners, suppliers, society, public authorities, the sector and the financiers.



In addition, the opportunity was taken to identify and know first-hand those environmental, social and good governance aspects (ESG criteria) that most concern the organization and how these are being managed today.

The workshops also served to remember the importance of:

- Being rigorous when reporting the non-financial information on the environment, human resources, supply chain and social action.
- Counting on the collaboration and support of the CSR Cross-Group Committee for any doubt in this matter in the organization. For this purpose, a corporate email is enabled: csr@cieautomotive.com.
- Making use of the corporate website and the Annual Report (<https://annualreport.cieautomotive.com/>) to be aware of everything that CIE Automotive has published in terms of non-financial information.

ETHICAL AND STATUTORY FRAMEWORK UPDATE:

We would like to inform you that on last October 30th, it was approved by the Board of Directors the updating of the statutory framework of the company (both ethical and regulatory) and as a result, certain corporate documents listed below that apply to all companies within the Group.



Ethical framework:

<https://www.cieautomotive.com/codigo-de-conducta>

- o Code of Conduct.
- o Ethical Channel Regulation.

Both documents are available in all the local languages of the countries in which CIE Automotive is located.

Corporate Social Responsibility Policies:

<https://www.cieautomotive.com/informes-y-politicas>

- o Corporate Social Responsibility Policy
- o Anti-Corruption and Fraud Policy
- o Social Action Policy
- o Human Rights Policy
- o Purchasing Policy

Corporate Governance Policies:

<https://www.cieautomotive.com/web/investors-website/politicas-corporativas>

- o Corporate Governance Policy
- o Control and Risk Management Policy
- o Internal Control Over Financial Reporting (ICFR) Policy
- o Corporate Tax Policy
- o Shareholder and Markets Reporting and Communications Policy

Criminal Risk Prevention Manual

<https://www.cieautomotive.com/web/investors-website/reglamento-interno-de-conducta>



CIE AUTOMOTIVE PARTICIPATES IN THE SECOND EDITION OF THE “TRAINING WITHOUT BORDERS” PROGRAMME

The programme offers training in both Basque Country and Mexico to young Mexican professionals.

The second edition of the “Training without Borders” programme (Ulysses programme) was launched again in May. This programme, promoted by the State of Guanajuato (Mexico), involves the participation of the Basque Government Department of Education, SPRI, Tknika – the applied research and innovative centre of the Basque Country vocational training system, and seven Basque companies with presence in Mexico, CIE Automotive among them.

The main aim of this initiative is to provide vocational and technical training to a group of young Mexicans, who will be embedded by the “ways of doing” and working culture characteristic of the Basque plants where they will spend part of their internship period. An additional goal, and not less important, is to develop enough confidence between these young people and the workers of the Basque plants, with whom they will collaborate for several months, in order to foster and benefit the communication between countries and workplaces.

This is the second year in which young Mexicans come to the Basque Country for training by participating in the mentioned programme. Eight young professional participated in this programme in 2018, and seven out of them are still working at our Mexican plants one year later.



CIE's participation in the programme has increased in 2019: eleven young Mexicans, three more than in 2018, have participated in the programme this year, which reflects CIE Automotive's commitment with talent training and retention, so as with the pursuit of the necessary coordination between diverse plants and locations. These eleven young professionals were trained at Pensa Celaya and CIE Celaya during the first part of the programme. After that, they underwent theoretical instruction at Lea Artibai vocational training center (Bizkaia). Once this phase had been completed, six out of the eleven Mexicans began the internship period at CIE traditional plants, like CIE Egaña, CIE Legazpi, CIE Inyectametal and CIE Alcasting. The other five's training period took place in Fagor, as there has been identified the necessity to train engineers in the maintenance of the presses this company provides.

These young professionals are now back in Mexico and will return to the workplace soon, having successfully developed their working skills and having built a network of professional relationships which, in future, will prompt the dialogue between the different countries.



CIE LEGAZPI GRANTS ITS THIRD “COMMUNITY AID”

Just as in 2017 and 2018, and with the aim to contribute to the community, CIE Legazpi has once again granted financial support to 2 local non-profit associations.

The chosen entities are “Asociación de Balonmano La Salle”, an organisation that has been promoting the sport of handball among young people in Legazpi since 1967 and “Hare Haizea”, an association from Legazpi that, for 16 years, has been organising activities to help the Saharan people and promote vegetable gardens in the Sahara Desert. The amount allocated was 2,000 euros for each collective.

As explained by the plant manager, Asier Andoni Balenciaga: “Internally, we discussed how to execute this contribution which resulted in these

THE “CAMINANDO HACIA EL FUTURO” PROJECT

On November 29th, we went to Puebla – Mexico to monitor and evaluate the progress of the project, together with Save the Children.

The project aims to provide young people in situations of risk or deprivation with skills and capabilities that increase their possibility of accessing good jobs and/or creating businesses and strengthening their future continuity and growth in the working world.

After a preliminary meeting at the Save the Children offices in Puebla, where we were updated on the progress of the project (team training, market diagnosis, agreements secured and the next steps to follow), we went to a CONALEP (National College of Professional Technical Education) where the mentioned training is being provided.

Agreements have been made with 4 of the 11 CONALEP system’s technical baccalaureates in the state of Puebla.

SOCIAL ACTION

subsidies supporting social, cultural and sports associations, in the order of priority mentioned...It’s not a managerial initiative, but one of the whole workforce”.

On his part, Gorka Hormaetxe, from the Human Resources department, explained the dynamics when selecting the recipients of the benefits: “We create a work team for this purpose made up of different departments and positions in the factory, - most of them residents of Legazpi, making their judgement extremely valuable. When the associations are nominated by workers at the factory this is highly valued, it’s a “plus” and, this year, the two associations chosen were proposed by workers, who we thank for their involvement in the process”.



As you know, CIE Automotive has 2 production facilities in Puebla: CIE NUGAR Puebla and CIE GOLDE Puebla.

A group of 958 young people (387 women and 571 men) is being trained and it is expected that at least 766 young people (80%) will complete the training. During the day, we were able to visit the facilities, see how they work in the different workshops/sections, attend one of the training sessions and exchange views with the teaching team, directors and authorities there.

At the company’s corporate website (www.cieautomotive.com) you can watch a short video-summary of the visit. We wish the project every success!

PARTICIPATION IN THE EITB GROUP CHARITY MARATHON

The EITB great charity marathon was held on December 10th.

The aim of the campaign was to raise funds for Childhood Cancer research.

The generosity and commitment shown by the Basque community are vital for the promotion of the research that is being carried out in this sphere. The information services and a wide range of programmes have



MARATONIA

provided reports on patients, relatives, doctors as well as different special initiatives on this matter.

The money raised by the EITB Marathon will be managed by the Basque Foundation BIOEF for Research and Innovation in Health.



AWARDS AND RECOGNITIONS

HONDA “EXCELLENCE IN COMPETITIVENESS AND LOCATION” AWARD RECEIVED BY CIE AUTOMETAL DIADEMA

Honda hosted its 21st Meeting of Suppliers, awarding the 25 best suppliers from 2018 in five categories in the automotive division. The ceremony was held at the Itirapina plant (SP) which opened in March, 2019. CIE Autometal Diadema was awarded for its Excellence in competitiveness and location. Congratulations to all of its workers!



NEXTEER “PERFECT QUALITY 2019” AWARD RECEIVED BY CIE UNITOOLS AND BILLFORGE INDIA

Nexteer acknowledged the Czech plant CIE Unitools and BillForge India by awarding them the “Perfect Quality 2019” award. Congratulations to the teams at both plants!



“GOLD SUPPLIER AWARD” RECEIVED BY CIE GAMEKO AND CIE RECYTEC

To celebrate the “Golden Supplier Award”, awarded to CIE Gameko and CIE Recytec by JLR, the Purchasing Manager at Jaguar Land Rover, Ian Harnett, visited the two plants in person to acknowledge the achievement of the workers and congratulate them on their good work. Congratulations to the whole team!



VOCENTO ACKNOWLEDGES CIE AUTOMOTIVE AT ITS 3RD “BUSINESS AWARDS”

In October, Vocento held the third edition of its Business Awards which praise the 15 award-winning companies for their “effort in their work, dedication to an idea and flexibility to adapt to different circumstances”.

CIE Automotive won the Results Award for its significant increase in profits. Lorea Aristizabal, Corporate Development director, highlighted the work of the 110 different teams at plants distributed all over the world and reminded us that these results are proof of the company’s “flexibility, dynamism and, above all, commitment of the entire workforce towards the CIE Automotive project”.





CIE AUTOMOTIVE, AMONG THE TOP 5 OF THE PRESTIGIOUS REPORTA 2019 RANKING

The report, launched for the first time in 2010, assesses the annual reporting of over 120 companies listed in the Spanish stock market.

The Reporta ranking evaluates the quality of the information that the companies that form part of the Madrid Stock Exchange general index (IGBM) disclose to their shareholders and stakeholders at the annual General Shareholders' Meeting.

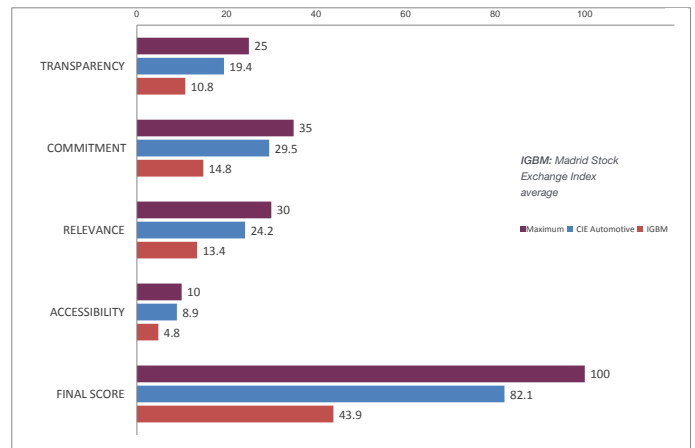
Using a total of 37 indicators, it evaluates (i) the economic-financial and operational transparency, (ii) the commitment to the environment, society, corporate governance and sustainable development, (iii) the relevance of the information released and (iv) the accessibility of said information.

It should be highlighted that the score received by CIE Automotive out of a total of 100 points is 82.1 in 2019, compared to the average score of 43.9 among all of the companies evaluated (123) in this tenth edition.

Over the years, CIE Automotive has been climbing in this ranking, from position 42 in 2015, 17 in 2016 and reaching fifth position in this 2019 ranking.



The comparison with the other evaluated companies' average is shown in the following chart:



RECOGNITION TO HEMANT LUTHRA

Mr. Hemant Luthra recently retired as the Chairman of Mahindra CIE (MCIE).

Hemant performed a key role in bringing together CIE Automotive and Mahindra&Mahindra to form this alliance. With the MCIE deal, CIE Automotive positioned and established as a multi technology auto component manufacturer in India.

Subsequently, Hemant worked closely with CIE on the integration of all the divisions under the new MCIE umbrella and to align them with the CIE Automotive approach and business model.

Hemant has participated in investor relations tasks and his outreach efforts through the media helped to recognize MCIE as a best in class listed company in India. He has also regularly engaged with several ministries of the Indian Government to spread the CIE Automotive brand throughout the country.



Hemant is member of the Board of several companies and serves as Senior Advisor to Mahindra&Mahindra and Tech M, companies with a market cap of US\$ 12 bn and US\$ 10 bn, respectively. He has served as an Advisor to Temasek, the Sovereign Wealth Fund of the Government of Singapore and is currently an advisor to Clayton Dubilier & Rice, a Global \$50 bn PE Fund. He graduated from the Indian Institute of Technology in Delhi (1970) and the Advanced Administration Program of the Harvard Business School (AMP115, 1994). He is also Administrator of Lina Luthra, a foundation created in memory of his late wife, and has served on the Administrative Council of Save the Children. He is an active advocate of SPIC MACAY, a society to preserve and promote respect for the traditional arts of India among the student community.



CODE OF PROFESSIONAL CONDUCT



1. Introduction

CIE Automotive, S.A. is an industrial group specialised in high value-added processes that operates in the automotive components sector (from now on “CIE Automotive, S.A.” or the “Group”, indistinctly).

The guiding values of the activities performed by CIE Automotive, S.A. are the following:

1. Internal and external client orientation and service-based approach.
2. Respect for people's fundamental rights, their capacity for initiative, creativity and innovation, participation and teamwork.
3. Ability to achieve objectives and added value.
4. Positive attitude to change and continuous improvement.
5. Responsibility and integrity of people in their commitment towards a job well done.
6. Respect for the environment, working to minimise any impact.
7. Transparency, publicly disclosing all the relevant data from our activities.

In addition to these basic values of the Group's performance, the Board of Directors of CIE Automotive, S.A. has considered appropriate to adopt specific rules of conduct that form our Code of Professional Conduct (from now on, the “Code of Conduct” or “Code”, indistinctly) This Code expresses the corporate values that should guide our behaviour as professionals within CIE Automotive, S.A., together with the general guidelines of conduct that must orient the group's decision-making actions.

2. Purpose of the Code of Conduct

The purpose of the Code of Conduct is to provide guidance and ethical principles to guide all directors, managers, employees and workers of all the companies making up the Group (“the people”), determining the values and commitments that must govern their work activities within the Group. In addition, this edition of the Code has been developed in order to assume the requirements demanded both by our stakeholders and society in general, to remain worthy recipients of their commitment and the trust they have placed in the Group.

Providing an effective response to these requirements is one of the keys to our reputation in the market. Each person in the organisation can exert their influence through the way they conduct their business and the relationships established with these collectives by the organisation. Therefore, it depends on all the people who are part of CIE Automotive, S.A. to consolidate that reputation by acting with transparency, objectivity, integrity, responsibility, honesty and respect.

The widespread observance of the Code will ensure that results are obtained in compliance with legal standards and in accordance with the ethical principles and values the Group wishes to transmit internally and externally, becoming standards of mandatory compliance for all those people who, directly or indirectly, act on behalf of and representing the Group.

3. Scope of application

This Code of Conduct will apply, without any exception, to all the people belonging to the Group. The knowledge and compliance of the rules of conduct stated in this Code are compulsory for everyone, and under no circumstances will ignorance of the law excuse compliance.

In addition, CIE Automotive, S.A. will encourage its commercial partners (joint ventures, suppliers, customers, contractors and business partners), to act in a way that is consistent with this code and to apply ethics programs that are consistent with its standards. The Group will take appropriate action if there is evidence that those partners have not complied with its policies or with their contractual obligations.

4. Conduct guidelines

4.1 Behaviour according to law and ethics.

CIE Automotive, S.A. publicly expresses its absolute rejection of any kind of unlawful and/or criminal practice, stating that such practices are completely prohibited, without exception or limits, within the organisation. To achieve this, it agrees to develop in-house rules and internal procedures that contribute to complying with applicable legislation.

All the people who are part of CIE Automotive, S.A. must:

- Perform their functions within the organisation in strict compliance with applicable legislation and avoiding any bad practice that is not ethically acceptable under strict criteria of honesty and moral integrity.
- Assume and abide by all policies, procedures and regulations of the Group in their respective areas of performance.
- Act in a clear and transparent manner, ensuring that none of their actions may be liable to be interpreted as deceitful.

In addition, the Group is committed to meeting the 2030 Agenda for Sustainable Development adopted by the United Nations in 2015 and has therefore incorporated the Sustainable Development Goals into its business strategy.

4.2 Respect for people and society.

People

- Work environment free from discrimination and harassment.

CIE Automotive, S.A. is committed to maintaining an environment free from any form of sexual or other harassment, whether it be harassment by one worker to another, or by a worker to a client or supplier, or vice versa, and is committed to ensuring that everyone is treated fairly and with dignity. Consequently any discriminatory practice on the basis of race, colour, sex, age, religion, ethnic or geographical origin, disability or any other illegitimate cause will not be tolerated. However, the differentiation of people based on their skills or professional qualities required for a job will not be considered as a case of discrimination.

- Respect for Human Rights.



CIE Automotive, S.A. in addition to complying with the applicable legislation in all the territories, in which it operates, is committed to respecting internationally recognised human rights, including the rights set forth in the International Bill of Human Rights and the principles relating to the rights established in the Declaration of the International Labour Organisation. In addition, CIE Automotive, S.A. complies with the 10 principles of the Global Compact.

- Work-life balance

The Group respects the personal and family life of people and promote conciliation policies that facilitate a better balance between their work responsibilities and their personal life.

- Equal Opportunities

It is one of the Group's basic principles to promote and provide equal opportunities in access to employment and career advancement, promoting a corporate culture based on merit.

Clients

The policy of CIE Automotive, S.A. is to offer, to our business clients, products and services of high quality, at adequate prices and in conformance with the established delivery date commitments

Therefore, all professional relationships established, must be based on the values of trust and mutual respect. In accordance with this principle, any actions and decisions must be implemented in accordance with the procedural requirements, applicable standards and objective criteria, always acting impartially and with integrity, avoiding the adoption of unjustified or arbitrary decisions that violate equal opportunities. This is all aimed at achieving the highest levels of quality and excellence in the rendering of the services and the long-term development of relations based on trust and mutual respect.

Contractual relations with clients must be conducted with transparency while giving sufficient, accurate, timely and appropriate information.

Company

- Donations and social projects

CIE Automotive, S.A., in its commitment towards the progress and well-being of the communities with which it is involved, actively contributes to their development through donations and projects of social and cultural content.

All donations must be specifically authorised and be reflected in the accounting records of the Group; making donations or financial contributions of any kind to organisations dedicated to, or in any way linked, to illicit activities is strictly prohibited.

- Respect for the environment.

The respect for and protection of the environment are fundamental

values that CIE Automotive, S.A. adheres to, at all times meeting the environmental legislation in each of the countries in which it is established, and agrees to conduct its activities so that any environmental impacts are minimised.

As a result of the above, all the people who are part of the Group must respect the environment, making rational use of natural resources, and putting all the control mechanisms at their disposal to minimise the environmental impact derived from the different processes of the industrial activities performed by CIE Automotive, S.A.

- Construction

At CIE Automotive, S.A. we are committed to sustainable planning. In this regard, we are committed to carrying out our construction works according to prevailing legislation.

For these reasons, we must all ensure that any construction works implemented conform to the regulations in force at local, municipal, provincial, regional or state level.

- Fight against smuggling

CIE Automotive, S.A. is firmly committed to respecting the laws and regulations in force concerning the import and export of products, encouraging everyone to adopt good practices and conduct.

Shareholders

The purpose of CIE Automotive, S.A. is the creation of continuous and sustained value for all shareholders and the reconciliation of the interests of all stakeholders.

CIE Automotive, S.A. agrees to provide appropriate information to all the shareholders, in a transparent, complete, truthful and accurate manner, and to establish dynamic tools to communicate with that group.

The actions of the people who are part of CIE Automotive, S.A. will be focused on the protection and maximisation of value of our shareholders' investments, achieving a reasonable return for those investments.

Sector

CIE Automotive, S.A. agrees to strictly comply with antitrust laws. The Group also agrees to achieve its business goals by ethical, legitimate and legally irreproachable means, and to apply a system of fair and equitable competition, while meeting the legal rules are applicable.

CIE Automotive, S.A. will not participate in conversations, agreements, pacts, projects or partnerships, with current or potential competitors in terms of prices, commercial terms, offers, allocation of markets or any other activity that restrict or may restrict free and open competition.



4.3 Health and Safety

CIE Automotive, S.A. expresses its firm commitment to complying with the regulations and its internal protocols established in health and safety matters, safeguarding the protection of any people who may be affected by the Group's activities.

In this sense, the Group strives to conduct its activities with high level of safety in the processes, facilities and services, with particular attention not only to the protection of people who form part of the group, but also to partners, contractors, Company suppliers, customers and the local environment. Furthermore, it implements the preventive measures laid down in the legislation of each country and assumes the commitment that all people employed to work at its facilities and work centre, should do so in the best health and safety conditions.

CIE Automotive, S.A. furnishes all people with the necessary resources and training so they can perform their functions safely and in a healthy



environment. For their part, all the people who render services at the centres of CIE Automotive, S.A. (either in-house or outsourced staff) are under the obligation to know and comply with the rules concerning health and safety in the workplace in order to prevent and minimise occupational risks.

Finally, the manufacture, consumption, purchase, sale, trafficking or possession of substances such as alcoholic beverages, narcotic substances, stimulants or other illicit drugs is prohibited at the Company's premises.

4.4 Relations with the Authorities and third parties

Public Authorities and regulatory bodies

The professional relationships established by CIE Automotive, S.A. with any public body, official, agency or their representatives, national and international, should be governed by the principles of institutional respect, transparency, integrity, collaboration and ethical compliance.

The Group fosters the utmost cooperation and diligence of all people in any inspections, information requests or procedures that may be considered necessary by the Public Authorities.

CIE Automotive, S.A. declares its political neutrality, and states that it does not finance, directly or indirectly, either in Spain or abroad, any political parties or their representatives or candidates. Anyone who wishes to participate in activities of a public or political nature must do so exclusively on their own account and outside office hours.

As a general rule, facilitation payments to public officials and authorities are prohibited. However, given that under certain jurisdictions facilitation payments may be considered lawful in nature, depending on the particular country of operation, the performance of such payments must first be consulted with the Corporate Social Responsibility Committee.

Prevention of fraud and corruption

CCIE Automotive, S.A. strictly prohibits any behaviour or practice of corruption, bribery and peddling of influence in connection with clients, suppliers, business partners and public officials or institutions, national or

international, including those related to money laundering.

Therefore, in their relations with third parties, people who are part of CIE Automotive, S.A. may not offer or accept gifts or gratuities that go beyond the merely symbolic or that could be interpreted as an attempt to unduly influence a commercial, professional or administrative relationship.

This prohibition does not extend to disbursements or gratuities that may be considered normal or usual in the market, up to reasonable amounts taking into account the nature, frequency and quantity. In any case, they must be authorised by the superior.

Likewise the delivery, directly or indirectly, of gifts, tokens of appreciation or benefits to public representatives in order for them to exert their influence in favour of CIE Automotive, S.A. is not permitted. Similarly, it is strictly prohibited to take advantage a personal relationship in order to improperly influence a public authority or official.

It is not only prohibited to offer, promise or give anything of value but also to ask for, accept or receive anything of value as consideration for performing or not performing any action for the benefit or advantage of any third party.

The scope of these offences also includes other behaviour such as:

- "Concealed" payments: when a third party who receives something of value that is in fact intended for a public official and the third party acts as go-between so that the thing of value is ultimately delivered to the public official.

- Payments to expedite procedures (facilitation payments): small payments that may be demanded by civil servants to expedite or ensure compliance with their normal functions. These payments are common in some countries, although generally they are strictly prohibited by CIE Automotive, S.A., and therefore this circumstance arises, the Corporate Social Responsibility Committee must be consulted before any such payments are made.

Any agreement with third parties that lead to an obligation of payment by a Group company must be recorded in writing, clearly stating the service provided, and must be approved by the appropriate person in accordance with the systems and procedures of that company.

Any payment by the Company should be made through a cheque for deposit only or bank transfer. Payments in cash or with a cheque to the bearer are expressly prohibited, along with payments without proof of receipt. The use of these last two payment methods must be minimised and reduced to insignificant amounts.

Any payment, direct or indirect, of commissions or any other form of remuneration in order to receive orders or obtain a commercial advantage is expressly prohibited. This does not include payments made to sales agents or representatives of CIE Automotive, S.A. as a result of the performance of their activities on behalf of the Group, provided they are within the law.

Gifts and personal gratuities

Under no circumstances may gifts be accepted in cash or in kind, in the form loans, individual benefits or actions by third-party individuals or legal persons related to the activities of CIE Automotive, S.A. that may cause a loss of independence and fairness in the relations with the group's different stakeholders.

The category of gift will be understood to include any items that confer an individual advantage such as non-institutional gifts, commissions or professional promises.

Conflicts of interest

Professional decisions and actions must be based on their benefits to CIE Automotive, S.A. and must not be motivated by personal considerations or relationships.

Conflicts of interest arise when the personal interests of people who are part of CIE Automotive, S.A., either directly or indirectly, are contrary to or



in conflict with the interests of the Group, they interfere with the fulfilment of their duties and professional responsibilities or personally involve them in any financial transaction or operation of the Group.

Accordingly, any person that considers that they are potentially in a situation of conflict of interests owing to their other activities outside the Group, family relationships, personal assets or any other reason, should immediately notify this fact to the Human Resources Department or the Compliance Department, so that they may analyse the existence or not of the conflict of interest and, in the event of such a conflict, the head of the unit can exclude the person from participating in the process where the conflict of interest exists.

In addition, those holding Executive Office and related persons (considered to include their spouses or persons with a similar personal relationship, the ascendants, descendants and siblings of employees and their spouses, the spouses of their ascendants and descendants and the companies controlled, directly or indirectly by the person employed or by an intermediary) who are linked by a working relationship with CIE Automotive, S.A. may not perform, on a self-employed or an employee basis, tasks, jobs or provide services for the benefit of companies in the sector or companies that develop activities likely to compete directly or indirectly with those of CIE Automotive, S.A.

Any person who is part of CIE Automotive S.A. who has a property relationship, direct or through kinship, with company suppliers, customers and/or competitors, must inform the Human Resources Department or the Compliance Department using the form in Appendix I.

Business partners

Strategic alliances allow CIE Automotive, S.A. to gain a better understanding and adaptation to local markets. Business partners are selected after performing the corresponding due diligence as part of an objective and impartial selection process.

People who are part of CIE Automotive, S.A. must comply with the internal regulations on the selection of business partners, helping them to understand the Group's expectations and act in accordance with applicable regulations, reporting any suspicion that a partner company may not be meeting the Group's standards or its contractual obligations and cooperating with all audits and investigations in which they may be involved.

Suppliers

Relationships with suppliers of CIE Automotive, S.A. are based on conditions of mutual respect and equal opportunities.

The selection processes for suppliers, contractors and associates of CIE Automotive, S.A. must be conducted with impartiality and objectivity. Accordingly, employees must apply criteria of quality and cost in these processes, avoiding any conflict of interest or favouritism in their selection. The Group will require its suppliers to sign the "Supplier Social Responsibility Commitment". Likewise, the Group will promote the performance of any audits that may be necessary to identify and correct deficiencies or weaknesses in the internal control systems of suppliers, contractors and business partners.



Funders

CIE Automotive, S.A. agrees to negotiate the best conditions according to the investment needs and market conditions, ensuring that the funding and economic resources obtained are proportional and appropriate for the nature of the projects envisaged and strictly complying with the conditions established in the financing agreements.

4.5 Transparency, integrity and confidentiality of information.

All the people who are part of CIE Automotive, S.A. must act clearly and transparently, ensuring the reliability and accuracy of the financial and non-financial reporting, both for internal use and that submitted to the market, providing accurate, comprehensive, understandable and timely information.

No person from CIE Automotive, S.A. will intentionally provide incorrect, inaccurate or imprecise information that may mislead the recipient and/or that may affect the Group's market value.

With this objective, a series of specific rules aimed at all people involved in the CIE Automotive, S.A. financial and non-financial reporting preparation process are described below:

- Act with honesty and diligence in the reporting preparation process.
- Ensure that all registered reporting is derived from transactions and operations actually performed and that the information was recorded at the appropriate time.
- Ensure that the reporting is recorded accurately, faithfully reflecting all of the transactions.
- Record and prepare the reporting in accordance with the applicable laws and regulations, including financial regulations when applicable, and under generally accepted accounting principles.
- Comply with the Group's policies and procedures and follow an effective internal control system.
- Update and maintain all skills that are necessary for the performance of the activities in the reporting preparation process.
- Correct or report for correction any error that may affect the reliability of the reporting.
- Inform, as appropriate, the Audit and Compliance Committee or the Corporate Social Responsibility Committee, both reporting to the Board of Directors of CIE Automotive, S.A. regarding any situation involving a breach of the rules contained in this policy.

Compliance with the rules described here does not exempt from compliance with the remaining guidelines contained in the Code of Conduct.

Individuals must make improper use of inside information, by using it for their own benefit or that of third parties. In particular, until it is publicly disseminated, any information about the financial results of CIE Automotive, S.A., its activities, plans, contacts, product presentations or planned operations is all considered to be privileged information belonging to the Group and is confidential.

Only authorised people may have contact with analysts and media. Any information that is disclosed to the media of a financial nature or of a nature that could influence the opinion of the recipients on the Company's value must be approved by an authorised person.

4.6 Tax obligations and use of public funds

CIE Automotive, S.A. assures the fulfilment of its tax and Social Security obligations, as applicable in accordance with the legislation in force (submission of tax returns, payment of taxes, registration of transactions subject to taxation, payment of Social Security contributions, etc.).

As a result, it is prohibited to unlawfully elude payments or obtain undue benefits, to the detriment of the Tax Authorities, on account of the Group; and likewise, to avoid the payment of Social security contributions and



joint collection taxes, to obtain undue refunds of such contributions or to benefit from improper deductions for any reason.

Furthermore, it is expressly prohibited to request, on behalf of CIE Automotive, S.A., any subsidies, rebates or aid from Public Administrations, using false information or conditions of any kind on behalf of CIE Automotive, S.A. If such an action is directly proposed by the official or public authority, it must be rejected and reported immediately to a higher authority.

CIE Automotive, S.A. must operate under a framework of transparency and truth, especially in the application, implementation and justification of subsidies, always providing information that is truthful and accurate, and monitoring the implementation of any subsidy granted. It is also prohibited to allocate a subsidy or public fund to any purpose other than for which it was awarded.

4.7 Use of resources and assets

All the people who are part of CIE Automotive, S.A. have a responsibility and commitment to protect the Group's assets against damage, loss, theft and misuse.

The assets that the Group makes available to the people who form part of it must not be used for personal or non-professional use and/or activities not directly related to the Group's interests.

- Disposal of assets

The people who are part of CIE Automotive, S.A. must ensure the integrity of the Group's assets in the performance of their duties, in order to preserve them and not prejudice potential creditors.

To this end they must protect and take care of the assets they are responsible for or have access to in the performance of their duties and will use them appropriately for the purpose for such assets were entrusted to them. In particular, it is prohibited to sell, transmit, transfer, conceal, etc. any property belonging to CIE Automotive, S.A., in order to evade the compliance of its responsibilities with regard to credit institutions.

- Use of electronic means

In particular, without prejudice to other rules and prohibitions contained in the specific usage instructions of each device, the people who are part of CIE Automotive, S.A. must make responsible use of the computer resources and means placed at their disposal, pursuant to criteria of safety and efficiency, excluding any computer use, action, or function that is unlawful, or contrary to the regulations or instructions of CIE Automotive, S.A.

Likewise, it is prohibited to install or use programs or applications whose

use is unlawful, that do not have the relevant license or that may damage, destroy, alter, disable or impair the systems of CIE Automotive, S.A. or of third-parties.

When in the performance of their duties people must access a third-party application or computer system they must abide by rules of use established for that purpose by that third party, and the unauthorised access to other computer systems is completely prohibited.

4.8 Protection of personal data

The people who are part of CIE Automotive, S.A. must maintain strict confidentiality as to the information obtained in the course of their professional duties, except with the consent of the interested party or when obliged to do so as result of a legal duty or judicial or administrative decision. This data must not be processed for purposes other than those legally or contractually provided under any circumstances.

Gathering, storing or using personal data or communicating it to third parties must be performed in a manner that is respectful with the person and in accordance with legal provisions.

The obligation of confidentiality will remain, even after people no longer provide services for or are linked to the Group. In particular, the Board of Directors of CIE Automotive, S.A. and its subsidiaries, must observe the duty of confidentiality intrinsic to their office while they carry out activities, functions and powers on behalf of, representing, on account of or in benefit of Group.

With regard to personal data, CIE Automotive, S.A. takes special care to ensure the right to privacy and the protection of the personal data entrusted to it by employees, clients, partners, suppliers, business partners, contractors, employees, institutions and the general public.

In this sense, all people are obliged to respect and comply with data protection regulations and to contribute actively to ensure that personal data cannot be accessed by third parties.

4.9 Intellectual and industrial property

All the people who are part of CIE Automotive, S.A. must respect and preserve the intellectual and industrial property rights both of the Company (either owned by the Group or licensed to it under any arrangement) and of third parties.

Consequently, it is prohibited to make copies of patents, registered industrial design and/or distinctive signs whose owner is a third party; as well as to reproduce, plagiarise, distribute or publicly communicate a literary, artistic or scientific work without the authorisation of the owners of the corresponding intellectual property rights.





5. Interpreting

Any questions that might arise from the interpretation of this Code of Conduct will be resolved by the Human Resources Department of the Company concerned.

For the appropriate exercise of the powers of oversight of the Corporate Social Responsibility Committee, the Human Resources Department, in coordination with the Compliance Department, will send an annual report to the Committee on the implementation of this Code of Conduct and any decisions taken regarding its interpretation. The Corporate Social Responsibility Committee may establish general interpretation criteria.

6. Non-compliance

No person who is part of CIE Automotive, S.A. is authorised to breach the guidelines and provisions of this Code of Conduct, even in response to the order of a higher authority. Failure to comply with the rules of this Code of Conduct will result in the application of sanctions in accordance with prevailing legislation.

The Corporate Social Responsibility Committee, reporting to the Board of Directors of CIE Automotive, S.A. is responsible for overseeing the proper implementation of the Code of Conduct.

7. P7. Management procedure for notifications and consultations on irregularities or breaches of the Code of Conduct

CIE Automotive, S.A. has established the management procedure for notifications and consultations on irregularities or breaches of the Code of Conduct in order to promote its compliance as well as the regulations that develop it.

CIE Automotive, S.A. makes it possible for all people who are part of the organisation and its stakeholders to submit doubts and notify irregularities or breaches against ethics or integrity or that infringe the guidelines established in the Code of Conduct, through the following channels in accordance with their respective rules:

- Electronic ethical channel: whistleblowerchannel@cieautomotive.com
- Mail addressed to the Compliance Department at the following address: Alameda Mazarredo 69, 8º. C.P. 48009 Bilbao (Bizkaia), Spain.
- Information and communication channel on the intranet and the corporate website.

All reports or queries may be made anonymously and must include a description of the report or query. The Compliance Department is tasked with processing reports and consultations and these will be studied and treated confidentially. The data of those involved will be managed pursuant to the applicable data protection laws of the country in question.

Reprisals against those who have made use, in good faith, of the established channels to inform possible of irregularities, will not be tolerated. The existence of the ethical channel is understood to be without prejudice to any other mechanisms that are appropriate to allow the communication of irregularities of potential significance.



CIE AUTOMOTIVE AROUND THE WORLD



NAFTA

USA

★ R&D
Plastic
Machining
Roof Systems

MEXICO

★ R&D
Aluminium
Forging
Stamping & Tube forming
Machining
Plastic
Roof Systems

SOUTH AMERICA

BRAZIL

★ R&D
Forging
Stamping & Tube forming
Machining
Aluminium
Plastic
Casting

CENTRAL EAST EUROPE

CZECH REP

Stamping & Tube forming
Machining
Plastic
Cold Forging

LITHUANIA

Forging

ROMANIA

Aluminium
Roof Systems

SLOVAKIA

★ R&D
Machining
Roof Systems

RUSSIA

Aluminium

AFRICA

MOROCCO

Plastic

WESTERN EUROPE

SPAIN

Headquarters
★ R&D
Aluminium
Forging
Stamping & Tube forming
Machining
Plastic
Roof Systems

ITALY

Machining

GERMANY

★ R&D
Forging
Roof Systems

PORTUGAL

★ R&D
Plastic

FRANCE

★ R&D
Machining
Roof Systems

ASIA & OCEANIA

CHINA

★ R&D
Forging
Stamping & Tube forming
Machining
Plastic
Roof Systems

INDIA

★ R&D
Aluminium
Forging
Stamping & Tube forming
Machining
Casting
Composites



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