

CIE AUTOMOTIVE, S.A.**Notice convening the 2022 Annual General Meeting**

By resolution of the Board of CIE Automotive, S.A. (the "**Company**"), the Company's Annual General Meeting is convened **for 12:30 on April 28, 2022** at first call and, if appropriate, on the next date at the same time at first call, at Palacio Euskalduna, Avenida Abandoibarra 4, Bilbao (Biscay), in order to discuss and decide on the following agenda:

1. Examine and approve, as applicable, the CIE Automotive, S.A. annual financial statements and management report, and of the annual financial statements and management report for its consolidated business group for 2021.
2. Approve Board management.
3. Approve the proposed distribution of profits for 2021.
4. Examine and approve the consolidated non-financing information statement on CIE Automotive S.A. and its subsidiaries for 2021.
5. Superseding the authorization granted by the General Meeting on May 5, 2021, for the Board to proceed with the acquisition of treasury shares, directly or via group companies, in accordance with sections 146 and 509 Companies Act [*Ley de Sociedades de Capital*]; share capital reduction to redeem treasury shares, delegating the necessary powers for execution to the Board.
6. Establish the maximum amount for the directors' remuneration for the current year.
7. Set the number of Board members at fourteen (14), and appoint Iñigo Barea Egaña as a proprietary director on the Board.
8. Ratify and appoint Suman Mishra as a member of the Company Board, as a proprietary director.
9. Ratify and appoint Elena Orbegozo Laborde as a member of the Company Board, as an independent director.
10. Ratify and appoint María Eugenia Girón Dávila as a member of the Company Board, as an independent director.

11. Appoint Javier Fernández Alonso as Board member, as proprietary director.
12. Extend the appointment of the Company's and the consolidated group's financial auditors for the financial year ended December 31, 2022.
13. Appoint the Company's and the consolidated group's financial auditors for the financial years ended December 31, 2023, December 31, 2024 and December 31, 2025.
14. Amend Articles 9 (*Remit of the General Meeting*), 12 (*Notice of the meeting*), 12bis (*Shareholder right to information*), 14 (*Right to attend*), 16ter (*Representation and voting by post, electronically or by other remote means*) 17 (*Place and time of holding the meeting. Deferral of meetings*) and 24 (*Director remuneration*) of the Bylaws.
15. Amend Articles 5 (*Remit of the General Meeting*), 5 bis (*Issuance of debentures or other securities*), 7 (*Notice of meeting*), 9 (*Right to information before the General Meeting*), 10 (*Right to attend*), 14 (*Representation and voting by post, email or other remote communication methods*) and 15 (*Location*) of the General Meeting Regulations.
16. Superseding the resolution passed by the General Meeting on April 29, 2020, to authorization to the Board, with express powers of substitution, to increase the share capital in accordance with the terms and with the limits of section 297.1.b) Companies Act, also giving it the authority to disapply the preemption right, up to 20% of the share capital on the date of authorization, in accordance with section 506 Companies Act.
17. Superseding the resolution passed by the General Meeting on May 8, 2019, authorizing the Board, with express powers of substitution, to issue debentures convertible into new shares in the Company, and warrants. Setting the criteria to determine the terms and types of conversion and the authorizing the Board to increase share capital as necessary, and to disapply the preemption right (as of the date that the shares are admitted to trading), although this last authorization is limited to 20% of share capital on the date of authorization.
18. Submit the Annual Director Remuneration Report for CIE Automotive S.A. to the General Meeting on an advisory basis.
19. Delegate powers to implement the resolutions above.

20. Approve the meeting minutes.

Right to include items on the agenda. In accordance with section 519 Companies Act, shareholders representing at least three per cent (3%) of share capital may ask for an addendum to be added to the notice convening the General Meeting including one or more items on the agenda.

This right must be exercised through formal notification given to the Secretary of the Board, which must be received at the registered office within five (5) days of publishing the notice convening the meeting, which will include (a) a request to publish an addendum to this notice of meeting, including one or more items on the agenda, so long as the new points are justified or, if appropriate, of a justified proposed resolution; and (b) reasoned proposals according to the business already included or to be included on the agenda.

The notification will indicate the name or company name of the requesting shareholder or shareholders, and will be accompanied by the appropriate documentation (copy of the attendance card or certificate of legitimacy) proving their status as a shareholder, in order to cross-check this information against that provided Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear).

The addendum to the notice of meeting will be published at least fifteen (15) days before the date scheduled for the General Meeting at first call.

Right to attend. Holders of shares registered in the company book at least five (5) days in advance of the General Meeting being held may attend.

Digital attendance. As well as physical attendance, shareholder may exercise their right to attend digitally as follows:

- (a) *Identification and registration in advance:* to guarantee that attendees are correctly identified and their rights are exercised, and that the meeting can be properly conducted and interactive, the shareholders who wish to use remote attendance methods must register in advance in the dedicated space for the 2022 General Meeting ("Digital Attendance") on the corporate website, between 12:00 (CEST) on April 19, 2022 and 12:00 (CEST) on April 27, 2022. No registration will be permitted for digital attendance before that time.

Advance registration can be carried out by: (i) Digital identification document or (ii) recognized or advance electronic signature based on a recognized and valid

electronic certificate issued by the *Entidad Pública de Certificación Española (CERES)*, which belongs to the *Fábrica Nacional de Moneda y Timbre*, or equivalent The Company may offer additional means of identification that duly identify the shareholder's identity. Proxies will be subject to the rules set out below.

Once the shareholder has pre-registered using the means and by the deadline established, they may attend and vote in the General Meeting digitally by connecting to the digital attendance platform on the day the meeting is held.

If proxies are granted for attendance digitally, these must be granted before the General Meeting is held. In addition, the proxy must be documented by email to ir@cieautomotive.com before 12:00 on April 27, 2022 to enable the appointed proxy access.

- (b) *Connection and attendance*: in order to properly manage digital attendance systems, the shareholder (or representative) that has pre-registered to attend the General meeting of shareholders digitally in accordance with paragraph (a) must connect to the Company's corporate website (www.cieautomotive.com) between 11:15 and 12:15 (CEST) on April 28, 2022 (if the General Meeting is held at first call, as planned) or on April 29, 2022 (although the General Meeting is not expected to be held at second call), and identify themselves as instructed.

Although the General Meeting is expected to be held at first call, if on April 28, 2022 the meeting is not quorate, the Company will record this on the special space for the "2022 General Meeting" on the corporate website, confirming that the meeting will be held at second call.

Exercise by shareholders and representative of their rights to speak, receive information, make proposals and vote digitally. In accordance with the Companies Act, remarks and motions or requests for information and clarification that, under the Act, are intended by the remote attendees, must be sent to the Company in writing and in the form and according to the terms and conditions established on the company website between 09:00 and 12:00 (CEST) on April 28, 2022 or, if appropriate, on April 29, 2022, depending on whether the General Meeting is held at first or second call. The remote attendee who wishes their remarks to be recorded in the meeting Minutes must state this explicitly.

Requests for information or clarification made by attendee will be answered during the course of the meeting or in writing within seven (7) days of the meeting being held, in accordance with the Companies Act.

Although it is unlikely, if the General Meeting is held at second call, remote attendees who connected at first call must re-connect in order to attend the General Meeting digitally at second call. Likewise, remote attendees who connected at first call and submitted remarks and motions or requests for information or clarification must send these again, as indicated, on the day the meeting is held, else they will not be considered.

Votes on proposals relating to items of the agenda may be cast as soon as the shareholder (or the proxy) connects as an attendee, and until the Chair or, in their absence, the Secretary of the General Meeting announces that the voting period for proposals has ended. In terms of proposed resolutions on items that, by law, do not need to be included on the agenda, remote attendees may cast their votes as soon as the proposals are read out for voting. Voting on proposed resolution will follow the procedure set out in the Bylaws and the General Meeting Regulations.

Shareholders or proxies attending the General Meeting remotely may state they reservations they consider fit on the quorum of the General Meeting.

The shareholder's electronic attendance will be equivalent to their physical attendance at the General Meeting.

Remote attendance by the shareholder or their proxy will annul any vote or delegations made in advance through any other procedure that the Company has established.

Right to information. Shareholders are entitled to examine the following documents at the registered office located at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Biscay), or through the Company website (<http://www.cieautomotive.com/web/investors-website>), and may obtain a copy of them free of charge:

1. Full text of the proposed resolutions corresponding to items on the agenda, submitted by the Board, together with the Board reports (and, if appropriate, of the Appointments and Remuneration Committee) for items five and seven, eight, nine, ten, eleven, fourteen, fifteen, sixteen and seventeen of the agenda.
2. Full text of the annual financial statements (balance sheet, income statement, notes to the financial statements, statement of changes in equity and cash flow statement) and management report for the Company and its consolidated report for 2021, and the respective auditor reports.

3. Status of the consolidated non-financing information statement on CIE Automotive S.A. and its subsidiaries for 2021.
4. Annual Corporate Governance Report for 2021.
5. Annual Remuneration Report for 2021.
6. Annual report on the activities of the Audit and Compliance Committee.
7. Report by the Audit and Compliance Committee on the independence of auditors in accordance with article 529 *quaterdecies* Companies Act.
8. Annual report on the activities of the Appointments and Remuneration Committee.
9. Annual report on the activities of the ASG Committee.
10. Regulations of the Shareholders Digital Forum.
11. Attendance, delegation and voting card.

In accordance with Article 12 *bis* of the Bylaws and Article 9 General Meeting Regulations, and without prejudice to the ways to take part digitally in the meeting, between the publication of this notice convening the General Meeting and the fifth (5th) days before the date for which it is scheduled at first call, shareholders may request in writing the reports or clarification they require, or submit in writing questions they consider pertinent on the items of the agenda.

Likewise, in the same defined period and form, shareholders may ask for reports or clarifications, or may submit questions in writing about publicly available information that the Company has provided to the Spanish Securities and Exchange Commission since the last General Meeting was held on May 5, 2021, and about the auditor's report Account.

The information requests will indicate the full name of the requesting shareholder, with proof of their shareholding, and will be accompanied by the appropriate document (copy of the attendance card or certificate of legitimacy) proving their status as a shareholder, in order to cross-check this information against that provided Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). These information requests, sent to the Shareholder Relations Office (General Secretariat), may be made by sending a request to the registered office at its postal address of Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Biscay), stating

the number of shares held, the securities account in which they are deposited and the other details stated on the Company's website, in order to cross-check this information with that held by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The Company website details how to exercise the shareholder information right.

Special information instruments. In accordance with section 539 Companies Act, the Company has provided a website (<http://www.cieautomotive.com/web/investors-website>) to comply with shareholders' right to information and to circulate the relevant information requirement by capital markets regulations.

Shareholders Digital Forum. The Company website will provide a Shareholders Digital Forum, which will be offered with the due guarantees for individual shareholders and voluntary associations that may be formed in accordance with section 539.2 Companies Act, in order to facilitate communication before the General Meeting, all in accordance with the aforementioned section 539 Companies Act.

Right of representation. In accordance with Article 16 of the Bylaws and Article 12 General Meeting Regulations, all shareholders entitled to attend may be represented at the General Meeting by another person, who may or may not be a shareholder. Such a proxy must be granted in writing and individually for each General Meeting. All shareholders may exercise their right to a proxy through either (a) the card produced by the entity or entities that maintain the book entries register, or (b) a proxy card, a template of which is posted on the Company's website (<http://www.cieautomotive.com/web/investors-website>) as soon as the General Meeting is convened. Proxy representation must be completed and signed by the shareholder by signing the corresponding attendance and proxy card. The proxy must be accepted by the representative shareholder, otherwise it cannot be exercised. The representative must also sign the attendance and proxy card. The shareholder who is made proxy must exercise this right personally at the General Meeting, submitting the attendance and proxy card to the registration desk at the shareholders' entrance, in the place and on the day indicated for the General Meeting and up to one hour before the time for which the meeting is scheduled. If the proxy is attending remotely, as indicated in the section "Remote Attendance", they must provide proof of their proxy in advance by emailing ir@cieautomotive.com before 12:00 on April 12, 2022, to enable access for the appointed proxy. Likewise, attendance and proxy cards may be submitted in the days before the meeting to the registered office, Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Biscay). In accordance with the Bylaws, the General Meeting Regulations and Board Regulations, the Chair and the Secretary of the General

Meeting will have the broadest powers granted by law to allow proof of proxy documents to be valid.

Proxy by mail. In accordance with Article 14 General Meeting Regulations, shareholders may issue proxies by mail. Duly completed and signed attendance and proxy cards may be sent to CIE Automotive, S.A. at its postal address of Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Biscay) or email to ir@cieautomotive.com. The shareholder granting a proxy by mail must indicate their full name and provide proof of their shareholder, in order to cross-check that information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The proxy document must be signed by the shareholder, and their signature must be authenticated by a notary. In cases of voluntary representation, the powers of the signatory representative acting on behalf of the shareholder must be proven by submitting a non-certified copy of the notarial power of attorney. The shareholder who grants a proxy by mail must inform the shareholder appointed as proxy of such. Proxies granted by mail must be accepted by the proxy. The proxy must sign the attendance and proxy card, keeping a copy for presentation to the registration desk at the shareholders' entrance, in the place and on the date scheduled for the General Meeting. As such, the shareholder to whom the proxy is granted by post must exercise it by physically attending the General Meeting. Proxies granted by post may be annulled should the shareholder revoke it, through the same means as those used to grant the proxy, within the period established to grant it or by the shareholder personally attending the General Meeting. The shareholder who grants a proxy by mail and does not make any mark in the boxes for voting instructions on items of the agenda will have their votes cast in favor of the proposals made by the Board.

Voting by mail. In accordance with Article 14 General Meeting Regulations, shareholders may exercise their voting rights by mail. To cast a vote by mail, the shareholder must complete and sign the attendance, proxy and voting card issued by the entity or entities that maintain the book entries register, stating whether they vote for, against, abstain or submit a spoiled ballot, marking the corresponding box with an X.

The completed and signed card may be sent to CIE Automotive at its postal address of Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Biscay) or email to ir@cieautomotive.com. The shareholder who casts their vote by mail and does not make any mark in the boxes to vote on items of the agenda will have their votes cast in favor of the proposals made by the Board.

Votes cast by mail will be annulled if subsequently revoked by the shareholder in the same way used to cast the vote, within the period established, or by the shareholder's physical attendance at the General Meeting or the attendance of their proxy.

Votes cast by mail must be received by the Company before 23:59 on the day before the day scheduled for the General Meeting at first call, i.e. before 23:59 on April 27, 2022. Otherwise, the vote will be considered not cast. After that deadline, only votes physically cast at the General Meeting by the shareholder or their valid proxy will be admitted. The shareholder who casts their vote remotely by post will be considered present for the purposes of quorum at the General Meeting.

Delegation and voting in the case of an addendum to the notice. If, as a result of exercising the right to include new items on the agenda held by shareholders representing at least three per cent (3%) of share capital, an addendum is published to this notice, shareholders who granted a proxy or cast their vote before the addendum was published, may:

- (a) Grant a new proxy with the corresponding voting instructions or cast their vote again for all items on the agenda (including the initial items and the new items included by the addendum), in which case they will be considered revoked and the prior proxy or vote cast will be null; or
- (b) Complete the corresponding voting instruments for the initially appointed proxy (in which case no other proxy may be granted) only with respect to the new items on the agenda added by the addendum, all in accordance with the procedures and methods mentioned in the above paragraphs, and through the same methods used to originally grant the proxy or vote cast.

If the shareholder has cast their vote remotely before the addendum was published and does not act in either of the ways indicated in paragraphs (a) and (b) above, they will be considered to have abstained on those items.

Data protection. The personal data that the shareholders send the Company to exercise their rights of attendance, delegation and voting in the General Meeting or that are provided by credit institutions and securities companies and agencies in which those shareholders have their shares, through the entity legally authorized to manage book entries (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear)) will be managed for the purpose of managing the development, performance and oversight of the existing shareholding relationship.

Likewise, shareholders are informed that data protection regulations are available here: <http://www.cieautomotive.com/politica-de-privacidad-y-cookies>. That information will be included in a computerized file owned by the Company and the shareholders may exercise their right of access, rectification, objection, erasure, restriction and portability, in accordance with data protection regulations in force, by writing to the Company at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Biscay).

Other matters: The Company will resend the General Meeting through its corporate website www.cieautomotive.com. By attending the General Meeting, attendees consent to the recording and dissemination of their image.

The Company may adapt the methods of allowing remote attendance at the General Meeting for shareholders not resident in Spain, qualified investors and similar, all with the due safeguards.

It is the sole responsibility of the shareholder (or their representative) to keep passwords or identification methods needed to access and use the remote attendance service. Should this be a legal entity, it must inform of any change or revocation of the powers of their proxy, and the Company therefore rejects and responsibility until such notification occurs.

The Company reserves the right to change the digital attendance mechanisms when required for technical or security reasons. The Company will not be responsible for any harm occasioned to the shareholder as a result of breakdowns, surges, falling lines, failed connections or any other similar eventuality beyond the Company's control that prevents them from using remote attendance methods.

Although this announcement provides for the General Meeting to be held at first and second call, the Board informs shareholders that, in order to avoid unnecessary inconvenience, it is expected that the meeting will be held at first call with the quorum required by the Companies Act, the Bylaws and the General Meeting Regulations, and is therefore expected to be held on April 28, 2022, at 12:30.

Bilbao, March 22, 2022. Approved by the Board, the Secretary. Jose Ramon Bercibar Mutiozabal.