



CIE AUTOMOTIVE, S.A.

CALL OF ORDINARY GENERAL MEETING

Thursday, April 28, 2022.

PROXY VOTE

Representation right. In accordance with Article 16 of the Bylaws and Article 12 of the General Shareholders' Meeting Regulations, any shareholder who has the right to attend may be represented at the General Shareholders' Meeting by another person, even if not a shareholder, granting a special proxy in writing for the General Shareholders' Meeting. The proxy to attend the General Shareholders' Meeting may be granted by using, where appropriate, the following text: *"I confer my proxy for this General Shareholders' Meeting to the shareholder or, in the absence of an express appointment, to the Chair of the Company's Board of Directors, who will vote in favor of the proposals included in the Agenda and any others that may be validly presented, in the manner proposed by the Board of Directors, unless other voting instructions are indicated in the following table. In the event that there is a conflict of interest affecting the representative with respect to voting on any of the points that are submitted to the General Shareholders' Meeting, I authorize the representative to designate another shareholder to exercise the proxy."* The appointment of a proxy must be completed and the shareholder must sign the relevant 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 card. The shareholder to whom the proxy is conferred must exercise it by personally attending the General Shareholders' Meeting, delivering the attendance and proxy cards at the shareholders' entry registration desks, at the place and on the date the meeting is to be held starting one hour before the time the meeting is scheduled to begin. In the event of the representative attending the meeting digitally, as indicated in the "Digital Attendance" section of the notice convening the meeting, the proxy authority must previously be demonstrated by sending an email to ir@cieautomotive.com before 12:00 p.m. on April 27, 2022 to enable access by the designated representative. Similarly, attendance and proxy cards may be delivered during the days prior to the Meeting at the registered office, Alameda Mazarredo, 69, 8º, 48009 Bilbao (Bizkaia). Under the terms of the bylaws and the Board of Directors Regulations, the Chair and the Secretary of the General Meeting



will enjoy the broadest powers allowed by law to admit the validity of the document accrediting the proxy.

Mail-in proxy. In accordance with Article 14 of the General Shareholders' Meeting Regulations, shareholders may grant their proxy by mail. Duly completed and signed attendance and proxy cards may be sent by postal mail to "CIE Automotive, S.A.", Alameda Mazarredo, 69 - 8º, 48009 Bilbao (Bizkaia) or by email to ir@cieautomotive.com. Shareholders that send a mail-in proxy must indicate their full name and state the number of shares owned, so that this information can be compared against 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 the signature must be authenticated by a notary public. In cases of legal representation, the powers held by the signing legal representative on behalf of the shareholder must be demonstrated by delivering a certified copy of the power-of-attorney granting that authority.

Any shareholder that grants a mail-in proxy must notify the shareholder designated as the proxy that the authority has been granted. Any proxy authority conferred by mail must be accepted by the designated representative or it cannot be exercised. The designated representative must also sign the attendance and proxy card. The shareholder to whom the proxy is conferred must exercise it by personally attending the General Shareholders' Meeting, delivering the attendance and proxy cards at the shareholders' entry registration desks, at the place and on the date the meeting is to be held starting one hour before the time the meeting is scheduled to begin. In the event of the representative attending the meeting digitally, as indicated in the "Digital Attendance" section of the notice convening the meeting, the proxy authority must previously be demonstrated by sending an email to ir@cieautomotive.com before 12:00 p.m. on April 27, 2022 to enable access by the designated representative. Similarly, attendance and proxy cards may be delivered during the days prior to the General Shareholders' Meeting to the registered office located at Alameda Mazarredo, 69, 8º, 48009 Bilbao (Bizkaia).

A mail-in proxy may be rendered null and void by the express revocation of proxy by the shareholder concerned using the same means utilized to grant the proxy, within the deadline established for granting the proxy, or by the shareholder personally attending the General Shareholders' Meeting. A shareholder that grants a mail-in proxy but does not mark any or none of the boxes intended to indicate voting instructions for the items on the Agenda will be understood to want to vote in favor of the respective proposals issued by the Board of Directors.

Vote by mail. In accordance with Article 14 of the General Shareholders' Meeting Regulations, shareholders may exercise their right to vote by mail. In order to cast a vote by mail, a shareholder must complete and sign the attendance, proxy and voting card issued by the entity or entities in charge of keeping the book-entry register, in which they shall state their intended vote – in favor or against – abstention or a blank vote, marking the relevant box with an X. The completed and signed card may be sent to "CIE Automotive, Sociedad Anónima" by postal mail addressed to Alameda Mazarredo, 69, 8º, 48009 Bilbao (Bizkaia) or electronically to ir@cieautomotive.com. A shareholder casting a vote by mail who does not make a mark in any or none of the boxes intended to indicate a vote regarding the items on the Agenda will be understood to want to vote in favor of the respective proposals presented by the Board of Directors. A vote cast by mail will not cease to be effective if subsequently and expressly revoked by the shareholder using the same means utilized to grant the proxy and within the established deadline, or by the personal attendance at the General Shareholders' Meeting of the shareholder that cast the vote by mail, or if the representative attends the meeting.

Votes cast by mail must be received by the Company before 11:59 p.m. on the day prior to the date the General Shareholders' Meeting will take place on first call, i.e. before 23:59 on April 27, 2022. Otherwise, the vote will be understood to not have been cast. After that deadline, only votes cast in person at the General Shareholders' Meeting by the shareholder or by a shareholder validly representing another shareholder will be accepted. A shareholder who casts a vote remotely by mail will be considered to be present for the purposes of the calling of the General Shareholders' Meeting to order.

Proxy and vote in the event of a supplement to the call. If a supplemental call is published as a result of the exercising of the right of shareholders to include new items on the Agenda when they represent at least three percent (3%) of share capital, shareholders that have issued a proxy or who have cast their vote before the publication of such a supplemental call may:

- (a) grant another proxy with the corresponding voting instructions, or cast another vote regarding all of the points on the Agenda (including both the initial points and the new points included through the supplement), in which case the proxy granted or the vote cast previously will be understood to be revoked and the proxy granted or vote previously cast will be null and void; or
- (b) complete the corresponding voting instructions to the initially designated proxy (who must be the same party and no other may be designated) only with respect to the new items on the Agenda included by means of the



supplement, in accordance with the procedures and methods mentioned in the previous sections, and using the same means utilized for the originally granted proxy or the original vote cast.

In the event that the shareholder cast the remote vote before the publication of the supplement and did not carry out any of the actions indicated under sections (a) and (b) above, it will be understood that the shareholder abstains with respect to the new points.