

MAIL-IN PROXY CARD FOR THE 2022 GENERAL MEETING OF CIE AUTOMOTIVE, S.A.

Main-in proxy card for the Ordinary General Shareholders' Meeting of CIE Automotive, S.A. (the "**Company**"), to be held at 12:30 p.m. on April 28, 2022 on first call and, if applicable, on the following day at the same time on second call, in Bilbao (Bizkaia), Palacio Euskalduna Jauregia - Avenida Abandoibarra, 4 (**it is expected to be held on first call**).

Shareholder identification

Name or business name	Tax Identification Number	Number of shares owned	Entity at which they are deposited

The shareholder confers his/her vote at this Meeting to (*please indicate one of the two options*):

- Board of Directors (*with the understanding that in this case the proxy is granted to the Chair of the Board of Directors*)
- To _____ the _____ shareholder _____ Mr./Ms. _____ Mr./Ms. _____ holding tax identification number _____.

If the designated representative is a Director of the Company, he or she may have a conflict of interest with respect to the proposed resolutions presented outside the Agenda when they refer to his/her removal from the position of Director or in the case where liability is demanded, and the proxy is authorized to designate a further proxy to another shareholder.

With the following precise voting instructions:

- 1) With respect to the resolutions proposed by the Board of Directors regarding the matters included in the Agenda, I confer representation authority to the person mentioned above to vote **in favor** of the aforementioned proposals, with any exceptions that may be indicated below:

Agenda item	In favor	Against	Abstention	Blank
One				
Two				
Three				
Four				
Five				

Agenda item	In favor	Against	Abstention	Blank
Six				
Seven				
Eight				
Nine				
Ten				
Eleven				
Twelve				
Thirteen				
Fourteen				
Fifteen				
Sixteen				
Seventeen				
Eighteen				
Nineteen				
Twenty				

- 2) I also grant a proxy to the aforementioned person to **abstain** from voting, with respect to the resolutions included as supplements to the call in accordance with Article 519 of the Spanish Companies Act and for which there is no proposal from the Board of Directors, with any exceptions that may be indicated below:

- 3) I also grant a proxy to the aforementioned person to **abstain** from voting, with respect to the proposed resolutions not included in the Agenda, the removal of Directors and demands for the liability of Directors, even if in a conflict-of-interest situation, with the following safeguards, if any:

Signature of the attendee or representative	Signature of the represented person
In _____, on _____, 2022 <div style="text-align: center;">Mr./Ms.</div> _____ _____ <div style="text-align: center;">TIN</div> _____	In _____, on _____, 2022 <div style="text-align: center;">Mr./Ms.</div> _____ _____ <div style="text-align: center;">TIN</div> _____

RULES AND INSTRUCTIONS REGARDING MAIL-IN PROXIES

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.

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.