

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

Mail-in voting card for the Ordinary General Shareholders' Meeting of CIE Automotive, SA (the "**Company**"), to be held at 12:30 p.m. on April 28, 2022 on first call and, if applicable, 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

Digital voting

Mark the corresponding box with an X, in accordance with your vote or abstention.

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

Signature of the shareholder voting remotely
In _____, on _____, 2022
Mr./Ms.

TIN _____

RULES AND INSTRUCTIONS REGARDING MAIL-IN VOTES

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, S.A." 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 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.

A vote cast by mail must be received by the Company before 11:59 p.m. the day prior to the date the General Meeting is to be held on first call, i.e. before 11:59 p.m. 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.

If a supplemental call is published as a result of shareholders representing at least three percent (3%) of share capital exercise their right to include new points on the Agenda, shareholders that have designated proxies or who have cast their vote before the publication of that 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.

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.