



**CIE** Automotive

Regulations of the ESG Committee  
of CIE Automotive, S.A.'s  
Board of Directors

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## **Contents**

|  |          |
|--|----------|
| <b>Chapter I. Nature</b> .....                         | <b>3</b> |
| Article 1. Nature .....                                | 3        |
| <b>Chapter II. Composition</b> .....                   | <b>3</b> |
| Article 2. Composition .....                           | 3        |
| <b>Chapter III. Functions and scope</b> .....          | <b>3</b> |
| Article 3. Functions .....                             | 3        |
| Article 4. Scope .....                                 | 4        |
| <b>Chapter IV. Operating rules</b> .....               | <b>5</b> |
| Article 5. Meetings .....                              | 5        |
| Article 6. Call .....                                  | 5        |
| Article 7. Constitution .....                          | 5        |
| Article 8. Resolutions .....                           | 5        |
| <b>Chapter V. Powers of the Committee</b> .....        | <b>6</b> |
| Article 9. Powers .....                                | 6        |
| <b>Chapter VI. Compliance and interpretation</b> ..... | <b>6</b> |
| Article 10. Compliance and dissemination.....          | 6        |
| Article 11. Interpretation .....                       | 6        |

## **Chapter I. Nature**

### **Article 1. Nature**

1. The ESG<sup>1</sup> Committee (the 'Committee'), constituted in accordance with current legislation and the Articles of Association, is a body with reporting and proposal functions to CIE Automotive, S.A.'s Board of Directors, which will be governed by the Articles of Association and the rules contained in these Regulations.
2. These Regulations may be amended by Board resolution, either by its own initiative or at the proposal of the Committee.

## **Chapter II. Composition**

### **Article 2. Composition**

1. The Committee will be comprised a minimum of three members and a maximum of five, who will be appointed by the Company's Board of Directors.

The members of the Corporate Social Responsibility Committee may be executive, non-executive, proprietary or external directors.

2. The Committee members will be appointed for a term of four years, without prejudice to their possible re-election. The renewal, re-election and removal of members will correspond to the Board of Directors, in accordance with the law and the Company's Articles of Association.
3. The Board of Directors will appoint a Chairman from among its members.

Likewise, the ESG Committee will appoint the person who will perform the duties of Secretary of the Committee, who does not need to be a director and who, in any case, must meet the obligations imposed on directors under these Regulations, which, by their nature, are applicable to the Secretary.

## **Chapter III. Functions and scope**

### **Article 3. Functions**

The Committee is constituted as an internal body of an informational and advisory nature without executive duties, with powers of information, consultancy and proposal within the scope of its operations.

For this purpose, the Committee will have the following responsibilities:

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<sup>1</sup>ESG: Environmental, Social and Governance.

- a) Promote the existence of a Code of Conduct in the Company, propose its adoption to the Board of Directors, along with subsequent amendments, and adopt the necessary measures to encourage awareness and compliance with the Code of Conduct.
- b) Issue those reports that, falling under the scope of its competences, may be convenient with respect to those claims received by the Company through the whistleblowing or ethic channel or any other analogous channel that could be established in the future.
- c) Periodically review the corporate ESG policies, including the climate change, and propose to the Board of Directors, for approval or forwarding to the General Shareholders Meeting, the amendments and updates that contribute to the development and continuous improvement of company policies.
- d) Know, promote, guide and supervise the corporate governance's actions in terms of sustainability and report on these matters to the Board of Directors.
- e) Supervise compliance with legal requirements and other corporate governance regulations.
- f) Supervise and evaluate the relationship with stakeholders.
- g) Evaluate and review the Company's plans in the execution of the ESG policies and monitor their degree of compliance.
- h) Report on the performance by non-profit institutions linked to the Group and ESG activities entrusted to them.
- i) Report, before its approval, on the Company's Annual Corporate Governance Report, gathering for this purpose the reports of the Audit and Compliance Committee and the Appointment and Remuneration Committee with regard to those sections of the report falling within their scope, and on the Annual Report.
- j) Any other functions resolved by the Company's Board of Directors.

#### **Article 4. Scope**

The Committee's functions will be carried by it, both with regard to CIE Automotive, S.A., and its affiliates or subsidiaries that belong its Group, as provided for in section 42 of the Spanish Commercial Code.

## **Chapter IV. Operating rules**

### **Article 5. Meetings**

The Committee will meet when the Chairman considers it appropriate for the purpose of carrying out its inherent functions. The Committee must meet at least twice a year.

Likewise, the Committee will meet at the request of at least one of its members. The request will be made to the Committee Chairman and must be accompanied by the agenda containing the topics the proponent intends the Committee to deliberate.

### **Article 6. Call**

The member exercising the functions of the Chairman will be responsible for calling the meeting.

Unless the Chairman considers there are special reasons of urgency, the meeting will be notified to the members of the Committee at least eight calendar days in advance, by letter, fax, telegram or email.

The call will include the agenda of the session. Notwithstanding the above, the Committee may also deliberate on other issues not included in the aforementioned agenda.

### **Article 7. Constitution**

To be quorate, the Committee will require the attendance, in person or represented, of half plus one of its members. Representation may only be granted in favour of another director who is a Committee member.

The members appointed to the positions of Chairman and Secretary will act in their respective capacities. In case of impossibility or absence, the Chairman will be replaced by the longest-standing Committee member and, if there are several members with the same seniority, by the oldest Committee member. In case of impossibility or absence, the Secretary will be replaced by the Committee's youngest member.

### **Article 8. Resolutions**

Resolutions will be passed by absolute majority of the directors in attendance at the meeting, in person or represented.

The Secretary will draw up minutes that, once approved, either at the end of the session, or at the next one, will be signed by the Chairman and the Secretary.

## **Chapter V. Powers of the Committee**

### **Article 9. Powers**

1. For the correct performance of the functions within its scope of competence, the Committee will have full powers to access all types of information, documentation or records that it considers necessary to that end.
2. The Committee will have the authority to hire external advisory services on matters of special relevance when it considers that they cannot be provided adequately or with the necessary independence by experts or technicians from within the Company or its Group companies.
3. Likewise, at any time, the Committee may request personal contributions or reports from any member of the management team of the Company and/or its Group companies when it considers that these elements are necessary or appropriate for performing the Committee's assigned functions, as well as the presence of any of these executives at the meetings for which they were called.

## **Chapter VI. Compliance and interpretation**

### **Article 10. Compliance and dissemination**

1. The members of the Board of Directors, those of the Committee and the directors of CIE Automotive, S.A. and its Group companies, have the obligation to know and comply with these Regulations.
2. Similarly, the Committee will adopt the necessary measures to ensure the awareness and dissemination of these Regulations in the Company and its Group companies. In any case, the Committee will be required to oversee the compliance with these Regulations.

### **Article 11. Interpretation**

Any dispute that arises in relation to the interpretation of these Regulations will be resolved by means of a resolution passed by the Committee, which must be ratified by CIE Automotive, S.A.'s Board of Directors.