



# *Regulation of the Strategy and Operations Committee of the Board of Directors of CIE Automotive, S.A.*

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## Chapter I. Nature

### Article 1. Nature

1. The Board of Directors shall also establish a permanent Strategy and Operations Committee (hereinafter, the Committee), an internal body of an advisory and informative nature, without executive functions, with information, advice, and proposal powers within its scope of action indicated in Chapter III of this 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 composed of a minimum of three and a maximum of five Directors, who will be appointed by the Board of Directors, who may be Executive Directors or external Directors.
2. The Directors forming part of the Strategy and Operations Committee shall hold office for a maximum term of four years, without prejudice to their possible re-election. The renewal, re-election and removal of the Directors forming part of the Committee shall be as resolved by the Board of Directors.
3. The Board of Directors will also appoint its Chairman from among the members that form part of said Committee.

The Committee will appoint the person who performs the duties of Secretary of the Committee, who does not need to be a Director and who, in any case, must comply with the obligations set out for the Directors in these Regulations that, by their nature, may result applicable.

## Chapter III. Functions, Scope

### Article 3. Functions

Whithout prejudice to any other tasks that may be assigned al any time by the Board of Directors, the Committee shall exercise the following basic funtions:

- a) Evaluating and proposing to the Board of Directors strategies for growth, development or diversification of the business of the Company and its Group.
- b) Submitting to the Board of Directors with the opportunity to undertake new investments (both those promote organic growth and those that allow inorganic growth through the acquisition of news companies, activities or sectors), formulating alternatives of investment in assets increasing in the value of the Company and its Group in the long term.
- c) Studying and proposing recommendations or improvements to the strategic plans and updates submitted to the Board of Directors.
- d) Those other functions that could be resolved by the Board of Directors of the Company.

### 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 at least twice a year. It will also meet at the request of any of its members and each time it is convened by its Chairman, who must do so whenever the Board or its Chairman request the issuance of a report or the adoption of proposals and, in any case, whenever its results convenient for the proper performance of its tasks.

### **Article 6. Call**

Meetings of the Committee shall be called by the person performing the functions of President at each moment.

The calling, except for special reasons of urgency in the opinion of the President, will be notified to the members of the Commission at least eight calendar days in advance, by letter, fax, telegram or email.

The calling will include the agenda of the meeting. Without prejudice to this, the Committee may also deliberate on other issues not included in the aforementioned agenda.

### **Article 7. Constitution**

The Committee will be validly constituted when a majority of its members attend the meeting, in person or represented. Representation may only be granted in favor of another Director who is a member of the Committee.

Those who have been appointed to these positions will act as President and Secretary of the Commission. In case of impossibility or absence, the Chairman will be replaced by the member of the Committee most senior in the same and, if there are several with the same seniority, by the oldest member of the Committee. In case of impossibility or absence, the Secretary will be replaced by the younger member.

### **Article 8. Resolutions**

Resolutions will be adopted by an absolute majority of the Directors attending, in person or by proxy, at the meeting.

The Committee must record minutes of its meetings by the Secretary who, once approved well at the end of the meeting itself, or in the next meeting, will be signed by the President and the Secretary.

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

### **Article 9. Powers**

1. For the best performance of its functions, the Committee shall have full powers to Access all types of information, documentation or records deemed necessary for this purpose.
2. The Committee may seek the advice of external experts when it deems it necessary for the proper performance of its functions.

## **Chapter VI. Compliance. 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