REMUNERATION POLICY OF THE MEMBERS OF
THE BOARD OF DIRECTORS OF
CIE AUTOMOTIVE, S.A.
(“**CIE Automotive**” or the “**Company**”)

I. Regulatory framework

Article 529.novodecies.1 of the Spanish Companies Act (the “**Companies Act**”), states that the approval of the Directors' remuneration policy is the responsibility of the General Meeting of Shareholders at the proposal of the Board of Directors in accordance with Article 249bis j) of that Act.

Pursuant to Article 529.novodecies.1 of the Companies Act, the remuneration policy for Directors will be adjusted as appropriate to the remuneration system laid down in the Company's Bylaws.

Therefore, the statutory basis for this policy will be Article 24 of the Company's Bylaws, as amended by the Company's General Meeting of Shareholders of April 28, 2022, which has the following content:

“Article 24º.- Remuneration of directors

1.- The members of the Board of Directors will receive remuneration, except for those cases in which the Board of Directors expressly so determines, taking into account the services and responsibilities assumed by the various directors.

2.- The remuneration of the members of the Board of Directors will consist, in cash, of a fixed annual part, appropriate to the services and responsibilities assumed. In addition to the foregoing, certain members of the Board of Directors, depending on their services and responsibilities, may also receive (a) a variable part, in cash, linked to objective indicators relating to the individual performance of the director or the company; and (b) a health care part, which will include the appropriate insurance.

3.- Determination of the amounts that make up the fixed remuneration of Board members, of the indicators used to calculate the variable portion (which, in no case, may consist of a share in the company's profits), and of the elements comprising the health care portion, will be agreed by the General Meeting of Shareholders.

4.- The General Meeting of Shareholders is expressly authorized to establish incentive systems for all, one or some of the directors as well as for the senior executives of the company or of the group companies, which may include the delivery of shares or stock options or remuneration indexed to the value of the shares, subject to the requirements established in the legislation in force from time to time.

5.- In the case of directors who have been attributed executive functions in the company, the remuneration corresponding to the CEOs and other directors to whom functions of this nature are attributed by virtue of other titles must comply with these provisions and, in any case, with the remuneration policy approved by the General Meeting and the contracts approved by the Board of Directors and signed with them, in accordance with applicable legislation. Directors who have executive functions in the company may receive:

a) a fixed allowance,

b) long-term and short-term variable remuneration with general reference indicators or parameters,

c) remuneration in shares or linked to their performance, as set forth in paragraph 4 above,

d) indemnities for early termination, provided that the termination was not due to a breach of the director's duties, and amounts related to non-competition, permanence and exclusivity commitments assumed, and

e) the savings or pension schemes considered appropriate.

6.- The Board of Directors will prepare an annual report on the remuneration of its directors, with the content and for the purposes laid down in applicable legislation."

II. Basic principles

The Remuneration Policy seeks to ensure that the remuneration of CIE Automotive's directors is appropriate to the dedication and responsibility assumed, and in line with the remuneration paid in the market at comparable companies in Spain and abroad, taking into account the long-term interest of all shareholders.

Accordingly, the Remuneration Policy must be appropriate to the circumstances prevailing at any given time, paying special attention to the evolution of the regulations, best practices, recommendations and trends— both national and international—in the area of remuneration of directors of listed companies and the prevailing market conditions.

Therefore, the basic principles on which the Remuneration Policy for directors in their capacity as directors is built are as follows:

a) To adequately remunerate the dedication and responsibility assumed by the directors, in accordance with that which is paid in the market in comparable companies in terms of capitalization, size, ownership structure and international presence.

b) To ensure that remuneration contributes directly to the achievement of CIE Automotive's strategic objectives.

c) To ensure due attraction, motivation and retention of the best professionals.

Finally, it should be noted that the nature of their relationship has been taken into account, insofar as it has been decided not to grant remuneration to proprietary directors (except for the Chairman of the Board of Directors, due to his special dedication), although this last decision is subject to review in the future and could well give rise to a new remuneration policy (or a modification of the current one) in subsequent years that would take this specific fact into account.

In addition to the foregoing, in the case of directors who perform executive functions in the Company, the basic principles governing their remuneration are as follows:

d) To reward with a comprehensive offer of monetary elements that recognizes and respects the diversity of their needs and expectations related to the professional environment, while at the same time serving as a tool for communicating organizational goals and business targets.

e) To ensure that the remuneration, in terms of its structure and overall amount, complies with best practices and is competitive with the market.

f) To include a significant annual variable component linked to performance and the achievement of specific, predetermined and quantifiable objectives.

g) To strengthen and encourage the achievement of the Company's strategic objectives through the incorporation of long-term incentives, reinforcing continuity in the competitive development of the Group, its directors and its management team, fostering a motivating and loyalty-building effect, as well as retaining the best professionals.

h) To foster a culture of commitment to the Group's objectives, where both personal and team contributions are fundamental.

i) To establish adequate mechanisms so that the Company can obtain reimbursement of the variable components of the remuneration when the payment has not been adjusted to the conditions under which they were granted.

This Remuneration Policy distinguishes between the remuneration system for the performance of the position of director and the remuneration system for the performance of executive functions by executive directors.

III. Remuneration policy for directors in their capacity as such

A fixed annual allowance is established as a remuneration policy for directors in their capacity as directors, which will be payable exclusively to those nonexecutive directors who have a special dedication to the Company, i.e. (i) the Chairman of the Board of Directors and (ii) the independent female directors. However, the Board of Directors is empowered, subject to the prior approval of the Appointments and Remuneration Committee, to establish remuneration for proprietary directors in line with market remuneration and always in accordance with the maximum amount approved by the Annual Meeting for the remuneration of directors in their capacity as directors for each year.

It is left to the discretion of the Board of Directors to establish the frequency of payment of the annual allocation.

Except as provided in this section and in Article 24 of the Bylaws, the freedom of configuration reserved by law for the Board of Directors is respected.

In addition to the above, the Chairman of the Board of Directors will receive remuneration in kind through the use of a company car.

There are no other types of remuneration, such as per diems or payments of pension fund contributions or assistance bonuses.

For 2024, the Board of Directors, with the prior favorable report of the Appointments and Remuneration Committee, has approved the following gross remuneration for the aforementioned directors, which may be subject to increases or decreases for each year, always in accordance with the maximum amount that the Annual Meeting approves for the remuneration of directors in their condition as directors for each year:

Director	**Fixed remunerations amount (€)**
Chairman of the Board of Directors	€1,250,000
Independent directors	€110,000

IV. Remuneration policy for executive directors

The remuneration policy for Directors for the performance of executive functions with full dedication will be similar in structure to the remuneration policy of the Company's management personnel and will include:

CIE Automotive

(a) Fixed remuneration

This part of the remuneration must be in line with that paid in the market by comparable companies in terms of capitalization, size, ownership structure and international presence.

Thus, in 2024, the Chief Executive Officer will be entitled to receive a fixed gross annual compensation of 2,750 thousand euros, and the Director responsible for corporate operations and M&A will be entitled to receive 235 thousand euros gross annual compensation.

The remuneration of executive directors will vary according to the responsibilities and specific characteristics of the functions performed and will be reviewed annually by the Board of Directors at the proposal of the Remuneration Committee. It is noted that the Chief Executive Officer received—as described in the Remuneration Policy in force before the approval of this document—an extraordinary remuneration as a result of exceptional circumstances.

To this end, the Committee may rely on external advisors to carry out the market studies and analyses it deems appropriate.

(b) Short-term variable remuneration

For the Chief Executive Officer, the targets to which his variable remuneration will be linked will be reflected in the Annual Directors' Remuneration Report and will be related to parameters such as Net Profit and Gross Operating Profit (EBITDA) approved in the Annual Budget by the Board of Directors.

The amount of short-term variable remuneration may not exceed 100% of the fixed remuneration.

At the proposal of the Appointments and Remuneration Committee (which must verify the degree of compliance with the established parameters), the Board of Directors will determine the degree of compliance with the short-term variable remuneration and its corresponding amount.

(c) Long-term variable remuneration

The Chief Executive Officer is expected to receive a long-term variable remuneration linked to his permanence in the CIE Automotive Group over the next ten (10) years and as long as the General Meeting of Shareholders and the Board of Directors decide to maintain him in office.

This long-term variable remuneration will be based on the increase in value of the shares of CIE Automotive, S.A. in accordance with the following basic characteristics:

The remuneration will consist of the allocation of 1,450,000 units to the Chief Executive Officer, which include a remuneration based on the increase in value of the same number of shares of CIE Automotive, S.A. over a period of time, taking as a reference their market value, and which will be paid in cash, in accordance with the following formula:

Incentive in each Relevant Period = 1,450,000 x (Listed Value – Initial Value)

If the General Meeting of Shareholders and the Board of Directors decide not to maintain him in office for whatever circumstances, the Chief Executive Officer is entitled to receive the full amount of such remuneration in identical terms to those agreed upon.

The 2018 Annual Meeting determined the details of the long-term variable remuneration, which was subject to approval, in a separate vote. In addition, the Ordinary General Meeting of Shareholders of 2021 and 2023 has approved certain adjustments to this long-term variable compensation, to adapt such compensation. Similarly, the Annual Meeting in fiscal year 2024 plans to approve certain adjustments to the benchmark value consistent with the remuneration of the Chief Executive Officer.

(d) Non-competition commitment

The Chief Executive Officer may not hold positions in the administrative bodies of companies in the automotive sector or other competing companies or participate, in any other way, in their management or advice during the period of his appointment and during the three (3) years following the termination of his appointment. As remuneration for this circumstance, the Chief Executive Officer will receive a net amount of 650 thousand euros per year.

If the General Meeting and the Board of Directors decide not to maintain him in office for whatever circumstances, with the aforementioned undertaking remaining in force, the Chief Executive Officer is entitled to receive the full amount of such remuneration in identical terms to those agreed upon.

(e) Tenure

The Chief Executive Officer is entitled to additional remuneration conditional upon remaining at the CIE Automotive Group for the next ten (10) years, provided that the General Meeting of Shareholders and the Board of Directors decide to maintain him in his position. Thus, he will receive a net amount of 650 thousand euros per year for each of the next ten years (until the end of 2027). If he voluntarily resigns from his position as Chief Executive Officer during this period, he will not be entitled to receive the unearned amount and must reimburse the amount accrued for this concept.

If the General Meeting of Shareholders and the Board of Directors decide not to maintain him in office for whatever circumstances, the Chief Executive Officer is entitled to receive the full amount of such remuneration in identical terms to those agreed upon.

(f) Health care and ancillary benefits

The remuneration system for executive directors may be supplemented with health and life insurance in line with market practice for comparable companies in terms of capitalization, size, ownership structure and international presence. In addition, executive directors may receive remuneration in kind through the use of a company car.

The Company does not currently have any commitments, either of contribution or defined benefit, to any retirement or long-term savings system for any director.

(g) Claw-back clauses

In accordance with the proposal made by the Appointments and Remuneration Committee, where applicable, the Board of Directors has the power to claim the return of the remuneration already paid in relation to the commitment of permanence and non-competition (claw-back clauses) in the aforementioned circumstances. Additional grievance measures may also be taken in special situations such as fraud or serious breach of the law.

(h) Indemnification clauses

The Chief Executive Officer will be entitled to receive the full amount of his long-term variable remuneration and the full amount of his tenure and noncompetition commitment in the event that the General Meeting of Shareholders and the Board of Directors decide not to retain him in office for any circumstances in the ten (10) year period from January 1, 2018.

In addition to the above, he may be entitled to receive an additional amount (at most, equivalent to two annuities of his fixed and short-term variable remuneration) to be included in his contract, where applicable.

(i) Remuneration of the director in charge of corporate operations and M&A

Directors with executive functions related to corporate and M&A transactions will be entitled to receive, in addition to their fixed remuneration, an additional remuneration consisting of 0.25% of the Enterprise Value of the company effectively acquired in the M&A deal, with a maximum amount in each transaction of 800 thousand euros.

V. Basic conditions of the contract with the Chief Executive Officer and executive directors

(i) Duration

The contract is of indefinite duration.

The Chief Executive Officer's contract may be freely terminated at any time by the Company, without prior notice and with the indemnification consequences indicated in section IV(h) and (g) above.

For his part, the Chief Executive Officer may freely terminate the contract and resign from his position at any time, with at least three months' notice and with the consequences indicated in section IV(e) and (g).

(ii) Applicable regulation

The regulations applicable to the contracts of executive directors are those provided for by law in each case.

(iii) Non-competition agreement

In view of his degree of knowledge of the design and execution of the Company's strategy and business plans, the Chief Executive Officer's contract establishes a non-competition obligation for all cases in relation to companies and activities of a similar nature during the term of his relationship with the Company and for a subsequent period of three years. As remuneration for these commitments, the Chief Executive Officer is entitled to the remuneration provided for in section IV(d) above.

(iv) Exclusivity and tenure agreement

The CEO assumes a commitment of exclusivity and tenure. As remuneration for these commitments, the Chief Executive Officer is entitled to the remuneration provided for in section IV(e) above.

(v) Confidentiality and return of documents

For executive directors, a strict duty of confidentiality is established, both during the term of the contracts and after the termination of the relationship. In addition, upon termination of their relationship with the Company, executive directors must return to the Company the documents and objects related to their activity that are in their possession.

(vi) Deontological duties

Executive directors must conduct themselves in accordance with the duties of good faith and loyalty, refraining from participating, directly or indirectly, in situations that could result in a conflict between their personal interests and those of the Company.

VI. Review of Directors' remuneration

In accordance with Article 217.4 of the Companies Act, which establishes that the remuneration of Directors must in any case be in reasonable proportion to the importance of the Company, its economic situation at any given time and the market standards of comparable companies, the remuneration of Directors will be reviewed or updated periodically.

These changes will be disclosed in the Annual Report on Directors' Remuneration, which will be submitted to a binding vote as a separate item on the agenda at the first General Meeting of Shareholders to be held.

VIII. New appointments

The remuneration of any new director will be governed by this Remuneration Policy, considering the candidate's experience and knowledge, their background and their level at the time of appointment.

The Board of Directors will approve the remuneration of the new director at the proposal of the Appointments and Remuneration Committee.

IX. Adaptation to the situation and context applicable at any given time

The application of this Policy will be suitably adapted to the economic situation and the international context at the proposal of the Appointments and Remuneration Committee. Where appropriate, full details and reasons for any adjustments will be provided to shareholders in the next annual report on directors' remuneration to be published.

X. Other remuneration considerations

The Company has taken out and pays the global premium for a Directors' and Managers' liability insurance policy for CIE Automotive, S.A. and most of the companies belonging to its group. This therefore covers all the directors, including the executive directors, for any liabilities demanded of them as a result of their duties.

Furthermore, and in addition to the remuneration items referred to previously, the Chairman of the Board of Directors and the executive directors receive certain remuneration in kind, corresponding to the use of a company car and health care.

XI. Term of the Remuneration Policy

The Company will apply this directors' remuneration policy as of the General Meeting of Shareholders of May 8, 2024 and during 2025, 2026 and 2027.

Any modification or substitution of the policy during its term will require the prior approval of the General Meeting of Shareholders in accordance with the aforementioned article 529 novodecies of the Companies Act.