

TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION

NOTICE OF OTHER RELEVANT INFORMATION

Pursuant to art. 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse, ss. 227 and 228 of Spanish Royal Legislative Decree 4/2015, of 23 October [*Real Decreto Legislativo 4/2015*], approving the revised text of the Spanish Securities Market Act [*Ley del Mercado de Valores*], and other applicable legislation, CIE Automotive, S.A. (the “**Company**”) announced that on this date an annual general shareholders’ meeting was held in its first call, exclusively via telematic means, during which the resolutions included as an appendix to this notice were passed.

Bilbao, at 29 April 2020.

Jose Ramón Berecibar Mutiozábal.
Secretary of the Board of Directors

CIE AUTOMOTIVE, S.A.

ANNUAL GENERAL SHAREHOLDERS MEETING

29 April 2020

MEETING AND ATTENDANCE QUORUM. VOTING RESULTS

On 29 April 2020, an ordinary general shareholders meeting of CIE Automotive, S.A. was held in its first call, exclusively via telematic means, with the attendance of 157 shareholders holding 75,407,974 shares (in person and exercising voting rights by post pursuant to s. 14.7 of the General Meeting Regulations), representing 18,851,993.50 Euros of share capital, i.e. 58.46%; and 100 shareholders by proxy, holding 29,866,947 shares, representing 7,466,736.75 Euros of share capital, i.e. 23.15%.

Therefore, 257 shareholders holding 105,274,291 shares attended in person or by proxy, representing 26,318,730.25 Euros of the share capital, i.e. 81.61%. All of these refer to voting shares of the company, since all shares have the same status.

CIE AUTOMOTIVE, S.A.

ANNUAL GENERAL SHAREHOLDERS MEETING

29 April 2020

RESOLUTIONS PASSED BY THE GENERAL SHAREHOLDERS MEETING

The following table indicates the votes in favour, votes against and abstentions with regard to each one of the items on the agenda.

RESOLUTION	% IN FAVOUR	% AGAINST	% ABSTENTION
ONE	99.9501%	0.0000%	0.0490%
TWO	99.9381%	0.0000%	0.0618%
THREE	99.8651%	0.1348%	0.0000%
FOUR	100%	0.0000%	0.0000%
FIVE	99.8278%	0.1085%	0.0636%
SIX	84.0547%	15.9452%	0.0000%
SEVEN.1	99.7644%	0.1484%	0.0871%
SEVEN.2	99.6334%	0.0848%	0.2817%
SEVEN.3	88.1690%	11.5492%	0.2817%
SEVEN.4	89.7558%	9.9624%	0.2817%
SEVEN.5	99.4451%	0.5548%	0.0000%
SEVEN.6	97.4958%	2.2223%	0.2817%
SEVEN.7	97.7876%	1.9305%	0.2817%
SEVEN.8	92.2528%	7.4654%	0.2817%
SEVEN.9	87.9836%	11.7346%	0.2817%
SEVEN.10	87.5104%	12.2078%	0.2817%
SEVEN.11	88.6868%	11.0314%	0.2817%
SEVEN.12	88.4384%	11.2798%	0.2817%
SEVEN.13	88.5942%	10.2139%	1.1918%
SEVEN.14	86.6152%	12.1929%	1.1918%
EIGHT	99.8015%	0.0000%	0.1984%
NINE	99.3883%	0.4950%	0.1166%
TEN	87.4189%	12.0229%	0.5580%
ELEVEN	100%	0.0000%	0.0000%
TWELVE	100%	0.0000%	0.0000%

CIE AUTOMOTIVE, S.A.

ANNUAL GENERAL SHAREHOLDERS MEETING

29 April 2020

RESOLUTIONS PASSED BY THE GENERAL SHAREHOLDERS MEETING

- ONE. Examination and approval, as appropriate, of the CIE Automotive, S.A. financial statements and management report of its consolidated group of companies, corresponding to 2019.**

To approve the financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flow and annual account) and individual and consolidated management report for the year closed at 31 December 2019.

- TWO. Approval of Board of Directors management.**

To approve the management of the Company Board of Directors during the financial year closed at 31 December 2019.

- THREE. Approval of the proposal for application of 2019 results.**

To approve the proposal for application of the results of the financial year closed at 31 December 2019, as follows:

	<i>Thousands of Euros (€)</i>
- To Interim Dividends	47,730
- To Final Dividends	47,730
<i>Total Dividends</i>	<i>95,460</i>
- To Voluntary Reserves	16,653
TOTAL COMPANY PROFIT/(LOSS)	112,113
CONSOLIDATED GROUP RESULTS (Thousands of Euros)	314,051

Therefore, in relation to the proposal for the distribution of dividends and following payment of a dividend on 3 January 2019 on account of the results of the 2019 financial year in an amount of 0.37 Euros gross per share with dividend rights, it was resolved to propose the payment in the form of a final dividend to each one of the ordinary Company shares in circulation (therefore excluding any treasury shares held by the Company on the payment date of this final dividend, as appropriate) in the amount of 0.37 Euros gross per share which, if approved, would be paid on 6 July 2020.

- FOUR. Examination and approval of the consolidated non-financial information statement of CIE Automotive, S.A. and its subsidiaries, corresponding to 2019.**

To approve the consolidated non-financial information statement for the year closed at 31 December 2019, which is an integral part of the consolidated management report for that year.

FIVE. Authorisation to the Board of Directors to proceed with the derivative acquisition of treasury shares, directly or by means of group companies, in accordance with ss. 146 and 509 of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*], rendering the authorisation granted by the General Shareholders Meeting on 08 May 2019 null and void; share capital decrease for the redemption of treasury shares, delegating any powers to the Board necessary for execution.

1. Rendering the non-executed portion of the resolution passed in the General Shareholders Meeting on 08 May 2019 null and void, to authorise the Company, directly or by means of any of its subsidiaries and for up to five (5) years of the date of this General Shareholders Meeting, to acquire CIE Automotive, S.A. shares as many times as it may consider appropriate, by any of the means allowed by Law, even against yearly profits and/or unrestricted reserves, all in accordance with s.146 and other, consistent legislation of the Spanish Corporate Enterprises Act.
2. Rendering the non-execution portion of the resolution passed in the General Shareholders Meeting on 08 May 2019 null and void, to authorise the Company to proceed to transfer to any third parties or subsequently redeem any treasury shares acquired pursuant to this authorisation or to authorisations granted in previous General Meetings, all in accordance with s. 146 and other, consistent legislation of the Spanish Corporate Enterprises Act. To delegate the execution to the Board of Directors of the resolutions for the transfer of treasury shares held by the Company at any given time.
3. To approve the terms and conditions of these acquisitions as follows:
 - (a) That the par value of the shares acquired directly or indirectly, plus the value of those already held by the acquiring company and its subsidiaries and, as appropriate, the parent and its subsidiaries, does not exceed ten percent (10%) of the share capital of CIE Automotive, S.A., in all cases respecting the restrictions established for the acquisition of treasury shares by the market regulatory authorities where the shares of CIE Automotive, S.A. are listed for trading.
 - (b) That the acquisition, including the shares that the company or person acting in its own name but on behalf of the former has previously acquired and holds in its portfolio does not cause the net equity to fall below the share capital plus the legal or any statutorily restricted reserves. For these purposes, net equity will be considered as the amount classified as such pursuant to the criteria for preparation of the financial statements, less the amount of any profits directly allocated to it, and increased by the amount of any called-up share capital, as well as the amount of par value and issue premiums of the subscribed capital recorded as liability.
 - (c) That the acquisition price not be less than the par value or greater than ten percent (10%) of the listed value of the shares at the date of their acquisition or, in the case of derivatives, at the date of the agreement giving rise to their purchase. Transactions for the acquisition of treasury shares will abide by securities market customs and practices.
 - (d) That a restricted reserve be established in net equity equivalent to the amount of the treasury shares recorded as assets. This reserve should be maintained until the shares have been transferred.

4. It is expressly authorised that the shares acquired by the CIE Automotive, S.A. subsidiaries in the exercise of this authorisation may be totally or partially allocated to company workers, employees or administrators when a recognised right exists, either directly or as a result of the exercise of any stock option rights that the former may hold, for the purposes of the final paragraph of s. 146.1(a) of the Spanish Corporate Enterprises Act.
5. To decrease the share capital for the redemption of any treasury shares of CIE Automotive, S.A. held on its balance sheet, against profits or unrestricted reserves and for the amount that is advisable or necessary at any given time, up to the maximum number of treasury shares existing at any time.
6. To delegate the execution of the preceding capital decrease resolution to the Board of Directors, which may implement this once or several times and within a maximum of eighteen months of the date of this General Meeting, performing any procedures, formalities and authorisations as necessary or required by the Spanish Corporate Enterprises Act and any other provisions that may be applicable. Within the term and with the limits indicated for that execution it is specifically delegated to set the date or dates for the actual capital decrease or decreases, their appropriateness and advisability in consideration of market conditions, price, the economic and financial situation of the Company, its cash, reserves and evolution and any other aspect that may impact that decision. To specify the amount of the capital decrease, determine the allocation of the decrease, whether to restricted or unrestricted reserves, in all cases furnishing the guarantees and complying with all legal requirements. To adapt art. 4 of the Company Articles of Association to the new share capital amount; to request the delisting of the redeemed securities and, in general, to pass any resolutions that may be necessary for the redemption and subsequent capital decrease, appointing those individuals to take part in its formalisation.

It is noted for the record that the directors have prepared a report to substantiate this proposal.

SIX. Authorisation to the Board of Directors to increase the share capital pursuant to the terms and with the limits of s. 297.1.b) of the Spanish Corporate Enterprises Act, and furthermore empowering it to exclude the pre-emption right in the terms of s. 506 of the Spanish Corporate Enterprises Act.

Upon the expiration of the authorisation approved by the Annual General Shareholders Meeting of 30 April 2016, it is resolved to empower the Board of Directors, pursuant to the provisions of s. 297.1.b) of the Spanish Corporate Enterprises Act, to increase the share capital to the quantity of 16,125,000 Euros, without prior consultation of the General Shareholders Meeting, with the ability to exercise that power one or several times within the amount indicated, specifying the appropriateness or advisability, quantity or conditions considered suitable in each case, within a maximum of five years of the date of this General Shareholders Meeting.

Capital increase or increases may be implemented by the increase of the par value of the existing shares, with the requirements envisaged by Law, or by the issue of new shares, and the counter-value of the new shares or the increased par value of existing shares will consist of monetary contributions.

In accordance with s. 506 of the Spanish Corporate Enterprises Act, the Board of Directors is expressly attributed with the power to totally or partially exclude the pre-emption right in relation to each and every one of the issues approved on the basis of this authorisation, whenever necessary in the interests of the company, providing that the par value plus the issue premium, as appropriate, corresponds to the

real value resulting from the company auditor report, requested by the Board of Directors each time it exercises the power to exclude the pre-emption right granted in this paragraph.

Under this authorisation, the Board of Directors is also empowered to request the admission to trading of any new securities that may be issued, in the terms of any applicable legislation.

It is noted for the record that the directors have prepared a report to substantiate this proposal.

SEVEN. Establishment of the number of members of the Board of Directors. Appointment and re-election of directors.

7.1. Establishment of the number of members of the Board of Directors.

In accordance with the provisions of art. 23.3 of the company articles of association, to set the number of members of the Board of Directors at fourteen (14), increasing the current number (13) by one (1).

7.2. Appointment of Ms Arantza Estefanía Larrañaga as an independent director, for the statutory period of four (4) years.

At the proposal of the Nomination and Remuneration Committee, submitted to the Board of Directors, it was agreed to appoint Ms Arantza Estefanía Larrañaga as an independent director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal and the one issued by the Board of Directors were made available to shareholders in the announcement of the General Shareholders Meeting.

7.3 Re-election of Antonio María Pradera Jáuregui, as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to re-elect Mr Antonio María Pradera Jáuregui as a nominee director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.4 Appointment of Ms Goizalde Egaña Garitagoitia as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to appoint Ms Goizalde Egaña Garitagoitia as a nominee director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.5 Re-election of Mr Jesús María Herrera Barandiarán as executive director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to re-elect Mr Jesús María Herrera Barandiarán as an executive director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.6 Re-election of Mr Carlos Solchaga Catalán as an independent director, for the statutory period of four (4) years.

At the proposal of the Nomination and Remuneration Committee, submitted to the Board of Directors, to re-elect Mr Carlos Solchaga Catalán as an independent director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.7 Re-election of Mr Ángel Ochoa Crespo as an independent director, for the statutory period of four (4) years.

At the proposal of the Nomination and Remuneration Committee, submitted to the Board of Directors, to re-elect Mr Ángel Ochoa Crespo as an independent director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.8 Re-election of Mr Fermín del Río Sanz de Acedo as an executive director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to re-elect Mr Fermín del Río Sanz de Acedo as an executive director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.9 Re-election of Mr Francisco José Riberas Mera as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to re-elect Mr Francisco José Riberas Mera as a nominee director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.10 Re-election of Mr Juan María Riberas Mera as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to re-elect Mr Juan María Riberas Mera as a nominee director for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.11. Appointment of Mr Jacobo Llanza Figueroa as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to appoint Mr Jacobo Llanza Figueroa as a nominee director for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.12 Appointment of Ms María Teresa Salegui Arbizu as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to appoint Ms María Teresa Salegui Arbizu as a nominee director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.13 Re-election of Mr Vankipuram Parthasarathy as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to re-elect Mr Vankipuram Parthasarathy as a nominee director for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

7.14 Re-election of Mr Shriprakash Shukla as a nominee director, for the statutory period of four (4) years.

At the proposal of the Board of Directors, with the favourable report of the Nomination and Remuneration Committee, to re-elect Mr Shriprakash Shukla as nominee director of the Company for the statutory period of four (4) years.

It is noted for the record that the report issued by the Nomination and Remuneration Committee on the basis of the proposal of the Board of Directors and the one issued by the Board of Directors for this purpose were made available to the shareholders in the announcement of the General Shareholders Meeting.

EIGHT. Establishment of the maximum amount of director remuneration for their status as such in the year underway.

Section 3 of the current remuneration policy for directors in their status as such establishes a fixed annual assignment payable exclusively to those non-executive directors with a special dedication to the Company, i.e. (i) the Chairman of the Board of Directors, and (ii) independent directors. To this regard, to set the maximum aggregate amount of that remuneration at 1,620,000 Euros for the year closed at 31 December 2020.

Pursuant to section 3 of the current remuneration policy for directors, to leave the establishment of the frequency of the payment of the annual assignment to the discretion of the Board of Directors and, barring the provisions of this paragraph and of art. 24 of the Articles of Association, respecting the freedom of definition reserved by Law to the Board of Directors, which will be responsible for setting the final amount within the maximum amount approved and for distributing it among the Chairman and independent directors as considered most suitable in accordance with the provisions of the current remuneration policy for directors.

It is noted for the record that this proposal received the favourable report of the Nomination and Remuneration Committee.

NINE. Extension or nomination of auditors for the Company and its consolidated group.

To appoint PricewaterhouseCoopers Auditores, S.L., with registered offices at Plaza de Euskadi, 5 - 10ª planta, 48009 Bilbao (Bizkaia) as auditors for the Company and its consolidated group for the financial year closing at 31 December 2020, entered in the Mercantile Registry of Madrid on sheet 87250-1, page 75, volume 9267, book 8054, section 3 and in the Official Registry of Auditors under number S-0242.

To empower the company Board of Directors so that it may arrange the corresponding service agreement with that entity, for the period indicated and under the following conditions: a) the remuneration of auditors will be established based on the number of hours required for the audit, applying the hourly fees that it has in force in general for the year in which it provides its audit services, and b) that agreement should include the right of the company to freely terminate it in advance at any time during its validity, without the need to notify the just cause for the revocation of the nomination envisaged in s. 264.3 of the Spanish Corporate Enterprises Act to PricewaterhouseCoopers Auditores, S.L. and, if notified, without the ability of the latter to contest it.

It is noted for the record that this proposal received the favourable report of the Audit and Compliance Committee.

TEN. Annual Report on Director Remuneration of CIE Automotive, S.A. for submittal to the General Shareholders Meeting for an advisory shareholder vote.

In its meeting on 28 February 2020 and following the report of the Nomination and Remuneration Committee, the Company Board of Directors formulated the Annual Report on Director Remuneration for the purposes of s. 541 of the Spanish Corporate Enterprises Act.

In accordance with that provision, this Annual Report on Director Remuneration is put to an advisory shareholder vote and as a separate item on the agenda.

It is proposed that the Annual Report on Director Remuneration, placed at the disposal of shareholders, be put to an advisory shareholder vote of the Annual General Shareholders Meeting.

ELEVEN. Delegation of powers for the execution of the above resolutions.

It was resolved to empower all members of the Board of Directors and, specifically, the Chairman, the Non-director secretary and the Non-director deputy secretary so that any of them, jointly, severally and indistinctly may perform any actions that may be necessary or advisable for the execution, implementation, effectiveness and positive outcome of the decisions adopted and, specifically but not limited to the following:

- a) to appear before a notary and execute on behalf of the Company any deeds as necessary or advisable in relation to the decisions passed by the General Shareholders Meeting, and the ability to appear, as appropriate, before the corresponding Spanish Mercantile Registry or any other registries and conduct out any actions that may be necessary or advisable for the effective entry of the decisions passed by the General Shareholders Meeting;
- b) to clarify, specify, correct and complete the decisions passed and resolve any doubts or aspects that may arise, rectifying and completing any defects or omissions that may prevent or hinder the effectiveness or entry of the corresponding decisions;
- c) to make any decisions as required or necessary for the execution and implementation of the resolutions passed, and execute any public and private documents and perform any actions, legal transactions, agreements, statements and operations necessary for that purpose; and

- d) to execute any other public or private documents as required or necessary for the execution, implementation, effectiveness and positive outcome of all resolutions passed by the General Shareholders Meeting, without any restriction whatsoever.

TWELVE. Approval of the minutes of the meeting.

To approve the minutes of this meeting.