CIE Automotive

PROPOSED RESOLUTIONS RELATING TO ITEMS ONE, TWO, THREE AND FOUR ON THE AGENDA

ONE. **Examination and approval, where applicable, of the annual accounts and management report of CIE Automotive, S.A., and the annual accounts and management report of its consolidated group of companies for 2023.**

Approve the annual accounts (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and notes to the annual accounts) and individual and consolidated directors' report for the year ended December 31, 2023.

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

Approve the management of the Company's Board of Directors during the year ended December 31, 2023.

THREE. **Approval of the proposal for the appropriation of the profits (losses) corresponding to 2023.**

Approve the proposed appropriation of the profits (losses) for the year ended December 31, 2023, as follows:

	Thousands of Euros (€)
- To Interim Dividend	53,913
- To Final Dividend	53,913
Total Dividends	107,826
- To Voluntary Reserves	4,146
TOTAL PROFIT (LOSS) COMPANY	**111,972**
CONSOLIDATED GROUP PROFIT (Thousands of Euros)	**361,189**

Consequently, in relation to the proposed distribution of dividends, having paid on January 5, 2024 an interim dividend out of the profits for 2023 in the amount of 0.45 euros gross per share entitled to receive dividends, it is resolved to propose as a final dividend the payment to each of the Company's outstanding ordinary shares (excluding, therefore, the shares held as treasury stock by the Company on the date of payment of the aforementioned final dividend, if applicable) of an amount of 0.45 euros gross per share, which -if approved- will be paid on July 8, 2024.

FOUR. Examination and approval of the consolidated non-financial information statement of CIE Automotive S.A. and its subsidiaries for 2023.

Approve the consolidated statement of non-financial information for the year ended December 31, 2023, which is an integral part of the consolidated directors' report for the aforementioned year.

PROPOSAL OF AGREEMENT IN RELATION TO ITEM FIVE ON THE AGENDA

FIVE. **Cancellation of the authorization granted by the General Meeting of Shareholders of May 4, 2023, authorizing the Board of Directors to proceed with the derivative acquisition of treasury stock, directly or through group companies, in accordance with Articles 146 and 509 of the Companies Act, reducing the capital stock to redeem treasury stock and delegating to the Board the necessary powers.**

1. To rescind the resolution adopted by the General Meeting of Shareholders on May 4, 2023 to authorize the Company, directly or through any of its subsidiaries, for a maximum of five (5) years from the date of this General Meeting of Shareholders, to acquire, at any time and as many times as it deems appropriate, shares of CIE Automotive, S.A., by any means permitted by law, including against profits for the year and unrestricted reserves, all in accordance with Article 146 and related provisions of the Corporate Enterprises Act.

2. To rescind the resolution adopted by the General Meeting of Shareholders on May 4, 2023 to the extent not executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury stock acquired by virtue of this authorization or the authorizations made by previous General Meeting of Shareholders, all in accordance with Article 146 and related provisions of the Corporate Enterprises Act, as well as to delegate to the Board of Directors the approval and terms of the execution of the resolutions to dispose of the treasury stock held by the Company at any given time.

3. To approve the terms and conditions of these acquisitions, which will be as follows:

    (a) The par value of the shares acquired directly or indirectly, added to the par value of the shares already held by the acquiring company and its subsidiaries and, if applicable, by the parent company and its subsidiaries, must not exceed ten percent (10%) of the share capital of CIE Automotive, S.A., in compliance in all cases with the limitations established for the acquisition of treasury stock by the regulatory authorities of the markets where the shares of CIE Automotive, S.A. are admitted to trading.

(b) That the acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in a portfolio, does not have the effect that the equity is less than the capital stock plus the legal or statutory reserves that are not available. For these purposes, equity will be deemed to be the amount classified as such in accordance with the criteria for the preparation of the annual accounts, less the amount of the profits directly allocated thereto, and increased by the amount of the uncalled subscribed capital stock, as well as the amount of the par value and the share premiums of the subscribed capital recorded for accounting purposes as liabilities.

(c) The acquisition price must not be less than the nominal price or ten percent (10%) higher than the listed price of the shares on the date of acquisition or, in the case of derivatives, on the date of the contract giving rise to the acquisition. Transactions for the acquisition of treasury stock must be carried out in accordance with the rules and customs of the securities markets.

d) A restricted reserve equivalent to the amount of treasury stock computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.

4. To expressly authorize the Company so that the shares acquired in use of this authorization may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a result of the exercise of option rights held by them, for the purposes laid down in the last paragraph of Article 146.1(a) of the Companies Act.

5. To reduce the share capital in order to redeem the treasury stock of CIE Automotive, S.A. that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury stock existing at any given time.

6. To delegate to the Board of Directors the enforcement of the foregoing resolution to reduce capital, who may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting of Shareholders, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is delegated so that, in the term and limits established for such enforcement, it may set the date(s) of the specific capital

reduction(s) its opportunity and convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 4 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed securities and, in general, to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.

It is noted for the record that a report justifying the proposal presented in this document has been prepared by the directors.

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF CIE AUTOMOTIVE, S.A. IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM FIVE OF THE AGENDA OF THE ANNUAL MEETING OF SHAREHOLDERS ON THE PROPOSAL FOR AUTHORIZATION OF THE DERIVATIVE ACQUISITION OF TREASURY STOCK

1. PRELIMINARY

The Board of Directors of CIE Automotive, S.A. (the "**Company**") has resolved to call an annual meeting of the Company (the "**General Meeting**") on May 8 and 9, 2024, at first and second call, respectively, and to submit for its consideration (as item five on the agenda)—withdrawing the authorization granted by the General Meeting on May 4, 2023—the authorization for the Board of Directors to proceed with the derivative acquisition of treasury shares, directly or through group companies, in accordance with Articles 146 and 509 of the Consolidated Text of the Companies Act approved by Royal Legislative Decree 1/2010 of July 2 (the "**Companies Act**"), including the reduction of share capital to redeem treasury stock, and delegating to the Board the necessary powers for its execution.

2. PURPOSE OF THE REPORT

For the valid adoption of the resolution to amend the bylaws, Article 286 of the Companies Act requires, among other requirements, that the directors prepare a written report with the justification, which, together with the full text of the proposed amendment, must be made available to the shareholders in the time and in the manner mentioned in said article. Article 318 of the Companies Act establishes that the reduction of capital stock must be agreed by the General Meeting of Shareholders in accordance with the requirements of the amendment of the bylaws.

The purpose of this report is to comply with the aforementioned regulations in relation to item five of the agenda submitted for approval by the General Meeting of Shareholders.

3. JUSTIFICATION OF THE PROPOSAL

Articles 144 and following of the Companies Act, which regulate the regime of the business on treasury stocks, allow the derivative acquisition of the shares by complying, among others, with the requirements resulting from Article 146 of the Companies Act. To this effect, the proposal is put to the General Meeting of Shareholders to adopt a resolution which, cancelling the resolution adopted by the General Meeting of Shareholders on May 4, 2023, grants the authorization with the requirements and limits set forth in the Companies Act so that the Company (either directly or through companies of its group) may acquire its own shares or, in the second case, shares issued by the parent company.

However, once the derivative acquisition of treasury shares has occurred, there are several mechanisms established in the Companies Act to reduce or eliminate the Company's treasury shares that have been acquired. Thus, it could be decided to redeem these shares or to sell them on the market. In the case of a company with securities admitted to trading on a secondary market, it is impossible to determine *a priori* the suitability of the procedure that, in the Company's interest and when the time comes, it is advisable to use for the aforementioned purpose of reducing or eliminating the treasury shares acquired. It is not possible to foresee market conditions at any given time, which could be favorable or unfavorable with regard to a single previously established procedure. For this reason, it is considered appropriate for the assessment of the circumstances at any given time to be made by the Company's Board of Directors, which will then decide on the most suitable system

If it is decided to redeem the treasury shares acquired, this results in the need to adopt a resolution to reduce the capital stock. However, as the assessment of the convenience and opportunity of a financial operation of these characteristics must be adopted based on market circumstances at any given time, this requires—in the opinion of this Board of Directors—proposing to the General Meeting of Shareholders the adoption of a capital reduction resolution delegating the Board with the necessary powers for its execution. Such proposal includes the determination of the amount of the capital reduction and whether such amount is to be appropriated either to a restricted reserve or to a freely distributable reserve, in which case the requirements established by the Companies Act must naturally be complied with in order to guarantee creditors. In short, the purpose of this resolution to reduce capital stock is to provide the Company with a suitable instrument in the interest of the Company and its shareholders.

4. FULL TEXT OF THE PROPOSED RESOLUTION TO BE SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS

The full text of the proposed resolution submitted for approval by the General Meeting of Shareholders is as follows:

"***FIVE.*** ***Cancellation of the authorization granted by the General Meeting of Shareholders of May 4, 2023, authorizing the Board of Directors to proceed with the derivative acquisition of treasury stock, directly or through group companies, in accordance with Articles 146 and 509 of the Companies Act, reducing the capital stock to redeem treasury stock and delegating to the Board the necessary powers.***

1. *To rescind the resolution adopted by the General Meeting of Shareholders on May 4, 2023 to authorize the Company, directly or through any of its subsidiaries, for a maximum of five (5) years from the date of this General Meeting of Shareholders, to acquire, at any time and as many times as it deems appropriate, shares of CIE Automotive, S.A., by any means permitted by law, including against profits for the year and unrestricted reserves, all in accordance with Article 146 and related provisions of the Corporate Enterprises Act.*

2. *To rescind the resolution adopted by the General Meeting of Shareholders on May 4, 2023 to the extent not executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury stock acquired by virtue of this authorization or the authorizations made by previous General Meeting of Shareholders, all in accordance with Article 146 and related provisions of the Corporate Enterprises Act, as well as to delegate to the Board of Directors the approval and terms of the execution of the resolutions to dispose of the treasury stock held by the Company at any given time.*

3. *To approve the terms and conditions of these acquisitions, which will be as follows:*

   (a) *The par value of the shares acquired directly or indirectly, added to the par value of the shares already held by the acquiring company and its subsidiaries and, if applicable, by the parent company and its subsidiaries, must not exceed ten percent (10%) of the share capital of CIE Automotive, S.A., in compliance in all cases with the limitations established for the acquisition of treasury stock by the regulatory authorities of the markets where the shares of CIE Automotive, S.A. are admitted to trading.*

   (b) *That the acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in a portfolio, does not have the effect that the equity is less than the capital stock plus the legal or statutory reserves that are not available. For these purposes, equity will be deemed to be the amount classified as such in accordance with the criteria for the preparation of the annual accounts, less the amount of the profits directly allocated thereto, and increased by the amount of the uncalled subscribed capital stock, as well as the amount of the par* *value and the share premiums of the subscribed capital recorded for accounting purposes as liabilities.*

(c) *The acquisition price must not be less than the nominal price or ten percent (10%) higher than the listed price of the shares on the date of acquisition or, in the case of derivatives, on the date of the contract giving rise to the acquisition. Transactions for the acquisition of treasury stock must be carried out in accordance with the rules and customs of the securities markets.*

d) *A restricted reserve equivalent to the amount of treasury stock computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.*

4. *To expressly authorize the Company so that the shares acquired in use of this authorization may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a result of the exercise of option rights held by them, for the purposes laid down in the last paragraph of Article 146.1(a) of the Companies Act.*

5. *To reduce the share capital in order to redeem the treasury stock of CIE Automotive, S.A. that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury stock existing at any given time.*

6. *To delegate to the Board of Directors the enforcement of the foregoing resolution to reduce capital, who may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting of Shareholders, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is delegated so that, in the term and limits established for such enforcement, it may set the date(s) of the specific capital reduction(s) its opportunity and convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 4 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed securities and, in*

> *general, to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.*

It is noted for the record that a report justifying the proposal presented here has been prepared by the directors."

5. FORMULATION AND PUBLICITY OF THE REPORT

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on February 23, 2024. It will be made available to the public (and, in particular, to the Company's shareholders on the occasion of the next ordinary meeting of the General Meeting of Shareholders) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Bilbao, February 23, 2024

PROPOSAL OF AGREEMENT IN RELATION TO ITEM SIX OF THE AGENDA

SIX. Re-election of directors

6.1. Re-election of Mr. Antonio María Pradera Jáuregui as proprietary director for the statutory period of four (4) years.

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

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

6.4. Re-election of Mr. Francisco José Riberas Mera as proprietary director for the statutory period of four (4) years.

6.5. Re-election of Mr. Juan María Riberas Mera as proprietary director for the statutory period of four (4) years.

6.6. Re-election of Ms. María Teresa Salegui Arbizu as proprietary director for the statutory period of four (4) years.

6.7. Re-election of Mr. Shriprakash Shukla as proprietary director for the statutory period of four (4) years.

6.8. Re-election of Mrs. Arantza Estefania Larrañaga as independent director for the statutory period of four (4) years.

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

At the proposal of the Board of Directors, with the favorable report of the Appointments and Compensation Committee:

6.1. Re-elect Mr. Antonio María Pradera Jáuregui, as member of the Company's Board of Directors, as proprietary director for the statutory period of four (4) years.

6.2. Re-elect Mr. Jesús María Herrera Barandiarán, as member of the Company's Board of Directors, as executive director for the statutory period of four (4) years.

6.3. Re-elect Mr. Fermín del Río Sanz de Acedo, as member of the Company's Board of Directors, as executive director for the statutory period of four (4) years.

6.4. Re-elect Mr. Francisco José Riberas Mera, as member of the Company's Board of Directors, as proprietary director for the statutory period of four (4) years.

6.5. Re-elect Mr. Juan María Riberas Mera, as member of the Company's Board of Directors, as proprietary director for the statutory period of four (4) years.

6.6. Re-elect Ms. María Teresa Salegui Arbizu, as a member of the Company's Board of Directors, as proprietary director for the statutory period of four (4) years.

6.7. Re-elect Mr. Shriprakash Shukla, as a member of the Company's Board of Directors, as proprietary director for the statutory period of four (4) years.

6.8. Re-elect Ms. Arantza Estefania Larrañaga, as member of the Company's Board of Directors, as independent director for the statutory period of four (4) years.

6.9. It is resolved to set the number of members of the Board of Directors at thirteen (13), in accordance with Article 23.3 of the bylaws.

It is noted that the report issued by the Appointments and Remuneration Committee and by the Board of Directors has been made available to the shareholders at the time the General Meeting of Shareholders was called.

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF CIE AUTOMOTIVE, S.A. (the "Company") ON (1) THE PROPOSAL FOR THE RE-ELECTION OF AN INDEPENDENT DIRECTOR, SUBMITTED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS FOR SUBMISSION, WHERE APPLICABLE, FOR APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS AT ITS NEXT ANNUAL MEETING, AND (2) PROPOSAL FOR THE RE-ELECTION OF CERTAIN CURRENT DIRECTORS REPRESENTING SIGNIFICANT SHAREHOLDERS AND EXECUTIVE DIRECTORS, SUBJECT TO THE REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE PRIOR TO ITS SUBMISSION FOR APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS AT ITS NEXT ANNUAL MEETING.

1. SUBJECT OF THIS REPORT.

This report (the **"Report"**) is issued in accordance with and for the purpose of Article 529 decies of Royal Legislative Decree 1/2010, of July 2, which approves the consolidated text of the Companies Act (the "**Companies Act**") and Articles 23 and 24 of the Board Regulations, which establish that the Board of Directors is responsible for making proposals for the appointment of directors (other than independent directors) to be submitted for approval by the General Meeting of Shareholders (the "**General Meeting**").

2. REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL FOR RE-ELECTION OF AN INDEPENDENT DIRECTOR SUBMITTED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS FOR SUBMISSION, WHERE APPLICABLE, FOR APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS AT ITS NEXT ANNUAL MEETING.

In connection with the proposal for the re-election of Ms. Arantza Estefanía Larrañaga as independent director, submitted by the Appointments and Remuneration Committee to the Board of Directors for submission, where applicable, for approval by the General Meeting of Shareholders at its next Annual Meeting, the Board of Directors has received and analyzed the report issued on today's date by the Appointments and Remuneration Committee and, in view of and based on its contents, is in favor of submitting the proposal made by the Appointments and Remuneration Committee for approval by the General Meeting of Shareholders at its next Annual Meeting.

3. PROPOSAL FOR THE RE-ELECTION OF CERTAIN CURRENT NON-INDEPENDENT DIRECTORS, SUBJECT TO THE REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE PRIOR TO ITS SUBMISSION FOR APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS AT ITS NEXT ANNUAL MEETING, AND JUSTIFICATION OF THE PROPOSAL.

At its meeting held on today's date, the Board of Directors adopted the resolution to propose the re-election of Messrs. Antonio María Pradera Jauregui, Francisco José Riberas Mera, Juan María Riberas Mera, Shriprakash Shukla and Ms. María Teresa Salegui Arbizu, as proprietary directors, and Messrs. Jesús María Herrera Barandiarán and Fermín del Río Sanz de Acedo, as executive directors (all of them, the "**Directors**"), for the statutory term to be submitted for approval by the General Meeting of Shareholders at its next Annual Meeting.

The above resolution was adopted in the context of the forthcoming expiration of the term for which the Directors were last appointed by the General Meeting of Shareholders held on April 29, 2020, at which all of them were re-elected for the statutory term of four (4) years.

In their adoption, the Board of Directors has mainly taken into account the performance of each Director and their impact on the Company's business performance in recent years, as well as their current knowledge of the Company's business and the general and particular circumstances applicable to it on a daily basis.

The professional profiles of the directors are available to the public on the Company's website at https://www.cieautomotive.com/web/investors-website/consejo-de-administracion

It is noted for the record that the resolution of the Board of Directors regarding the Directors has been adopted on the basis of and in accordance with the Policy for the Selection of Candidates for Directors and Diversity on the Board of Directors. It is also noted that the re-election proposals have been approved by means of separate resolutions (on a director-by-director basis), where each director abstained from taking part in the discussions regarding their proposal for re-election.

On today's date, the proposal is subject to the report of the Appointments and Remuneration Committee.

In this context, it is also noted that the Board of Directors has not proposed the re-election of Mr. Jacobo Llanza Figueroa as a member of the Board of Directors. He is thanked expressly for services rendered to the Company during his term of office. As a consequence of this circumstance, it is proposed that, if the suggested re-elections are approved, the General Meeting of Shareholders should set the number of members of the Board of Directors at thirteen (13) in accordance with Article 23.3 of the bylaws.

CIE Automotive

3. FORMULATION AND PUBLICITY OF THE REPORT.

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on February 23, 2024. It will be made available to the public (and, in particular, to the Company's shareholders at the next Annual Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Bilbao, February 23, 2024

REPORT PRESENTED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF CIE AUTOMOTIVE, S.A. (THE "COMPANY") IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF AN INDEPENDENT DIRECTOR, SUBMITTED TO THE BOARD OF DIRECTORS FOR APPROVAL, WHERE APPLICABLE, BY THE GENERAL MEETING OF SHAREHOLDERS AT ITS NEXT ANNUAL MEETING.

1. SUBJECT OF THIS REPORT.

This report (the "Report") is issued pursuant to and for the purpose of Article 529decies and 529quindecies c) of the Companies Act, Article 18 of the Regulations of the Board of Directors and Article 3.(e) of the Regulations of the Appointments and Remuneration Committee, which establishes that the Appointments and Remuneration Committee is responsible for submitting proposals to the Board of Directors for the re-election of independent directors to be submitted for approval by the General Meeting of Shareholders.

2. PROPOSAL AND JUSTIFICATION OF THE PROPOSAL.

At its meeting today, the Appointments and Remuneration Committee agreed to submit to the Board of Directors the proposal for the re-election of Ms. Arantza Estefania Larrañaga as independent director of the Company for the statutory term, to be submitted for approval by the General Meeting of Shareholders at its next Annual Meeting.

The last appointment of Ms. Arantza Estefania Larrañaga as a director of the Company was approved by the General Meeting of Shareholders (re-election) at its meeting of April 29, 2020 for the statutory term of four (4) years. Consequently, as the term for which she was appointed is about to expire, the Appointments and Remuneration Committee has been considering in recent weeks whether or not to propose her re-election.

In this context of considering her re-election, the Appointments and Remuneration Committee has separately re-assessed the competence, experience, merits, suitability and honorability of the director, together with the requirements of her independence and her qualification as an independent director. For such purposes, the Appointments and Remuneration Committee has followed a dual approach, in which (a) it has compared these circumstances at the present time with the circumstances at the time of her initial appointment and subsequent reappointments (i.e., performing a dynamic and relative study, reviewing her development over time) and, (b) the circumstances as of today have been analyzed, disregarding previous factors and considering the independent director as a candidate for a hypothetical first appointment (i.e., performing a static and absolute study, reviewing certain conditions at a specific point in time).

In conclusion, the Appointments and Remuneration Committee has resolved to propose the re-election of Ms. Arantza Estefania Larrañaga as an independent director of the Company for the statutory term.

Professional profiles

The professional profile of Ms. Arantza Estefania Larrañaga is available to the public on the Company's website at https://www.cieautomotive.com/web/investors-website/consejo-de-administracion.

It is noted for the record that the report of the Appointments and Renumeration Committee is issued on the basis of and in accordance with the Policy for the Selection of Candidates for Directors and Diversity on the Board of Directors. It is also noted for the record that, in accordance with section 3 of the current directors remuneration policy, Ms. Arantza Estefania Larrañaga, as an independent director and in her capacity as such, will be entitled to receive a fixed annual allowance.

Finally, it is also noted that Ms. Arantza Estefania Larrañaga has abstained from participating in the discussions regarding the proposal for her re-election.

3. PUBLICITY OF THE REPORT.

Should the Board of Directors resolve to submit the above proposal for approval by the General Meeting of Shareholders, this Report will be made available to the public (in particular, to the Company's shareholders on the occasion of the next Annual Meeting) through publication on the Company's website, in accordance with applicable legal, statutory and regulatory terms.

Bilbao, February 23, 2024

REPORT PRESENTED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF CIE AUTOMOTIVE, S.A. (THE "COMPANY") IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF CERTAIN CURRENT NON-INDEPENDENT DIRECTORS, WHICH IS MADE BY THE BOARD OF DIRECTORS TO BE SUBMITTED, WHERE APPLICABLE, FOR APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS AT ITS NEXT ANNUAL MEETING.

1. SUBJECT OF THIS REPORT.

This report (the "Report") is issued pursuant to and for the purpose of Article 529decies and 529quindecies d) of the Companies Act, Article 18 of the Regulations of the Board of Directors and Article 3.(f) of the Regulations of the Appointments and Remuneration Committee, which establishes that the Appointments and Remuneration Committee is responsible for reporting on the proposals of the Board of Directors regarding the re-election of non-independent directors prior to their submission for approval by the General Meeting of Shareholders.

2. REPORT AND JUSTIFICATION OF THE REPORT.

At its meeting held on today's date, the Appointments and Remuneration Committee analyzed the proposal of the Board of Directors, consisting of the re-election of Messrs. Antonio María Pradera Jauregui, Francisco José Riberas Mera, Juan María Riberas Mera, Shriprakash Shukla and Ms. María Teresa Salegui Arbizu as proprietary directors, and Messrs. Jesús María Herrera Barandiarán and Fermín del Río Sanz de Acedo as executive directors (all of them, the **"Directors**") for the statutory term, to be submitted for approval by the General Meeting of Shareholders at its next Annual Meeting.

The Board of Directors' proposal is made in the context of the forthcoming expiration of the term for which the Directors were last appointed by the General Meeting of Shareholders held on April 29, 2020, at which all of them were re-elected for the statutory term of four (4) years.

In view of the above, completed today with the formal proposal of the Board of Directors and its justification, the Appointments and Remuneration Committee has been considering in recent weeks the advisability of his re-election or not. For clarification purposes, although the Report is issued in relation to all the Directors, the assessment of the Appointments and Remuneration Committee has been a separate assessment: in other words, it has not made a joint analysis of the re-election of all the Directors, but rather individual assessments on a director-by-director basis without the conclusions reached in relation to one of them having affected or influenced the conclusions reached in relation to the others.

In this context of considering their re-election, the Appointments and Remuneration Committee has separately re-assessed the competence, experience, merits, suitability and honorability of all the directors, as well as the requirements of their independence and their qualification as proprietary or executive directors, as the case may be. For such purposes, the Appointments and Remuneration Committee has followed a dual approach, in which (a) it has compared these circumstances at the present time with the circumstances at the time of her initial appointment and subsequent reappointments (i.e., performing a dynamic and relative study, reviewing her development over time) and, (b) the circumstances as of today have been analyzed, disregarding previous factors and considering the directors as candidates for a hypothetical first appointment (i.e., performing a static and absolute study, reviewing certain conditions at a specific point in time).

In conclusion, the Appointments and Remuneration Committee has resolved to report favorably on the re-election of all the directors as proposed by the Board of Directors.

It is noted for the record that the report of the Appointments and Renumeration Committee is issued on the basis of and in accordance with the Policy for the Selection of Candidates for Directors and Diversity on the Board of Directors.

It is also noted for the record that Mr. Francisco José Riberas Mera has abstained from participating in the deliberations related to the proposal for his reelection.

3. PUBLICITY OF THE REPORT.

This Report will be made available to the public (in particular, to the Company's shareholders on the occasion of the next Annual Meeting) through publication on the Company's website, in accordance with applicable legal, statutory and regulatory terms.

Bilbao, February 23, 2024

PROPOSED RESOLUTION RELATING TO ITEM SEVEN ON THE AGENDA

"SEVEN. Approval of the Directors' Remuneration Policy 2025-2027.

In accordance with Article 529 novodecies of the Companies Act, to approve the Directors' Remuneration Policy for the period 2025-2027, applicable as from approval by the general Meeting of Shareholders, the full text of which, together with the mandatory report of the Appointments and Remuneration Committee, is included in the Board of Directors' explanatory report made available to the shareholders as part of the documentation relating to the Ordinary General Meeting of Shareholders.

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF CIE AUTOMOTIVE, S.A. IN RELATION TO THE RESOLUTION REFERRED TO IN POINT SEVEN OF THE AGENDA OF THE ANNUAL MEETING.

1. SUBJECT OF THIS REPORT.

Article 529.novodecies of the current Companies Act requires, among other requirements, a reasoned report from the Board of Directors and the Appointments and Remuneration Committee regarding the directors' remuneration policy.

The purpose of this report is to comply with the aforementioned regulation, which is prepared by the Board of Directors of CIE Automotive, S.A. ("**CIE Automotive**" or the “**Company**”) to justify the proposal, submitted for approval at the General Meeting of Shareholders convened for May 8, 2024, at 12:30 p.m. at first call, and the following day, May 9, 2024, at the same time, at second call, under item seven of the agenda.

2. JUSTIFICATION OF THE PROPOSAL.

The remuneration policy (the "**Remuneration Policy**" or the "**Policy**") for directors proposed by the Appointments and Remuneration Committee for the 2025-2027 period is a continuation of the Directors' Remuneration Policy in place up to the current date.

This Remuneration Policy is intended to be a tool to ensure the presence of talent, effort and value creation in the Company's management body. It is designed to attract and retain the best directors, encourage their efforts, foster their creativity and leadership and ensure that their interests are aligned with those of CIE Automotive's shareholders.

To this end, the policy for which approval is sought from the General Meeting of Shareholders is based on the following principles:

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.

In this way, the mechanisms for the remuneration of directors in their capacity as directors, and of directors who have executive functions, are proposed.

With regard to the directors in their condition as such, it is decided to only remunerate directors who have a special dedication to the Company.

With regard to the Chief Executive Officer (director with executive functions), a remuneration plan is continued to encourage his motivation and commitment over time, and his excellent performance in recent years is rewarded in an extraordinary way, all under the following parameters:

a) 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.

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

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

d) 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.

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

f) 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.

As a result of the application of the above principles and as justified in the policy, and as the main new item with regard to the current Remuneration Policy, it is also proposed to adjust the remuneration (fixed and short-term variable) of the

Chief Executive Officer so that he may comply with the aforementioned principles.

In conclusion to the foregoing, and taking into account the proposal issued for this purpose by the Appointments and Remuneration Committee, the Board of Directors of CIE Automotive proposes that, in continuity with the existing one, a remuneration policy for the members of the Board of Directors be articulated.

3. FULL TEXT OF THE PROPOSED RESOLUTION SUBMITTED FOR THE DELIBERATION AND DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS.

*"**SEVEN.** **Approval of the Directors' Remuneration Policy 2025-2027.***

In accordance with Article 529 novodecies of the Companies Act, to approve the Directors' Remuneration Policy for the period 2025-2027, applicable as from approval by the general Meeting of Shareholders, the full text of which, together with the mandatory report of the Appointments and Remuneration Committee, is included in the Board of Directors' explanatory report made available to the shareholders as part of the documentation relating to the Ordinary General Meeting of Shareholders.

4. REPORT OF THE APPOINTMENTS AND COMPENSATION COMMITTEE ON THE PROPOSED DIRECTORS' REMUNERATION POLICY

"REPORT JUSTIFYING THE REMUNERATION POLICY OF THE DIRECTORS OF CIE AUTOMOTIVE, S.A.

1. INTRODUCTION

The purpose of the Directors' Remuneration Policy (the "Policy") of CIE Automotive S.A. ("**CIE Automotive**" or the "**Company**") proposed by the Appointments and Remuneration Committee of CIE Automotive to the Board of Directors of CIE Automotive for consideration by the General Meeting of Shareholders is to describe and update the various elements of the remuneration policy for the directors of CIE Automotive (both directors as such and executive directors), as well as the main conditions that the contracts of executive directors must observe, adapted to the circumstances and characteristics of the composition of the Board of Directors of CIE Automotive.

The issuance of this report complies with section 4 of article 529 novodecies of the Companies Act.

2. JUSTIFICATION OF THE PROPOSAL

The new Directors' Remuneration Policy represents a continuity with regard to the existing policy to date and in any case seeks to be a tool to ensure the presence of talent, effort and value creation in the Company's management body. It was designed to attract and retain the best directors, encourage their efforts, foster their creativity and leadership and ensure that their interests are aligned with those of CIE Automotive's shareholders.

The new Policy also contains an update of the existing policy to the update of the directors' remuneration and, specifically, that which relates to the fixed and short-term variable remuneration of the Chief Executive Officer.

The Appointments and Compensation Committee considers that the proposed Directors’ Remuneration Policy submitted to the Board of Directors complies with the functions reserved by the Corporate Enterprises Act for this instrument, as well as with the recommendations contained in the Code of Good Governance for Listed Companies approved by the Spanish Securities and Exchange Commission regarding compensation, which are directly applicable to the characteristics of CIE Automotive as a listed company, and with the good governance recommendations generally recognized in international markets in this area.

The text of the proposed Directors' Remuneration Policy for the period 2025-2027 is as follows:

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 Companies Act (the "**LSC**"), 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 LSC, 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 24. 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 non-executive 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 remuneration 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:

(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 non-competition 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 regulations

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.

Bilbao, February 23, 2024

PROPOSED RESOLUTION RELATING TO ITEM EIGHT OF THE AGENDA

EIGHT. **Approval of modifications to the terms of the long-term variable remuneration linked to the evolution of the share of which the Chief Executive Officer is the beneficiary.**

In accordance with the Directors' Remuneration Policy subject to approval under item seven of the agenda, and subject to its effective approval by the Ordinary General Meeting of Shareholders, it is resolved to amend certain terms of the long-term incentive based on the increase in value of the shares of CIE Automotive, S.A. in favor of the Chief Executive Officer approved by the General Meeting of Shareholders of April 28, 2018 and amended by the General Meeting of Shareholders of May 5, 2021 and May 4, 2023.

The modification is part of the policy applicable to the Chief Executive Officer's remuneration. Insofar as he has received an extraordinary remuneration in 2023 as a result of exceptional circumstances and that the Remuneration Policy submitted for approval proposes a new fixed remuneration, it is also considered appropriate to adjust the long-term incentive level. To date, the level of the incentive was €34.00, from now on the incentive will apply only when the shares reach €45.00.

Accordingly, it is agreed to modify the section "*Determination of the Incentive*" to read as follows:

"*III. Determination of the Incentive.*

The Beneficiary will be entitled to receive, on the dates indicated below, a long-term variable remuneration consisting of the amount in Euros (€) resulting from the application of the following formula:

Incentive in each Reference Period = 1,450,000 x (Listed value - Initial Value)

where

- *Initial value corresponds to the amount of* ***€45.00*** *per share.*
- *The share price is equal to the average market price of the CIE Automotive, S.A. share in the period of thirty (30) calendar days that, in each Reference Period, the Chief Executive Officer determines as the calculation period for the purposes of the Incentive.*

For calculation purposes, the average trading value will be calculated by dividing the sum of the cash traded in CIE Automotive shares in the thirty (30) calendar day reference period and the sum of the total number of securities traded on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges during the aforementioned thirty (30) calendar day reference period.

- *Reference Period corresponds, at the Beneficiary's choice, to the thirty (30) calendar day period referred to above, in the dates between any of (i) April 1, 2023 and September 30, 2023; (ii) January 1, 2024 and June 30, 2024; (iii) October 1, 2024 and March 31, 2025; (iv) July 1, 2025 and December 31, 2025; (v) April 1, 2026 and September 30, 2026 and (vi) January 1, 2027 and December 31, 2027.*

The Beneficiary may therefore apply the Incentive partially and—under the terms indicated below—in any of the Reference Periods.

For the application of the Incentive in each of the Reference Periods, the following circumstances will apply:

- *In the application of the Incentive in each of the Reference Periods subsequent to the first application of the Incentive, the Contribution Value taken for the purpose of calculating the Incentive in the previous Reference Period will be taken as the initial Value.*

- *If, at the time of applying the Incentive, the Contribution Value—as defined previously—is lower than the Initial Value (or the application value of the Incentive in the previous Reference Period in which the Incentive was applied partially), the Chief Executive Officer would not be entitled to receive any Incentive in such Reference Period, without prejudice to the possibility of exercising the Incentive in the following Reference Period (this right is not lost due to the fact of not being able to apply the Incentive in any Reference Period).*

PROPOSAL OF AGREEMENT REGARDING ITEM NINE OF THE AGENDA

NINE. Setting the maximum amount of the remuneration of directors in their condition as such for the current year.

The directors' remuneration policy establishes a fixed annual allowance payable exclusively in favor of those non-executive directors who have a special dedication to the Company, i.e., (i) the Chairman of the Board of Directors, and (ii) the independent directors. In this regard, to set the maximum aggregate amount of this remuneration for the year ended December 31, 2024 at 1,800,000 euros.

In accordance with the current directors' remuneration policy, it will be left to the discretion of the Board of Directors to establish the frequency with which the annual allowance is paid and, except as provided in this section and in Article 24 of the Bylaws, respecting the freedom of configuration reserved by law to the Board of Directors. The Board will be responsible for setting the final amount in accordance with the maximum amount approved and distributing it among the Chairman and the independent directors as it deems most appropriate in accordance with the current directors' remuneration policy.

It is noted that this proposal has received a favorable report from the Appointments and Remuneration Committee.

PROPOSAL OF AGREEMENT IN RELATION TO ITEM TEN OF THE AGENDA

TEN. **Submission of the Annual Report on Remuneration of Directors of CIE Automotive, S.A. to the General Meeting of Shareholders on a consultative basis.**

The Company's Board of Directors at its meeting held on February 23, 2024, following a report from the Appointments and Remuneration Committee, has prepared the Annual Report on Directors' Remuneration for the purposes laid down in Article 541 of the Companies Act.

In accordance with the aforementioned precept, this Annual Report on Directors' Remuneration is submitted to a vote, on a consultative basis and as a separate item on the agenda.

It is proposed to the Annual Meeting to vote on a consultative basis on the Annual Remuneration Report that has been made available to the shareholders.

PROPOSAL OF AGREEMENT IN RELATION TO ITEM ELEVEN OF THE AGENDA

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

To empower all members of the Board of Directors and, in particular, the Chairman and the Secretary (non-director) of the Board of Directors, with express power of sub-delegation, so that any of them, jointly and severally, may carry out as many acts as may be necessary or appropriate for the enforcement, implementation, effectiveness and successful completion of the resolutions adopted and, in particular, for the following acts, without limitation:

a) to appear before a notary public and execute on behalf of the Company any public deeds as may be necessary or advisable in connection with the decisions adopted by the General Meeting of Shareholders, and may appear, as the case may be, before the corresponding Spanish Mercantile Registry or before any other registries and carry out such acts as may be necessary or advisable for the effective registration of the decisions adopted by the General Meeting of Shareholders;

b) to clarify, specify, correct and complete the decisions adopted and resolve any doubts or aspects that may arise, correcting and completing any defects or omissions that may prevent or hinder the effectiveness or registration of the corresponding decisions;

c) to take such resolutions as may be necessary or required for the enforcement and implementation of the decisions adopted, and to execute any public and private documents and carry out any acts, legal transactions, contracts, declarations and operations as may be appropriate for the same purpose; and

d) to grant any other public or private documents that may be necessary or appropriate for the enforcement, implementation, effectiveness and successful completion of all resolutions adopted by the General Meeting of Shareholders, without any limitation whatsoever.