



GENERAL SHAREHOLDERS' MEETING 2020

Proxies and voting card

Proxies and voting card for the Ordinary General Shareholders' Meeting of GESTAMP AUTOMOCIÓN, S.A. (the "Company") to be held online, at 12:00 p.m. on 25 June 2020 on first call, and should the required quorum not be met, at the same time and through the same method, on 26 June 2020 on second call (it being expected to hold the Meeting on first call).

SHAREHOLDER INFORMATION

The shareholder wishing to exercise any of the rights set out in this card (proxies and distance voting) must fill in the information requested in the following table:

Table with 2 columns: Field name (First name, Surname(s), Tax identification number (NIF/CIF), Number of shares, Securities Account Code) and empty input box.

PROXIES

The shareholder who owns the shares indicated above in the section "Shareholder information" grants the proxy to (please check only one box):

- 1. [ ] The Chairman of the General Shareholders' Meeting.
2. [ ] Mr/Ms..... tax identification number (NIF/CIF).....

In the event that the person to whom the proxy has been granted is not appointed by name, the proxy shall be understood to have been granted to the Chairman of the General Shareholders' Meeting.

So as to provide your voting instructions, please check the corresponding box in the following table with a cross. In the event that any of the aforementioned boxes have not been checked, the representative will vote in favour of the proposed resolutions drawn up by the Board of Directors.

Table with 12 columns: Item on the Agenda, 1st, 2nd, 3rd, 4th, 5th, 6th, 7th, 8th, 9th, 10th, 11th. Rows: In favour, Against, Abstention.

The proxy will be applied to proposed resolutions regarding matters not included in the attached Agenda, in connection with which the representative will vote in the manner they understand to be most favourable to the represented party's interests, unless the following box is checked as NO, in which case it will be understood that the shareholder instructs the proxy to abstain in connection with said proposed resolutions: NO [ ]

Under the provisions set forth in Articles 523 and 526 of the Companies Act (LSC), it is hereby reported that the Chairman of the Board of Directors, as well as any other members of the Board of Directors, may be subject to a conflict of interest in connection with: (i) the fourth, fifth and sixth items on the Agenda, only in the specific case of the director whose ratification and re-election is proposed; (ii) the seventh and eight items on the Agenda regarding the directors' remuneration; and (iii) the circumstances set out in sections b) or c) of Article 526.1 LSC, (dismissal or removal of directors and exercise of the derivative action) that could be presented off the Agenda under the Act. In connection with the foregoing, if the represented party has not provided specific voting instructions, the proxy, unless expressly indicated otherwise below, will be understood to have been granted to the Secretary of the General Shareholders' Meeting. Check the following box NO only if you do not authorise the substitution (in which case, it will be understood that the shareholder instructs the representative to abstain): NO [ ]

Shareholder's signature:

Proxy's signature:

In ....., on ..... of ..... 2020.

In ....., on ..... of ..... 2020.

Email address of the proxy when not granted in favour of the Chairman or the Secretary of the Board of Directors:.....

DISTANCE VOTING

The shareholder who owns the shares indicated above in the "Shareholder information" section will exercise their right to vote in favour of all the proposed resolutions drawn up by the Board of Directors in connection with the items on the attached Agenda, unless a different vote is indicated below (please check the corresponding boxes with a cross):

Table with 12 columns: Item on the Agenda, 1st, 2nd, 3rd, 4th, 5th, 6th, 7th, 8th, 9th, 10th, 11th. Rows: In favour, Against, Abstention.

Unless expressly indicated otherwise in the form indicated below, and in connection with the proposed resolutions not drawn up by the Board of Directors or any items not included in the attached Agenda, the proxy will be understood to have been granted in favour of the Chairman of the General Shareholders' Meeting, under the rules on voting in the case of no instructions and in cases of conflict of interests included in the "Proxy" section of this card. Check the following box NO only if you oppose the proxy (in which case it will be understood that the shareholder abstains in connection with said proposed resolutions): NO [ ]

Shareholder's signature:

In ....., on ..... of ..... 2020.

### **RIGHT TO ATTEND**

In accordance with the provision 12 of the By-laws, the owners of shares registered in the corresponding share book entry at least five (5) days before the date on which the Meeting is to be held will be entitled to attend the General Shareholders' Meeting. In view of the situation created by the COVID-19 pandemic, and in accordance with *Royal Decree-Law 8/2020, of 17 March, on extraordinary urgent measures to deal with the economic and social impact of COVID-19* and with the *Considerations issued by the Spanish Stock Exchange Commission on General Meetings of listed companies as a result of COVID-19* the Company's Board of Directors has decided that the holding of the General Meeting must be performed exclusively by online means, to safeguard the health and safety of shareholders, employees and other persons involved in preparing and holding the General Meeting. This will enable shareholders and proxies to connect in real time and take part remotely on the same day the General Meeting is held, following the terms and conditions set forth in the notice of the call or at the Company's website ([www.gestamp.com](http://www.gestamp.com)).

### **RIGHT TO PROXIES**

In accordance with the provisions set forth in Article 12 of the By-laws and Article 10 of the Regulations on the General Shareholders' Meeting, any shareholder who is entitled to attend may be represented at the General Shareholders' Meeting by another person, even if the latter is not a shareholder, with the proxy being granted in writing and specifically for the Meeting. The proxy must be accredited by the shareholder by sending to the Company the proxy and voting card with the "Shareholder Information" and "Proxies" sections duly filled in, or the relevant card issued by the institutions responsible for keeping the share book entry. The document through which the proxy was granted must be signed by the shareholder and their signature must be notarised or recognised by the relevant depository institution. The proxy must be accepted by the representative, without which the proxy cannot be exercised. To this end, the representative must also sign the document through which the proxy was granted and include its email address therein for the purpose of its registry. Also, in cases of legal representation, the powers of the signatory proxy in the name and on behalf of the shareholder must be verified through the delivery of an uncertified copy of the aforementioned power of attorney. Representatives of shareholders that are legal entities must also send a scanned copy of their authorisation or the means by which they are authorised to represent that legal entity to the address below. Document through which the proxy was granted together with all the state supporting documentation may be sent to the Company by email ([accionistas@gestamp.com](mailto:accionistas@gestamp.com)) or -sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2020) - by post to (i) the offices in Madrid (Calle Alfonso XII 16, 28014, Madrid) or, alternatively, to (ii) the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia). Proxies granted may be issued as of the date of publication of the call and must be received by the Company at least forty eight (48) hours before the time scheduled for holding the General Shareholders' Meeting, that is, before 12:00 p.m. (CEST) on 23 May 2020. Proxies granted may be rendered ineffective by the shareholder's express revocation effected by the same means as used to grant the proxy, within the term established for granting it, or by the shareholder's remote attendance at the General Shareholders' Meeting. The proxy will be understood to have been granted to the Chairman of the General Shareholders' Meeting in the event that the shareholder who granted their proxy did not identify the person to whom the proxy was granted.

The person in whose favour the proxy is granted by post must exercise the proxy by attending the Meeting remotely. To this purpose, notwithstanding the terms set forth under this section, terms on preregistration, connection, speaking and asking set forth under section "Right to attend" of the notice of the call and at the Company's website ([www.gestamp.com](http://www.gestamp.com)) shall also extend to representatives.

### **VOTING RIGHT DURING THE GENERAL SHAREHOLDERS' MEETING**

Votes may be cast on proposals relating to agenda items by following the instructions on the Company's website from when shareholders or their proxies connect to the General Meeting and until the Chairman or, as applicable, the Secretary, announces that voting on proposed resolutions has ended. With regard to proposed resolutions on matters that do not have to be included in the agenda, those attending by remote means may cast their votes from the time those proposals are read out for a vote to be taken.

### **VOTING BY POST**

Shareholders may exercise their voting right by post. To this effect, shareholders must sign this proxy and voting card with the "Shareholder Information" and "Distance voting" sections duly filled in, or the card issued by the entity or entities responsible for keeping the share book entry, stating their vote by checking the corresponding box with a cross, under the terms set out in the By-laws, in the Regulations of the General Shareholders' Meeting, in the terms set out in the convening notice and on the Company's website ([www.gestamp.com](http://www.gestamp.com)).

The document through which the proxy was granted must be signed by the shareholder and their signature must be notarised or recognised by the relevant depository institution and delivered to the Company. Votes cast by post must be sent to the Company by email ([accionistas@gestamp.com](mailto:accionistas@gestamp.com)) or -sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2020) - by post to (i) the offices in Madrid (Calle Alfonso XII 16, 28014, Madrid) or, alternatively, to (ii) the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia). Votes must have been received by the Company at least 24 hours before the time scheduled for holding the General Shareholders' Meeting on first call, that is, before 12:00 p.m. on 25 June 2020.

### **GENERAL SHAREHOLDERS' MEETING AGENDA**

- 1st.- **Consideration and approval, where appropriate, of the financial statements and management report for Gestamp Automoción, S.A. and the financial statements and management report for its consolidated group for the 2019 financial year, as well as the management of the Board of Directors over the 2019 financial year.**
- 2nd.- **Consideration and approval, where appropriate, of the consolidated non-financial information for the 2019 financial year.**
- 3rd.- **Consideration and approval, where appropriate, of the proposed allocation of profit for the 2019 financial year.**
- 4th.- **Ratification of the appointment through the co-option method and re-election of Mrs. Concepción Rivero Bermejo as a member of the Board of Directors.**
- 5th.- **Ratification of the appointment through the co-option method and re-election of Mr. Tomofumi Osaki as a member of the Board of Directors.**
- 6th.- **Ratification of the appointment through the co-option method and re-election of Mr. Norimichi Hatayama as a member of the Board of Directors.**
- 7th.- **Approval of the Remuneration Policy for the Company's directors for the years 2020-2022.**
- 8th.- **Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of the Company.**
- 9th.- **Re-election of Ernst & Young, S.L. as the auditors of the Company and its consolidated group for the year 2020.**
- 10th.- **Delegation of powers to formalise, interpret, remedy and implement the resolutions adopted by the Ordinary General Shareholders' Meeting.**
- 11th.- **Approval of the minutes of the meeting.**