

*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

**REPORT ISSUED BY THE NOMINATION AND COMPENSATION COMMITTEE OF GESTAMP AUTOMOCIÓN, S.A. REGARDING THE RATIFICATION AND RE-ELECTION OF A MEMBER TO THE BOARD OF DIRECTORS**

**1. BACKGROUND**

With effects from March 31, 2020, Mr. Katsutoshi Yokoi, notified Gestamp Automoción, S.A. (the “**Company**”) of his resignation from the Company's Board of Directors, where he held the position of Proprietary Director, appointed at the proposal of Acek Desarrollo y Gestión Industrial, S.L.

To fill the vacancy created on the Board of Directors by the resignation of Mr. Katsutoshi Yokoi, Acek Desarrollo y Gestión Industrial, S.L., exercising its right of proportional representation, proposed the appointment of Mr. Norimichi Hatayama as a Board member through the co-option method, proposal that was passed by the Board on April 1, 2020 prior favourable report issued by the Nomination and Compensation Committee which also issued a supporting report which is annexed as **Exhibit I**. Acek Desarrollo y Gestión Industrial, S.L. made this proposal at the request of Mitsui & Co. Ltd., in accordance with the rights held by this company under the shareholders' agreement entered into by Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd. and Gestamp 2020, S.L. (Clause 7.1.(b)), reported to Spain's National Securities Market Commission (CNMV) on 7 April 2017.

The Board is scheduled to proceed with the proposal on the ratification and re-election of Mr. Norimichi Hatayama for the approval of the Ordinary General Shareholders' Meeting.

**2. PURPOSE OF THIS REPORT**

In accordance with article 41.1 of the Regulations of the Board of Directors, the Company's Nomination and Compensation Committee has prepared this report on the foreseen proposal of ratification and re-election of Mr. Norimichi Hatayama to be submitted by the Board for the approval of the Ordinary General Shareholders' Meeting.

**3. ANALYSIS OF THE PROPOSED CANDIDATE AND CONCLUSION**

The Commission has verified that no legal or statutory incompatibility or prohibition applies to the candidate and that there is no conflict of interest with the Company.

Also, the Commission confirms its past conclusion made on the appointment of Mr. Norimichi Hatayama as member of the Board of Directors through co-option method.

In this sense, the Commission concludes that Mr. Norimichi Hatayama has the suitability, availability, competency, experience and merits required to hold the position of member of



*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

the Board of Directors of the Company and it issues this report for the purpose of her ratification and re-election by the General Shareholders' Meeting.

*Madrid, 18 May 2020*



*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

**Exhibit I**

**(Supporting report issued by the Nomination and Compensation Committee on the appointment through the co-option method of a member of the Board)**

*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

**REPORT ISSUED BY THE NOMINATION AND COMPENSATION COMMITTEE OF GESTAMP AUTOMOCIÓN, S.A. REGARDING THE APPOINTMENT THROUGH THE CO-OPTION METHOD OF A MEMBER TO THE BOARD OF DIRECTORS**

**1. BACKGROUND**

Mr. Katsutoshi Yokoi has written to Gestamp Automoción, S.A. (the "**Company**") to announce his resignation from the Company's Board of Directors, where he holds the position of Proprietary Director, appointed at the proposal of the shareholder Acek Desarrollo y Gestión Industrial, S.L. His resignation took effect on 31 March 2020.

To fill the vacancy created on the Board of Directors by the resignation of Mr. Katsutoshi Yokoi, Acek Desarrollo y Gestión Industrial, S.L., exercising its right of proportional representation, has proposed the appointment of Mr. Norimichi Hatayama as a Board member. Acek Desarrollo y Gestión Industrial, S.L. made this proposal at the request of Mitsui & Co. Ltd., in accordance with the rights held by this company under the shareholders' agreement entered into by Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd. and Gestamp 2020, S.L. (Clause 7.1.(b)), reported to Spain's National Securities Market Commission (CNMV) on 7 April 2017.

The Company's Board of Directors is scheduled to decide today on this proposal and, if applicable, to proceed with the appointment through the co-option method of Mr. Norimichi Hatayama to the Board of Directors, as a Proprietary Director. In case of appointment through co-option method.

**2. PURPOSE OF THIS REPORT**

In accordance with article 41.1(f) of the Regulations of the Board of Directors, the Company's Nomination and Compensation Committee has prepared this report on the proposed appointment through the co-option method of Mr. Norimichi Hatayama to the Board of Directors, as Proprietary Director, for discussion by the Board of Directors.

**3. ANALYSIS OF THE PROPOSED CANDIDATE**

In its analysis, the Nomination and Compensation Committee has assessed the adequacy, availability, competency, experience and merits of the proposed candidate. Mr. Norimichi Hatayama professional profile is as follows:

*Mr. Norimichi Hatayama has a bachelor's degree in Arts from the Tokyo University of Foreign Studies (TUFS), and he holds an International Student Program from the Tecnológico de Monterrey University, Mexico.*

*He has a wide professional experience in the steel sector, with more than 20 years working for Mitsui Group, through different positions worldwide. He is the General Manager of the*

*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

*Automotive Parts Department of the division of the same name. He started his professional career in 1998 at Mitsui, holding different positions at the Bar, Shapes & Rails Division, as well as, at the Flat Rolled Steel Overseas Division, in Tokyo. From 2009 to 2015 he was Assistant General Manager of the Steel Product Division for the Middle East, Chief Representative of Al-Khobar Office and General Manager of the Metal Department of the Saudi Arabia branch of Mitsui. After that, and before holding his current position, he was appointed General Manager of the Rail Overseas Department of the Pipe, Plate, & Rail Overseas Division.*

*He is also Director of certain companies of Acek Group (including companies of the Gestamp Automoción Group).*

In this respect, the Nomination and Compensation Committee, in compliance with the Selection Policy and the Knowledge Guidelines, gives a positive assessment of the following:

- (i) his extensive experience in managerial roles;
- (ii) his professional background in areas relevant to the Company, specifically in the steel sector (main raw material of the Gestamp Group);
- (iii) his experience in international settings, as the candidate has worked in various roles for the multinational Mitsui Group in different locations across the world; and
- (iv) his experience on management committees for various companies.

In addition, the Commission has verified that no legal or statutory incompatibility or prohibition applies to the candidate and that there is no conflict of interest with the Company.

#### **4. CONCLUSION**

In light of the foregoing, the Nomination and Compensation Committee concludes that Mr. Norimichi Hatayama has the adequacy, availability, competency, experience and merits required to sit on the Board of Directors of the Company, and issues a favourable report on his appointment through the co-option method by the Board of Directors.

*Madrid, 1 April 2020*