



REPORT ISSUED BY THE BOARD OF DIRECTORS OF GESTAMP AUTOMOCIÓN, S.A. ON THE ITEM THIRTEEN OF THE AGENDA OF THE 2021 ORDINARY GENERAL SHAREHOLDERS' MEETING.

1. PURPOSE OF THIS REPORT

Articles 144 and subsequent of the Capital Companies Law approved by Royal Legislative Decree 1/2010, of July 2 (“LSC”) regulates the the acquisition of own shares by the company and also states the possibility of its redemption once acquired, through a reduction of capital.

Also, article 318 LSC establishes that the reduction of the capital stock must be agreed by the General Meeting due to the requirements of the modification of the bylaws.

On the other hand, article 286.1 of the requires, for the valid adoption of the agreement to modify the bylaws, among other requirements, the issuance by the directors of a report with the justification thereof, which, together with the full text of the proposed amendment, must be made available to the shareholders, thus stating it in the corresponding announcement of the call.

The purpose of this report is, consequently, to comply with the provisions of the aforementioned provisions of the LSC in relation to the agreement referred to in the thirteen item of the agenda that is submitted to the approval of the Ordinary General Shareholders' Meeting of Gestamp Automoción, S.A. (the “**Company**”) convened for May 6, 2021 in first call and the following day, at the same time, in second call.

2. JUSTIFICATION OF THE PROPOSAL

It is proposed to the General Shareholders' Meeting the adoption of an agreement that grants authorization, with the requirements and limits established in the LSC, so that the Company, either directly or through its subsidiaries, can acquire its own shares.

However, once the derivative acquisition of own shares has been performed, LSC establishes the possibility of redeem such shares that have been acquired. Thus, a decision could be made to redeem said 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 interests of the company, should be used. It is not possible to foresee market conditions at a given moment, which could be favorable or unfavorable with respect to a single previously established procedure. For this reason, it is considered convenient that Board of Directors assesses the circumstances and decides then the most suitable system.



In the event of redemption of the own shares is decided, this results in the need to adopt an agreement to reduce the capital stock. However, as the assessment of the convenience and timeliness of a financial operation of these characteristics must be adopted based on market circumstances at all times, this requires, in the opinion of this Board of Directors, to propose to the General Shareholders' Meeting the adoption of a capital reduction agreement, delegating to the Board of Directors the powers necessary for its execution, including the determination of the amount of the capital reduction and whether said amount is allocated either to restricted or unrestricted reserves, in which case the requirements established by the law in guarantee of creditors must, of course, be fulfilled.

Ultimately, this share capital reduction authorization is intended to provide the Company with a suitable instrument in the interest of the same and its shareholders, for the redemption of the shares that, where appropriate, it acquire during the term of the authorization.

3. FULL TEXT OF THE PROPOSED AGREEMENT SUBMITTED FOR APPROVAL BY THE GENERAL SHAREHOLDERS' MEETING

"13. Authorization to the Board of Directors, with express powers of delegation, for the derivative acquisition of own shares, directly or through companies of the Gestamp Group, in accordance with articles 146 and 509 of the Capital Companies Law; reduction of capital stock to redeem treasury shares, delegating the powers necessary for their execution to the Board of Directors.

It is approved to revoke the authorization approved by the General Shareholders' Meeting of March 3, 2017, and to authorize the Board of Directors of the Company, with express powers of delegation, to perform derivative acquisitions of treasury shares in accordance with the applicable legislation and subject to the following conditions:

- (i) Direct and indirect acquisitions. Acquisitions may be made directly by the Company or indirectly through subsidiaries, on identical terms to those provided in this resolution.*
- (ii) Acquisitions methods. Acquisitions may be made by means of sale and purchase, swap, giving in payment, or by any other valid legal transaction.*
- (iii) Maximum number of shares that may be acquired. The maximum number of shares that may be acquired in total, combined with the shares already directly or indirectly held by the Company, shall not exceed the maximum percentage legally permitted from time to time.*
- (iv) Minimum price. Minimum price payable for one share shall be equal to its par value.*
- (v) Maximum price. Maximum price payable for one share shall be equal to the market value on the date of acquisition plus 10%.*



- (vi) *Duration of the authorization. The authorization is granted for a period of five years as from the date of adoption of this resolution.*

For the purposes of article 146 of the Capital Companies Law, it is expressly stated that the shares acquired by reason of this authorization may be either (i) sold or redeemed or (ii) transferred or awarded directly to employees or directors of the Company or its subsidiaries, or as a result of the exercise of options held by them.

It is also agreed to authorize the Board of Directors, to the full extent that is legally necessary and with express power of delegation, to agree on the reduction of share capital in order to redeem, where appropriate, the Company's own shares that may keep on its balance sheet, one or more times and within a maximum period of five (5) years, from the date of this General Meeting, being able to carry out as many procedures and authorizations as necessary or required by the Capital Companies Law and other applicable provisions and, in particular:

- (i) within the term and limits indicated, set the date or dates of the specific reduction or reductions of capital, its opportunity and convenience, taking into account the market conditions, the quotation, the economic-financial situation of the Company, its treasury, reserves and evolution of the business and any other aspect that influences such decision;*
- (ii) specify the amount of the capital reduction; determine its destination, either to a restrictive reserve, or to unrestricted reserves, providing, where appropriate, the guarantees and requirements stated by Law;*
- (iii) rewording the article of the Bylaws regarding the share capital to reflect the new figure for share capital;*
- (iv) request the delisting of the redeemed notes; and*
- (v) in general, adopt as many agreements as necessary, for the purposes of said redemption and consequent capital reduction, appointing the individuals who may intervene in its formalization.*

It is hereby stated that, in accordance with articles 286 and 318 of the Capital Companies Act, a report justifying the proposal presented here has been prepared by the Board of Directors and made available to shareholders."

Madrid, 29 March 2021