



GENERAL SHAREHOLDERS' MEETING 2021

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 12:30 p.m. on 6 May 2021 on first call, and should the required quorum not be met, at the same time and through the same method, on 7 May 2021 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 17 columns (Item on the Agenda, 1-5.2) and 3 rows (In favour, Against, Abstention).

Table with 17 columns (Item on the Agenda, 6.1-16) and 3 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 2021.

In, on of 2021.

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):

Item on the Agenda	1	2	3	4.1	4.2	4.3	4.4	4.5	4.6	4.7	4.8	4.9	4.10	4.11	4.12	5.1	5.2
In favour																	
Against																	
Abstention																	

Item on the Agenda	6.1	6.2	6.3	6.4	7	8	9	10	11	12	13	14	15	16
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 2021.

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 834/2020, of November 17, on urgent measures to support business solvency and the energy sector, and in tax matters modified by Royal Decree-Law 5/2021, of March 12, on urgent measures extraordinary events to address the economic and social impact of supporting business solvency in response to the COVID-19 pandemic* 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.

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 depositary 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) or -sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2021) - 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 12:30 p.m. (CEST) on 4 May 2021. 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) 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).

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 depositary institution and delivered to the Company. Votes cast by post must be sent to the Company by email (accionistas@gestamp.com) or -sent for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2021) - 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 12:30 p.m. on 5 May 2021.

GENERAL SHAREHOLDERS' MEETING AGENDA

1. 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 2020 financial year, as well as the management of the Board of Directors over the 2020 financial year.
2. Consideration and approval, where appropriate, of the consolidated non-financial information for the 2020 financial year.
3. Consideration and approval, where appropriate, of the proposed allocation of profit for the 2020 financial year.
4. Setting of the number of members of the Board of Directors. Appointment, ratification and reelection of directors, as appropriate.
 - 4.1. Setting of the number of members of the Board of Directors.
 - 4.2. Appointment of Mrs. Loreto Ordóñez Solís as a member of the Board of Directors.
 - 4.3. Ratification of the appointment through the co-option method and re-election of Mrs. Chisato Eiki as a member of the Board of Directors.
 - 4.4. Re-election of Mr. Francisco José Riberas Mera as member of the Board of Directors.
 - 4.5. Re-election of Mr. Francisco López Peña as member of the Board of Directors.
 - 4.6. Re-election of Mr. Juan María Riberas Mera as member of the Board of Directors.
 - 4.7. Re-election of Mr. Alberto Rodríguez-Fraile Díaz as member of the Board of Directors.
 - 4.8. Re-election of Mr. Javier Rodríguez Pellitero as member of the Board of Directors.
 - 4.9. Re-election of Mr Pedro Sainz de Baranda Riva as member of the Board of Directors.
 - 4.10. Re-election of Mrs Ana García Fau as member of the Board of Directors.
 - 4.11. Re-election of Mr César Cernuda Rego as member of the Board of Directors.
 - 4.12. Re-election of Mr Gonzalo Urquijo Fernández as member of the Board of Directors.
5. Approval, as the case may be, of partial amendments to the Bylaws.
 - 5.1. Amendment to the articles 11 (“Convening notice of the general shareholders’ meeting.”) 12 (“Attendance and representation rights.”) 13 (“Holding of meeting and adoption of resolutions.”) and inclusion of a new article 12 bis (“Right to vote”) of the Tittle III (“Corporate Bodies”) of the Bylaws.
 - 5.2. Amendment to the articles 19 (“Organization and operation of the board of directors.”) 20 (“Audit Committee.”) and 21 (“Nomination and Compensation Committee”) of the Tittle III (“Corporate Bodies”) of the Bylaws.
6. Approval, as the case may be, of partial amendments to the Regulations of the General Shareholders’ Meeting.
 - 6.1. Amendment to the article 7 (“Convening Notice”) of the Chapter I (“Call of the general shareholders’ meeting”) of Tittle III (“Call and preparation of the general shareholders’ meeting”) of the Regulations of the General Shareholders’ Meeting.
 - 6.2. Amendment to the articles 8 (“Right to Information from the General Meeting Announcement”) 10 (“Proxy Powers.”) and 11 (“Place of Meeting”) of Chapter II (“Preparation of the General Shareholder’s Meeting”) of the Tittle III (“Call and preparation of the general shareholders’ meeting”) of the General Shareholders’ Meeting.
 - 6.3. Amendment to the article 12 (“Attendance Right and Duty”) of the Chapter I (“General Meetings’ Quorum”) of Tittle IV (“holding the general meeting”) of the Regulations of the General Shareholders’ Meeting.
 - 6.4. Amendment to the articles 19 (“Voting on proposals”) and inclusion of a new article 19 bis (“Voting rights”) of Chapter III (“Voting and documenting resolutions”) of Tittle IV (“holding the general meeting”) of the Regulations of the General Shareholders’ Meeting.
7. Approval of the Remuneration Policy for the Company's directors for the years 2021-2023.
8. Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of the Company.
9. Information on amendments to the Regulations of the Board of Directors.
10. Re-election of Ernst & Young, S.L. as the auditors of the Company and its consolidated group for the year 2021.
11. Sustainability Strategy.
12. Authorization to the Board of Directors, with express powers of delegation, for a maximum period of five years, to increase the share capital in accordance with the provisions of Article 297.1.b) of the Capital Companies Law, up to half the share capital on the date of the authorization, and with conferral of the power to exclude the pre-emptive subscription right with a limit to the maximum of 20% of the share capital on the date of the authorization, in accordance with article 506 of the Capital Companies Law.
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.
14. Authorization to the Board of Directors, with express powers of delegation, for a maximum period of five years, to issue securities convertible into new shares of the Company, as well as warrants (options to subscribe new shares of the Company). Establishment of the criteria for determining the rules and forms of the conversion and conferral on the Board of Directors of the power to increase the share capital by the necessary amount, and to exclude the pre-emptive subscription right (from the date of trading of the Company’s shares), although the latter power is limited to the maximum of 20% of the share capital on the date of the authorization.
15. Delegation of powers to formalise, interpret, remedy and implement the resolutions adopted by the Ordinary General Shareholders’ Meeting.
16. Approval of the minutes of the meeting.