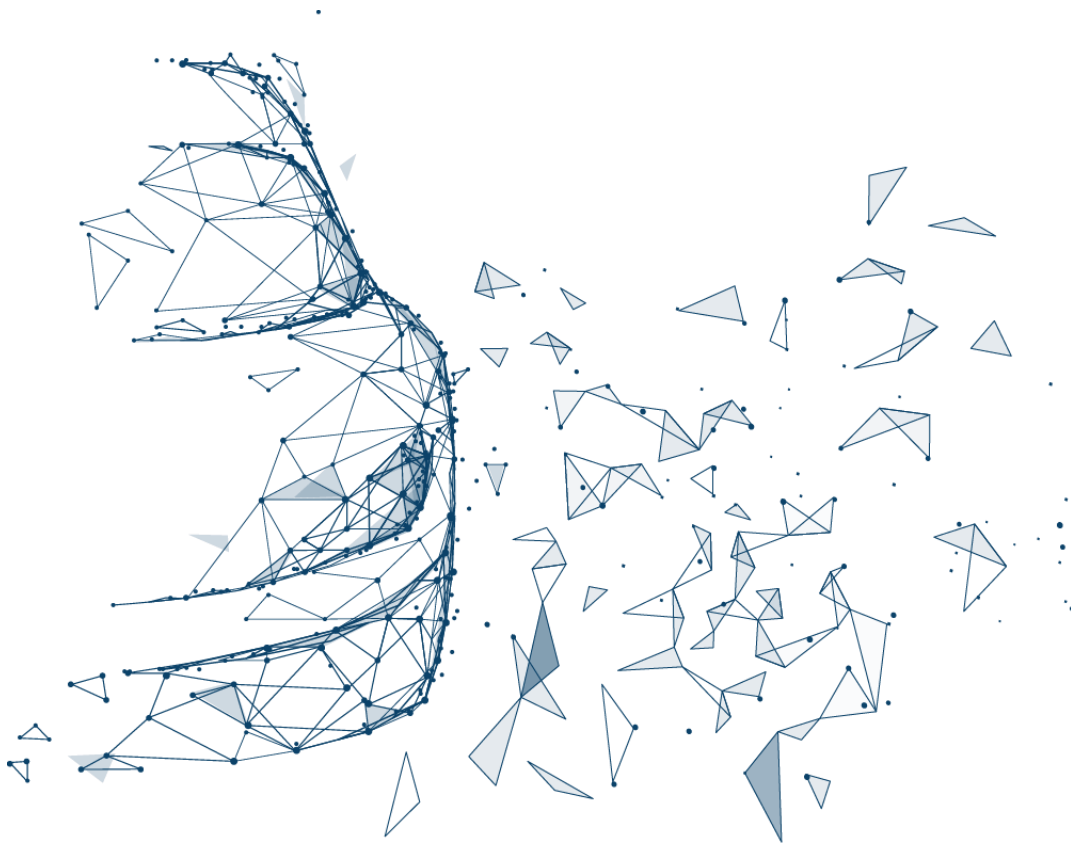


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# REPORT ISSUED BY THE GESTAMP AUTOMOCIÓN, S.A. NOMINATION AND COMPENSATION COMMITTEE

## Re-election of the members of the Board of Directors



## 1. BACKGROUND.

The Directors of Gestamp Automoción, S.A. (the "**Company**") are appointed for a term of 4 years in accordance with the provisions of articles 221.2 and 529(11.1) of the Revised Text of the Spanish Companies Act ("**LSC**") and article 18.1 of the Company's Articles of Association. Furthermore, in accordance with article 222 LSC, their term of office shall effectively expire when, once said term of office has ended, the General Meeting has been held or the legal term within which the Meeting is to be held to resolve on whether to approve the financial statements for the previous year has lapsed.

The Board Members Mr. Francisco José Riberas Mera, Mr. Juan María Riberas Mera, Ms. Chisato Eiki, Mr. Alberto Rodríguez-Fraile Díaz, Mr. Javier Rodríguez Pellitero, Mr. Pedro Sainz de Baranda Riva, Ms. Ana García Fau, Mr. César Cernuda Rego and Ms. Loreto Ordóñez Solís, were appointed by the Company's General Shareholders' Meeting with all shareholders present, held on 6 May 2021, with effect from the same date.

Consequently, on 6 May 2025, the 4-year term of office of the aforementioned Directors will have expired and, therefore, their respective positions will expire at the next Ordinary General Shareholders' Meeting held by the Company.

In order to give continuity to the aforementioned mandates, the Nomination and Compensation Committee is expected to propose to the Board of Directors, for submission to the next Ordinary General Shareholders' Meeting, the re-election of the Independent Directors Mr. Alberto Rodríguez-Fraile Díaz, Mr. Javier Rodríguez Pellitero, Mr. Pedro Sainz de Baranda Riva, Ms. Ana García Fau, Mr. César Cernuda Rego and Ms. Loreto Ordóñez Solís. In the same way, the Board of Directors is expected to propose, for submission to the Ordinary General Shareholders' Meeting, the re-election of the Non-Independent Directors Mr. Francisco José Riberas Mera, Mr. Juan María Riberas Mera and Ms. Chisato Eiki.

## 2. PURPOSE OF THIS REPORT.

In compliance with the provisions of Article 41.1(e) and (f) of the Board of Directors Regulations, the Company's Nomination and Compensation Committee prepares this report regarding, on the one hand, the submission for approval of the Committee's own proposal for the re-election of the Independent Directors, Mr. Alberto Rodríguez-Fraile Díaz, Mr. Javier Rodríguez Pellitero, Mr. Pedro Sainz de Baranda Riva, Ms. Ana García Fau, Mr. César Cernuda Rego and Ms. Loreto Ordóñez Solís, and on the other, the proposal that the Board of Directors is expected to issue regarding the re-election of the Non-Independent Directors, Mr. Francisco José Riberas Mera, Mr. Juan María Riberas Mera and Ms. Chisato Eiki, at the next Ordinary General Shareholders' Meeting.

### **3. ANALYSIS OF THE CANDIDATES PROPOSED BY THE COMMITTEE FOR RE-ELECTION AS INDEPENDENT DIRECTORS.**

The Nomination and Compensation Committee, in its analysis, has assessed the competence, experience and merits of the proposed candidates.

To carry out the aforementioned analysis, the Nomination and Compensation Committee has taken into account the matrix of competencies of the Board of Directors that was approved by the Committee itself on December 16, 2025.

#### **3.1. Proposal for the re-election of Mr. Alberto Rodríguez-Fraile Díaz.**

He holds a Degree in Business Administration from the University of Miami and participated in the PADE programme (Senior Business Management) at the IESE Business School of Madrid. He also has certifications from the Securities Exchange Commission and the National Association of Securities Dealers as Registered Options Principal, Financial and Operation Principal, and Securities Principal.

He started his professional career as a financial consultant at Merrill Lynch. Over the last 30 years he has worked for Asesores y Gestores Financieros (A&G), a company of which he is a founding partner, shareholder and the Chairman of its Board of Directors. Furthermore, he is a member of the board of A&G Group companies.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies his suitability based on the following grounds:

- (i) his accounting, risk management, financial and capital markets knowledge, as a result of his professional experience in these areas;
- (ii) his extensive experience in management positions and in those related to establishing and executing business strategies;
- (iii) his professional career in expanding companies and in areas related to the financial sector;
- (iv) his experience in international environments;
- (v) his capacity as Independent Director, given that he meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company; and
- (vi) the fact that he has the availability required to perform the role.

#### **3.2. Proposal for the re-election of Mr. Javier Rodríguez Pellitero.**

He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid.

He is Secretary General of the Spanish Banking Association (AEB). He is also the Chairman of the Fiscal and the Legal Committee of the AEB, member of the Legal Committee of the European Banking Federation and member of the Consultation Committee of the National Securities Market Commission (CNMV). He started his professional career at the law firm Uría & Menéndez and was subsequently a Head State Lawyer in Zamora. At the CNMV, he held several important positions, such as Managing Director of Legal Services and Secretary of the Board. He also acted as Secretary of the Special Work Group that produced the 2006 Unified Code of Good Governance for Listed Companies. He was also a member of the Commission of Experts that produced the 2015 Code of Good Governance for Listed Companies.

In addition, he is a Member of the Advisory Board of Engie España, S.L.U.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies his suitability based on the following grounds:

- (i) his legal, accounting, financial and auditing knowledge, as a result of his academic training and professional experience in these areas;
- (ii) his extensive experience in business advice functions and in positions related to establishing and executing business strategies;
- (iii) his experience in ESG matters and, in particular, corporate governance;
- (iv) his capacity as Independent Director, given that he meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company; and
- (v) the fact that he has the availability required to perform the role.

### **3.3. Proposal for the re-election of Mr. Pedro Sainz de Baranda Riva.**

He holds a Degree in Mine Engineering from the University of Oviedo and a PhD in Engineering from Rutgers University in New Jersey. He also holds a Master's Degree in Business Administration (MBA) from the MIT, Sloan School of Management, Massachusetts.

Former Executive Chairman of Otis Elevator Company, he is a founding partner of the investment firm Sainberg Investments. A large part of his professional career was undertaken at the United Technologies Corporation Group, where he held different managerial positions with an international scope. He started as an R&D engineer at United Technologies, Connecticut, and later became the Engineering and New Technologies Manager. Subsequently, he was the Director of New Installations at Otis Elevator in Mexico, General Director at Otis in Portugal, CEO at Zardoya Otis and Chairman of the Southern Europe and Middle East area at Otis Elevator Company and, finally, Executive Chairman at Otis Elevator Company, a world leader in its sector.

He is a member of the Board of Directors and of Acerinox, Naturgy Energy Group and Scalpers Fashion, a member of the Oversight Council of TK Elevator GmbH and a member of the Supervisory Board of TK Elevator GmbH. In the past, he formed part of the management bodies of certain companies belonging to the Otis Elevator Company Group. He is also a member of the Board of Trustees of the Princess of Asturias Foundation and the University of Nebrija Foundation.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies his suitability based on the following grounds:

- (i) his accounting, financial and risk management knowledge, as a result of his professional experience in these areas;
- (ii) his extensive experience in management and leadership roles and in positions related to establishing and executing business strategies;
- (iii) his professional career in expanding listed companies and in industrial sectors related to steel and intensive in the use of technology;
- (iv) his experience in international environments;
- (v) his capacity as Independent Director, given that he meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company; and
- (vi) the fact that he has the availability required to perform the role.

### 3.4. Proposal for the re-election of Ms. Ana García Fau.

She holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICAE E-3) of Madrid. She also holds a Master of Business Administration (MBA) from the MIT, Sloan School of Management, USA.

She is currently part of the Boards of Directors of the following listed companies: Cellnex Telecom, and Merlin Properties in Spain, and JDE Peet's in the Netherlands. Furthermore, she is a Non-Executive Chairwoman of Finerge in Portugal, a company partly owned by infrastructure funds, director of the insurance group Santalucía, a member of several advisory boards such as Pictet Wealth Management in Spain and Cosentino Group, and member of the Board of Trustees of Fundación Universitaria Comillas-ICAI. She is also a member of the Board of Directors of El Círculo de Empresarios.

She started her professional career working at McKinsey & Co., Wolff Olins and Goldman Sachs International. At TPI-Páginas Amarillas (Telefónica Group) she was General Director of the Corporate Development area and subsequently Chief Financial Officer. She formed part of the Boards of Directors of different companies under the TPI Group. In the Hibu Group (formerly, Yell), she held different managerial positions, such as CEO of Yell for business in Spain and Latin America for 7 years, and as Global General Director of Business Strategy and Development, as well as member of its Global Steering Committee, participating in the development of the company's digitalisation strategy.

She was administrator of Renovalia Energy Group, Euskaltel, Eutelsat (France), Technicolor (France) and Globalvía; and a member of the advisory board of DLA Piper (United Kingdom) and Salesforce's EMEA Advisory Board.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies her suitability based on the following grounds:

- (i) her accounting, auditing and risk management knowledge as a result of her professional experience in these areas;
- (ii) her extensive experience in management positions and in those related to establishing and executing business strategies;
- (iii) her professional career as a director in expanding listed companies and in areas related to the technology sector;
- (iv) her experience in international environments;
- (v) her capacity as Independent Director, given that she meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company;
- (vi) the fact that she has the availability required to perform the role; and
- (vii) compliance with the principles inspiring the Board of Directors Recruitment and Diversity Policy (the "**Policy**") and the criteria set out in the Board of Directors Knowledge, Skills, Diversity and Experience Guide (the "**Guide**") as far as diversity in the composition of the Board of Directors is concerned.

### 3.5. Proposal for the re-election of Mr. César Cernuda Rego.

He holds a Degree in Business Administration and Marketing from the ESIC University, Business & Marketing School, Madrid. Furthermore, he participated in the Management Development Programme (PDD) at the IESE Business School in Madrid, as well as in the Executive Leadership programme at Harvard University, Massachusetts. In 2022 he completed the University of Oxford Saïd Business School's Leading Sustainable Corporations Programme.

He started his professional career in the banking sector at Banco 21 (Banco Gallego) and subsequently worked at Software AG. For 23 years, he has led Microsoft in a variety of international leadership positions, including General Manager of Microsoft Dynamics Europe, Middle East and Africa, Worldwide Vice President of Microsoft Dynamics, President of Microsoft Asia Pacific, and Corporate Vice President of Microsoft.

Since July 2020, he has been Worldwide President of NetApp, Inc. He is also a member of the Advisory Board of the McDonough School of Business at Georgetown University and of the International Advisory Board of the IESE Business School, University of Navarra.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies his suitability based on the following grounds:

- (i) his extensive experience in management positions and in those related to establishing and executing business strategies;
- (ii) his professional career in expanding companies and in areas related to the technology sector;
- (iii) his extensive experience in international environments;

- (iv) his experience in ESG (environmental, social and corporate governance factors) and in cybersecurity;
- (v) his capacity as Independent Director, given that he meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company; and
- (vi) the fact that he has the availability required to perform the role.

### 3.6. Proposal for the re-election of Ms. Loreto Ordóñez Solís.

She holds a Degree in Mine Engineering from the University of Oviedo, Spain, a Master's degree in Combustion and Energy from the University of Leeds, England and a Master's degree in Business Administration (MBA) from IESE, Spain.

She has an important professional track records with almost 25 years of experience in the energy sector. She is currently the CEO of ENGIE Group (formerly, GDF Suez) in Spain, a position from which she is leading the energy transformation process focusing on decarbonisation, energy efficiency and innovation.

She started her professional career in the Research & Development area of the European Commission - DGXII and then started working for ENUSA (Uranium National Enterprise) and, afterwards, in Enagás. In London, she was the Business Development Director for the Energy Wholesale Operation in 2000. Subsequently, in 2002, she started working for ENGIE Group as Operations Director for Electrabel España in Belgium. In 2009 she was appointed Energy Strategy and Management Vice-Chairwoman in GDF Suez Energy Western Europe, Paris, and since 2011 she has been the CEO of ENGIE Group in Spain.

She is currently a director of EXOLUM and other ENGIE Group companies.

She is also French Foreign Trade Director, Dialogue Chair of the Spain-France Friendship Association, Vice-Chairwoman of the Belgium-Luxembourg Chamber of Commerce in Spain and of the Spanish Business Council for Sustainable Development (Forética), and a member of the Executive Board of the French Chamber of Commerce in Spain.

In view of the above, the Nomination and Compensation Committee has assessed the suitability of the candidate and justifies her suitability on the following grounds:

- (i) her extensive experience in management positions and in those related to establishing and executing business strategies;
- (ii) her professional career in expanding listed companies and in technology intensive companies;
- (iii) her extensive experience in international environments;
- (iv) her experience in ESG and, in particular, environmental aspects;
- (v) her capacity as Independent Director, given that she meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company;

- (vi) the fact that she has the availability required to perform the role; and
- (vii) compliance with the principles inspiring the Policy and the criteria set out in the Guide as far as diversity in the composition of the Board of Directors is concerned.

#### **4. ANALYSIS OF THE CANDIDATES PROPOSED BY THE BOARD OF DIRECTORS FOR RE-ELECTION AS NON-INDEPENDENT DIRECTORS.**

Similarly, the Nomination and Compensation Committee confirms that the profile and skills of the candidates proposed by the Board of Directors for re-election as Non-Independent Directors comply with the aforementioned matrix and, therefore, with the profile and skills required to address the challenges and opportunities that the Company is expected to face in the short, medium and long term.

##### **4.1. Proposal for the re-election of Mr. Francisco José Riberas Mera.**

He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid.

He began his professional career by taking on different positions in the Gonvarri Group as Director of Corporate Development and later as CEO. In 1997 he created Gestamp Automoción and since then he has been its executive chairman, shaping over time what Gestamp Group is today.

He is a member of the Boards of Directors of CIE Automotive and Wallbox. He also sits on the management bodies of other Gestamp Group companies and of companies in the Acek family holding (including companies in the Gonvarri, Acek Energías Renovables and Inmobiliaria Acek groups). He also chairs the Spanish Association of Automotive Suppliers (Sernauto) and the Board of Trustees of the Gestamp Foundation.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies his suitability based on the following grounds:

- (i) the candidate's extensive experience in management and leadership roles and in positions related to the establishing and executing of business strategies;
- (ii) his risk management knowledge as a result of her professional experience in these areas;
- (iii) his professional career in expanding listed companies and in areas related to the steel sector and the automotive sector;
- (iv) his experience in international environments;
- (v) his capacity as Executive Director, given that he meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company; and

- (vi) the fact that he has the availability required to perform the role.

## 4.2. Proposal for the re-election of Mr. Juan María Riberas Mera.

He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid.

He began his professional career in the Business Development area of the Gonvarri Group, where he later assumed the functions of Chief Executive Officer. He is currently the chief executive of the Gonvarri Group, being Executive Chairman of the Board of Directors of Gonvarri Industries and GRI Renewable Industries, as well as a member of the In view of the above, the administrative bodies of the subsidiaries of these companies.

Additionally, he is a member of the Board of Directors of Acek Group companies (including Inmobiliaria Acek and Acek Energías Renovables).

He is also a member of the Board of Directors of CIE Automotive and Global Dominion.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies his suitability based on the following grounds:

- (i) his financial and accounting knowledge as a result of her professional experience in these areas;
- (ii) his extensive experience in management positions and in those related to establishing and executing business strategies;
- (iii) his professional career in expanding listed companies and in areas related to the steel sector and the automotive sector;
- (iv) his experience in international environments;
- (v) his capacity as Proprietary Director, given that he meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company; and
- (vi) the fact that he has the availability required to perform the role.

## 4.3. Proposal for the re-election of Ms. Chisato Eiki.

She holds a degree in Social Science from the Hitotsubashi University, Japan.

She is currently the General Director of the Corporate Sustainability Division of the Mitsui & Co., Ltd. Group, position that she has held since 2020.

In the last 25 years, she has been working for Mitsui Group, developing her professional experience at the

Infrastructure Projects Business Unit through different leading positions for the Latin America and Asia regions. She started her professional career by holding different positions at the Infrastructure Projects Business Unit. In 2008, she worked for the Energy Transmission Department reporting to the Mobility Business Unit. In 2010 she was appointed Deputy General Director of the Infrastructure Projects Business Unit, being promoted in 2014 to General Director of the Infrastructure Projects Business Unit.

Moreover, she forms part of the management bodies of Mitsui Group companies.

In view of the above, the Nomination and Compensation Committee has assessed the candidate's eligibility and justifies her suitability based on the following grounds:

- (i) her extensive experience in management positions and in those related to establishing and executing business strategies;
- (ii) her professional career in expanding listed companies;
- (iii) her extensive experience in international environments;
- (iv) her experience in ESG (environmental, social and corporate governance factors);
- (v) her capacity as Proprietary Director, given that she meets the criteria established in Article 529(12) LSC and is not involved in any situation of incompatibility, legal or statutory disqualification, or of conflict of interest as regards the Company;
- (vi) the fact that she has the availability required to perform the role; and
- (vii) compliance with the principles inspiring Policy and the criteria set out in the Guide as far as diversity in the composition of the Board of Directors is concerned.

## 5. CONCLUSION.

In view of the foregoing, the Nomination and Compensation Committee concludes that:

- Mr. Alberto Rodríguez-Fraile Díaz, Mr. Javier Rodríguez Pellitero, Mr. Pedro Sainz de Baranda Riva, Ms. Ana García Fau, Mr. César Cernuda Rego and Ms. Loreto Ordóñez Solís have the eligibility, availability, competence, experience and merits required to perform the role of member of the Company's Board of Directors, given that they fulfil the profile and skills required to cover the needs of the Board and, therefore, the proposals for their re-election as Independent Directors are submitted for approval at the next Ordinary General Shareholders' Meeting.
  
- Mr. Francisco José Riberas Mera, Mr. Juan María Riberas Mera and Ms. Chisato Eiki have the eligibility, availability, competence, experience and merits required to perform the role of member of the Company's Board of Directors, given that they fulfil the profile and skills required to cover the needs of the Board and, therefore, they favourably report the proposals for their re-election which the Board of Directors is expected to submit for approval at the next Ordinary General Shareholders' Meeting, as Executive Director (regarding Mr. Francisco José Riberas Mera) and Proprietary Directors (regarding Mr. Juan María Riberas Mera and Ms. Chisato Eiki).

*Madrid, 27 March 2025*