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Gestamp Automoción, S.A.
NOMINATION AND
COMPENSATION COMMITTEE
ACTIVITY REPORT FOR 2025

26 February 2026



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1. INTRODUCTION.

The Nomination and Compensation Committee of Gestamp Automoción, S.A. (the “**Company**”) has prepared this activity report (the “**Report**”) that sets out its composition, functions, operation and the main activities undertaken by it during financial year 2025.

This report was prepared pursuant to Article 39(j) of the Company’s Board of Directors Regulations and in compliance with the recommendations of the Good Governance Code for Listed Companies, which was approved by the National Securities Market Commission (CNMV) on 26 June 2020 (“**the Good Governance Code**”), and the standards of the Technical Guide 1/2019 on Nomination and Compensation Committees published by the CNMV (the “**Technical Guide 1/2019**”), and shall be made available to the Company's shareholders when the convening notice for the 2026 Annual General Shareholders’ Meeting is issued.

2. REGULATIONS AND STANDARDS.

The Nomination and Compensation Committee Regulations are set out in the Company’s By-laws approved by the General Meeting of Shareholders on 10 May 2022 and in the Board of Directors Regulations, which were approved by said Board on 29 March 2021. Furthermore, the Nomination and Compensation Committee is governed by the provisions of the Spanish Companies Act, by the recommendations of the Good Governance Code and by the standards of the Technical Guide 1/2019.

3. COMPOSITION.

Pursuant to the provisions of Article 21 of the Company's By-laws and Article 39 of the Company's Board of Directors Regulations, the Nomination and Compensation Committee must abide by the following:

- (a) Have at least three and at most five members appointed based on their knowledge, skills and experience, as well as the duties to be performed by the Committee.
- (b) The majority of members shall have the status of independent director.
- (c) The Chairman shall be elected from among the independent directors. In turn, the Secretary of the Nomination and Compensation Committee shall be the Secretary of the Board of Directors.

As of 31 December 2025, the Nomination and Compensation Committee has the following members:

Members	Position	Date of Last Appointment	Category
Mr Alberto Rodríguez-Fraile Díaz	Chairman	08/05/25	Independent
Ms Loreto Ordóñez Solís	Member	08/05/25	Independent
Mr Pedro Sainz de Baranda Riva	Member	08/05/25	Independent
Mr David Vázquez Pascual	Non-member secretary	24/03/2017	Not applicable

As of 31 December 2025, the Company's Nomination and Compensation Committee (i) has been formed of three members, all of them are Independent Directors and (ii) has been chaired by the Independent Director, Mr Alberto Rodríguez-Fraile Díaz. It is hereby stated that Mr Gonzalo Urquijo Fernández de Araoz resigned from his position as member and, therefore, as a member of the Nomination and Compensation Committee, on 8 May 2025, due to the expiration of his term of mandate in accordance with the provisions of Article 222 of the Companies Act.

The members of the Nomination and Compensation Committee have the appropriate knowledge, skills and experience to carry out the tasks entrusted to the Committee by the Board.

In terms of establishing the profiles of members of the Nomination and Compensation Committee, the Board of Directors opted for Directors who have knowledge of economics-financial matters and the industrial sector, as well as international experience, in management positions and who have sat on other boards of directors, such that they may offer their experience and provide guidance on the issues to be addressed by the Committee and the Board of Directors. Mr Alberto Rodríguez-Fraile Díaz was appointed Chairman of the Nomination and Compensation Committee due to his independent director status and knowledge, as well as having previously been a member of other boards and having management experience at international companies. Ms Loreto Ordóñez Solís was also appointed given her knowledge and experience on other boards of directors and her knowledge and management experience at multinational companies. Finally, Mr Pedro Sainz de Baranda Riva was appointed as a member of the Committee due to his extensive experience in managing international industrial companies under different executive positions and his experience on other boards of directors.

For further information on the members of the Nomination and Compensation Committee, see the following links to the Company's website:

- <https://www.gestamp.com/Investors-Shareholders/Corporate-Governance/Board-of-Directors>
- <https://www.gestamp.com/Investors-Shareholders/Corporate-Governance/Committees-of-the-Board-of-Directors>

4. FUNCTIONS.

The Company's Nomination and Compensation Committee is a reporting and advisory body without executive functions that has the power to report, supervise, advise and make proposals in relation to matters within its scope of activity.

According to article 41 of the Board of Directors Regulations, the Nomination and Compensation Committee shall have the following basic duties:

- (a) Assessing the competencies, knowledge and experience of the Board, describing the duties and required skills of the candidates to fill vacancies, and assessing the time and dedication required for them to perform the assigned tasks.
- (b) To verify compliance with the Board Member Hiring Policy each year, and to report on this in the Annual Corporate Governance Report.
- (c) To examine and arrange the procedure for replacing the Chairman of the Board of Directors and, where appropriate, the chief executive, to make this process easily understood, and to make proposals to the Board to ensure that this process takes place in an orderly, well-planned manner.
- (d) Guiding the proposals for appointment and dismissal of Senior Management members that the Chairman submits to the Board and the basic conditions of their contracts.
- (e) To raise proposals for appointments of Independent Directors to the Board of Directors, either for appointment under the co-option system or by submitting the proposal to the General Shareholders' Meeting for a decision, and making proposals for re-election or removal of such Directors by the General Shareholders' Meeting.
- (f) To guide the proposals for appointments of other Directors, either for appointment under the co-option system or by submitting the proposal to the General Shareholders' Meeting for a decision, and making proposals for re-election or removal thereof by the General Shareholders' Meeting.
- (g) Guiding the Board on gender diversity issues, setting representation targets for the under-represented gender on the Board of Directors and creating guidelines for achieving such targets.
- (h) Arranging and coordinating periodic assessments of the Chairman of the Board of Directors and, in conjunction with such person, periodic assessments of the Board of Directors, its Committees, its Secretary and the CEO of the Company.

In addition to the duties indicated above, the Nomination and Compensation Committee must ensure that the Remuneration Policy for Directors approved by the General Shareholders' Meeting is obeyed and it shall be responsible for making proposals to the Board of Directors in relation to:

- (i) The remuneration policy for Directors and for the parties that carry out senior management duties and under direct supervision of the Board, executive committees or managing directors, ensuring compliance with such policy.
- (ii) The individual remuneration of Directors and approval of the basic conditions of the contracts entered into by the Company and its Directors who carry out executive duties, ensuring compliance with such contracts.
- (iii) The types of contracts for Senior Management.

The functions described did not change during the year.

5. OPERATION.

The basic principles of conduct and the internal operating system of the Nomination and Compensation Committee are set forth in the rules contained in the Spanish Companies Act, the By-laws and the Board of Directors Regulations. Pursuant to the provisions of Article 20 of the Company's By-laws and Article 39 of the Company's Board of Directors Regulations, the Nomination and Compensation Committee:

- Shall meet whenever necessary, at the Chairman's discretion, to exercise its powers, and whenever two of its members so request, and it shall be convened in a valid manner whenever the majority of its members are present or represented, its resolutions being adopted by an absolute majority of the attending members. In the event of a tie, the Committee Chairman shall cast the tie-breaking vote.
- Minutes shall be taken of the meetings. Similarly, the Chairman of the Nomination and Compensation Committee shall inform the Board of Directors of the issues discussed and the resolutions adopted at its meetings during the first Board of Directors' meeting held after the Committee meeting.
- Within three months after each year-end, it shall submit this report for approval by the Board of Directors, which shall be made available to the shareholders during their Annual General Shareholders' Meeting.
- In order to carry out its functions, it may seek external advice whenever it deems it necessary.

As regards the other rules of operation, the operating system established for the Board of Directors in the Regulations of the Board shall apply.

6. MEETINGS.

During the financial year 2025, the Nomination and Compensation Committee met eight times and all members of the Committee were in attendance at every meeting.

Furthermore, throughout 2025, the Nomination and Compensation Committee met: (i) on five occasions with the Company's Corporate Human Resources Management to receive advice and to directly address certain matters relating to the nomination and compensation of Directors and Senior Managers, the appointment of Directors and the Competence Matrix of the Board of Directors and (ii) on three occasions with the assistance on three occasions of an External Advisor in relation to the Gestamp Group's Talent Assessment and Development Plan, the CEO Succession Plan and the Executive Succession Plan.

7. ACTIVITIES.

In 2025, the Nomination and Compensation Committee mainly carried out the following activities:

■ **Proposal or report on the removal or appointment of Directors and on the designation of positions on the Board of Directors.**

The Nomination and Compensation Committee has proposed and reported favorably on the reelection by the 2025 General Shareholders' Meeting of the Independent Directors whose terms expired in fiscal year 2025, namely, Mr. Javier Rodríguez Pellitero, Mr. Alberto Rodríguez-Fraile Díaz, Mr. César Cernuda Rego, Ms. Ana García Fau, Mr. Pedro Sainz de Baranda, and Ms. Loreto Ordóñez Solís.

In turn, the Nomination and Compensation Committee has reported favorably on the reelection by the 2025 General Shareholders' Meeting of the non-independent directors whose terms expired in fiscal year 2025, namely Mr. Francisco Riberas Mera, Mr. Juan María Riberas Mera, and Ms. Chisato Eiki.

Likewise, as indicated in section 3 of this report, Mr. Gonzalo Urquijo Fernández de Araoz resigned from his position as director, effective as of the date of the aforementioned General Shareholders' Meeting, due to the expiration of his term of office in accordance with the provisions of Article 222 of the Companies Act. In anticipation of this vacancy, the Nomination and Compensation Committee reported favorably on the appointment by the 2025 General Shareholders' Meeting of Ms. Patricia Riberas López as a new Executive Director.

In addition, the Committee has reported favorably on the reelection of Mr. Francisco José Riberas Mera as Chief Executive Officer of the Company.

The Committee has also verified compliance with the Board of Directors Selection Policy during the 2025 financial year in the context of the aforementioned appointments.

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■ **Activities related to the remuneration of Directors and Senior Management.**

The Nomination and Compensation Committee verified how far the 2024 objectives had been achieved in relation to the variable component of the remuneration of Executive Director and Senior Management, as well as the effect of said component. Moreover, the Nomination and Compensation Committee approved the proposed targets for the accrual of variable remuneration for Executive Directors and Senior Management for financial year 2025.

Likewise, it has proposed the targets of the Long-Term Incentive Plan ("LTIP") applicable to Gestamp group executives for the 2025-2027 cycle.

In turn, in the context of the appointment of Ms. Patricia Riberas López as Executive Director, the Nomination and Compensation Committee has reported favorably on the basic terms of her contract and has proposed her remuneration system applicable in fiscal year 2025.

The Committee has agreed to propose for approval by the Board of Directors, and ultimately by the 2025 Ordinary General Shareholders' Meeting, a new Board of Directors Remuneration Policy for the purposes of adapting it (i) to the incorporation of the new Executive Director to the Company's Board of Directors, always bearing in mind the highest standards of good corporate governance and the specific characteristics and circumstances of the Gestamp group; (ii) the update applied in fiscal years 2024 and 2025 (3% and 2%, respectively) to the fixed and variable remuneration of the Executive Chairman, Mr. Francisco José Riberas Mera, approved by the Board of Directors, following a proposal by the Nomination and Compensation Committee; these percentages are the same as those applied in the general salary review carried out for the staff of the Gestamp Group's Corporate Services.

The Commission, at the end of the financial year it assessed compliance with the Directors' Remuneration Policy, approved at the Company's General Shareholders' Meeting on 8 May 2025, and found that such policy was correctly implemented in 2025 and that, as such, remuneration for directors and for the performance of executive duties was in line with the terms set forth in said policy.

■ **Assessment of the functioning and performance of the Board, its Committees, the Chairman and the Secretary and preparation of the Action Plan.**

Pursuant to the terms of Article 36(14) of the Board of Directors Regulations, the Board has evaluated in its first annual session in 2025 to assessing its own operation and the operation of the Board Committees during the 2024 financial year, based on the report submitted by such Committees, and the performance of their duties by the Chairman of the Board and of the Secretary of the Board of Directors, all of this based on the report submitted by the Nomination and Compensation Committee.

In this respect, the Nomination and Compensation Committee coordinated the assessments of the Board of Directors, its Committees and the Secretary of the Board of Directors for 2025 and, together with the Coordinating Director, that of the Chairman of the Board of Directors and prepared the relevant report, as well as a first draft of the Action Plan for submission to the Board of Directors in its first meeting of 2026.

Likewise, during the financial year 2025, the Committee has followed up on the degree of compliance with the Action Plan approved in relation to the evaluation corresponding to the financial year 2024.

■ **Activities related to the Company's corporate governance.**

The Nomination and Compensation Committee reviewed and favourably reported on the information contained in the Annual Report on the Remuneration of Directors for financial year 2024.

The Committee has also reviewed the content of the Annual Corporate Governance Report for the 2024 year in all those sections that are within its competence.

On the other hand, the Committee verified compliance with the Board of Directors Selection and Diversity Policy in 2025 and has reviewed the Competence Matrix of the Board of Directors.

Meanwhile, the Committee approved the Board of Directors' 2025 Training Plan, which is structured in four areas: (i) Business, especially focused on trends in the automotive sector, (ii) Technology and Innovation (iii) Criminal Risks, particularly focused on the new features introduced in the Spanish Penal Code, as well as on the risk of corruption, and (iv) Artificial Intelligence.

Meanwhile, the Committee approved the Training Plan which has been structured in four areas: (i) ESG, (ii) Artificial Intelligence, (iii) R&D, especially focused on innovative products and technologies, and (iv) Industry 4.0.

At the last meeting of the year, the Committee approved its schedule of meetings for financial year 2026.

- **Other activities.**

The Nomination and Compensation Committee has supervised the definition of the CEO Succession Plan and the Executive Succession Plan, in which an External Advisor has been assisted.

It has also supervised the Talent Evaluation and Development Plan carried out in the organization, and whose main objective is to proactively identify talent with potential, strengthen leadership capabilities and ensure continuity in critical roles.

Lastly, in line with section 7 of the Technical Guide, the Nomination and Compensation Committee has kept track of the Board of Directors' attendance at Board and Committee meetings in 2024.

8. PREPARATION AND APPROVAL.

This Report was prepared by the Nomination and Compensation Committee on 26 February 2026 and approved by the Board of Directors on the same date.