



GENERAL SHAREHOLDERS' MEETING 2018

Attendance, proxies and voting card

Attendance, proxies and distance voting card for the General Shareholders' Meeting of GESTAMP AUTOMOCIÓN, S.A. (the "Company") to be held in Bilbao (Bizkaia), Palacio Euskalduna Jauregia - Avenida Abandoibarra, number 4, at 12:30 p.m. on 7 May 2018 on first call, and should the required quorum not be met, at the same time and place, on 8 May 2018 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 (personal attendance at the meeting, proxies and distance voting) must fill in the information requested in the following table:

Table with 2 columns: Field (First name, Surname(s), Tax identification number (NIF/CIF), Number of shares, Securities Account Code) and Value.

PERSONAL ATTENDANCE AT THE MEETING

The shareholder wishing to physically attend the Meeting must sign in the space provided below and submit this attendance card together with the document accrediting the identity on the day of the Meeting at the location where the Meeting is to be held.

Shareholder's signature:

In ....., on ..... of ..... 2018.

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 9 columns: Item on the Agenda, 1st, 2nd, 3rd, 4th, 5th, 6th, 7th, 8th. 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 third item on the Agenda, only in the specific case of the director whose ratification is proposed; (ii) the fourth and fifth 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:

Representative's signature:

In ....., on ..... of ..... 2018.

In ....., on ..... of ..... 2018.

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):

Table with 9 columns: Item on the Agenda, 1st, 2nd, 3rd, 4th, 5th, 6th, 7th, 8th. Rows: 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 ..... 2018.



### **RIGHT TO ATTEND**

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. Said circumstance must be accredited by means of this attendance, proxy and voting card with the "Shareholder Information" and "Personal Attendance at the Meeting" sections duly filled in, by means of a card or a certificate of authentication issued by the depositary institution or institutions responsible for keeping the share book, or by any other means admitted under current legislation. In addition to the presentation of the attendance, proxy and voting card, for the purpose of verifying the identity of the shareholders, at the entrance to the location where the General Shareholders' Meeting is held, accreditation of the attendees' identity will be requested and confirmed by presenting their D.N.I (National Identity Card), T.I.E. (Foreigner's Identity Card) or passport, in the case of foreign nationals.

### **RIGHT TO PROXIES**

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 completed and signed by the shareholder and the representative, signing this attendance, 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. The person in whose favour the proxy is granted must exercise the proxy by attending the Meeting personally, providing the relevant document through which the proxy was granted, at the shareholder entry registration desks at the place and on the day scheduled for the General Shareholders' Meeting, from one hour before the scheduled time for the start of the meeting. In addition to the presentation of any of the above mentioned documents, for the purpose of verifying their identity, at the entrance to the location where the General Shareholders' Meeting is held, accreditation of the representative's identity will be requested and confirmed by presenting their D.N.I (National Identity Card), T.I.E. (Foreigner's Identity Card) or passport, in the case of foreign nationals.

### **PROXY BY POST**

Shareholders may grant their proxies by post, for which purpose they must verify their status as shareholders and send to the Company this attendance, proxy and voting card filling in the "Shareholder Information" and "Proxies" sections, or by sending the relevant card issued by the depositary institution or institutions responsible for keeping the share book, under the terms set out in the Articles of Association, in the Regulations of the General Shareholders' Meeting, in the terms set out in the Meeting Call and on the Company's website ([www.gestamp.com](http://www.gestamp.com)).

The document through which the proxy was granted must be signed by the shareholder and their signature must be legitimised by notary public or recognised by the relevant depositary institution.

Proxies granted by post may be issued as of the date of publication of the call and must be received by the Company at least seventy-two (72) hours before the time scheduled for holding the General Shareholders' Meeting, that is, before 12:30 p.m. on 4 May 2018.

### **VOTING RIGHT**

Shareholders who are entitled to attend may vote by personally attending and voting at the Meeting with this attendance, proxy and voting card signed with the "Shareholder Information" and "Personal Attendance at the Meeting" sections duly filled in, with the relevant card or a certificate of authentication issued by the depositary institution or institutions responsible for keeping the share book or with any other document admitted under current legislation demonstrating their condition as shareholder.

### **VOTING BY POST**

Shareholders may exercise their voting right by post. To this effect, shareholders must sign this attendance, 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, stating their vote by checking the corresponding box with a cross, under the terms set out in the Articles of Association, in the Regulations of the General Shareholders' Meeting, in the terms set out in the Meeting Call and on the Company's website ([www.gestamp.com](http://www.gestamp.com)).

The document through which the proxy was granted must be signed by the shareholder and their signature must be legitimised by notary public or recognised by the relevant depositary institution.

Proxies granted by post may be issued as of the date of publication of the call and must be received by the Company at least seventy-two (72) hours before the time scheduled for holding the General Shareholders' Meeting, that is, before 12:30 p.m. on 4 May 2018.

### **GENERAL SHAREHOLDERS' MEETING AGENDA**

- 1st.- 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 2017 financial year, as well as the management of the Board of Directors over the 2017 financial year.**
- 2nd.- Consideration and approval, where appropriate, of the proposed allocation of profit for the 2017 financial year.**
- 3rd.- Ratification of the appointment of Mr. Shinichi Hori as a member of the Board of Directors (Proprietary Director), following his election through the co-option method.**
- 4th.- Approval of the Remuneration Policy for the Company's directors.**
- 5th Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of Gestamp Automoción, S.A.**
- 6th.- Extension or appointment of the auditors of the Company and its consolidated group.**
- 7th.- Delegation of powers to formalise, interpret, remedy and implement the resolutions adopted by the Ordinary General Shareholders' Meeting.**
- 8th.- Approval of the minutes of the meeting.**