

**REPORT ISSUED BY THE NOMINATION AND COMPENSATION COMMITTEE OF GESTAMP AUTOMOCIÓN, S.A. ON THE RATIFICATION PROPOSAL OF A MEMBER OF THE BOARD OF DIRECTORS APPOINTED THROUGH THE COOPTATION METHOD TO BE SUBMITTED FOR APPROVAL TO THE GENERAL SHAREHOLDERS' MEETING**

**1.- PURPOSE OF THIS REPORT.**

Article 44.1.(f) of the Regulations to the Board of Directors of Gestamp Automoción S.A. (hereinafter, “**Gestamp**” or the “**Company**”) sets forth that the Nomination and Compensation Committee is competent to inform on the proposals for the appointment of non-independent members of the Board of Directors through the cooptation method or for its submission for approval of the Shareholders' Meeting.

This report intends to meet such Regulations' requirement and is issued by the Nomination and Compensation Committee in order to justify the proposal submitted for approval to the Board of Directors at its meeting of April 3, 2018, for the purpose to submit it in turn for approval of the General Shareholders' Meeting.

**2. - RATIONALE OF THE PROPOSAL.**

The Nomination and Compensation Committee of Gestamp has already issued a favourable report on the appointment of Mr. Shinichi Hori as member of the Board of Directors through the cooptation method at its meeting on 26 February 2018.

Mr. Shinichi Hori qualifies as Proprietary Director as representative of Mitsui & Co., Ltd.

The Nomination and Compensation Committee has considered the full competence, experience and merits of the candidate for the development of the functions included in the position. His professional profile reads as follows:

*D. Shinichi Hori was graduated from the Waseda University, Tokyo. Additionally, he holds a Master Degree in Science Management by the MIT, Sloan School of Management, Massachusetts.*

*He has a wide professional experience in the steel sector, with over 30 years working for Mitsui Group, through different positions worldwide. He currently is the Managing Officer and Chief Operating Officer of Iron & Steel Products Business Unit of Mitsui Group. He started his career at Mitsui Group in the area of Iron & Steel Planning & Administrative Dept, and later he held different executive positions in USA and Japan. In 2009 he was appointed Assistant to the President & CEO of the Mitsui Group. Later, he was appointed General Manager in charge of the Investment & Planning of Overseas Projects in the Division of Iron & Steel Products of Mitsui Group. In 2014 he became the Senior Vice President of Mitsui & Co. (USA) and Divisional Operating Officer of the Steel Division of Mitsui & Co. (USA), overseeing the Steel product*

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*across the region. Before holding his current position, he was General Manager of the Washington D.C offices.*

Consequently, the Nomination and Compensation Committee concludes that Mr. Shinichi Hori has proven all necessary capability, experience and merits to take the position of member of the Board of Directors of the Company.

Therefore, in line with the appointment proposal of Mr. Shinichi Hori as member of the Board of Directors through the co-optation method, a favourable report is also issued on the appointment ratification proposal submitted by the Board of Directors for the approval of the General Shareholders' Meeting of the Company.

*Madrid, April 3, 2018*