



GENERAL SHAREHOLDERS' MEETING 2019

RIGHT TO ATTEND, PROXIES, AND VOTING

Right to attend.

In accordance with the provision 14 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. Said circumstance must be accredited by means of the appropriate attendance, proxy and voting card issued by the Company 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 or the powers of attorney in case of legal person.

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 completed and signed by the shareholder, signing the 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 proxy must be accepted by the representative, without which the proxy cannot be exercised. For this purpose, the representative must also sign relevant document through which the proxy was granted. 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 or the powers of attorney in case of legal person.

Under the terms set out in the By-laws and the Regulations on the General Shareholders' Meeting, the Chairman and the Secretary of the General Shareholders' Meeting will have all the powers possible under Law to admit the validity of the document verifying the proxy.



Proxy by post.

In accordance with the provisions set forth in Article 10 of the Regulations on the General Shareholders' Meeting, shareholders may grant their proxies by post, for which purpose they must verify their status as shareholders and send the attendance, proxy and voting card issued by the Company 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, by post to the Company- for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2019)- at:

- (i) the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia) or, alternatively, to
- (ii) the offices in Madrid (Calle Alfonso XII 16, 28014, Madrid).

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. 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.

Shareholders who grant their proxies by post must communicate to the person appointed as their representative the proxy granted in their favour. Proxies granted by post must be accepted by the representative. To this end, the representative must sign the document through which the proxy was granted, keeping a copy of the same for the purpose of presentation and delivery at the shareholder entry registration desks at the location and on the date scheduled for holding the General Shareholders' Meeting. Therefore, the person in whose favour the proxy is granted by post must exercise the proxy by attending the Meeting personally.

Proxies granted by post 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 personal 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 by post did not identify the person to whom the proxy was granted.

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 3 May 2019.

Conflict of interest in case of proxy.

In cases where the shareholder exercised their right to proxy, and for the purposes of the provisions set forth in Articles 523 and 526 of the Companies Act, 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 fifth item on the Agenda, only in the specific case of the director whose ratification and re-election is proposed; (ii) the sixth and seventh 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

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the derivative action) that could be presented off the Agenda under the Act. In connection with these items, if the represented party has not provided specific voting instructions, the proxy, unless expressly indicated otherwise on the attendance, proxy and voting card, will be understood to have been granted to the Secretary of the General Shareholders' Meeting.

Voting right.

Shareholders who are entitled to attend may vote by personally attending and voting at the Meeting with the attendance, proxy and voting card issued by the Company 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.

In accordance with the provisions set forth in Article 14 of the Regulations on the General Shareholders' Meeting, shareholders may exercise their voting right by means of remote communications. In this regard, shareholders may vote by post. To this effect, shareholders must sign the attendance, proxy and voting card issued by the Company 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.

The attendance, proxy and voting card, duly filled in and signed, may be sent by post to the Company - for the attention of the Secretary of the Board of Directors (ref: General Shareholders' Meeting 2019)- at:

- (i) the registered office (Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia) or, alternatively, to
- (ii) the offices in Madrid (Calle Alfonso XII 16, 28014, Madrid).

The document through which the exercise of the voting right by post is made must be signed by the shareholder and the signature must be legitimised by notary public or recognised by the relevant depositary institution.

Should any shareholders cast a postal vote and fail to check any or all of the allocated boxes to indicate their votes regarding items included on the Agenda, it shall be understood that they vote in favour of the respective proposals drawn up by the Board of Directors.

Postal votes will be rendered ineffective by the shareholder's subsequent express revocation effected by post for the issue and within the period established for this, or by the personal attendance at the General Shareholders' Meeting of the shareholder who had voted by post or the attendance of their representative.

Votes cast by post must have been received by the Company at least 72 hours before the time scheduled for holding the General Shareholders' Meeting on first call, that is, before 12:30 p.m. on 3 May 2019. Otherwise, such vote will be deemed not to have been cast. After the



aforementioned deadline, only the in-person votes cast at the General Shareholders' Meeting by the shareholder or the person validly representing them will be admitted. Shareholders who vote remotely by post will be considered as being present for the purposes of the constitution of the General Shareholders' Meeting.

Proxies and voting in the case of addenda to the call.

If, as a result of exercising the right to include new items on the Agenda held by shareholders representing at least three percent (3%) of the share capital, a supplement to this call is published, shareholders who had granted a proxy or who had voted before the publication of said supplement may:

- a) Grant once again their proxy with the corresponding voting instructions, or vote again, with respect to all the items on the Agenda (including both the initial items and the new items incorporated through the supplement), in which case the proxy granted or the vote cast previously will be deemed to have been revoked, without any effect; or
- b) Fill in the corresponding voting instructions for the representative initially appointed (which must be the same, with no other being appointed) solely with respect to the new items on the Agenda incorporated through the supplement, all in accordance with the procedures and methods stated in the previous sections, and by the same means as used in the proxy originally granted or the vote originally cast.

For the above purposes, the Company will make a new attendance, proxy and voting card available to shareholders on its website (www.gestamp.com), including the new items on the agenda that are the subject of the addendum to the call.

In the event that the shareholder had granted their proxy before the publication of the addendum and they did not perform any of the actions stated under paragraphs (a) and (b) above, the representative will vote in the manner they understand to be most favourable to the represented party's interests, unless it is expressly instructed on the document through which the proxy was granted already sent that the representative must abstain with respect to any new items.

In the event that the shareholder had voted remotely before the publication of the addendum and they did not perform any of the actions stated under paragraphs (a) and (b) above, it will be understood that they grant their proxy in favour of the Chairman of the General Shareholders' Meeting to vote on said new items (applying the rules on voting in the case of no instructions and in cases of conflicts of interest), unless it is expressly stated on the document already issued through which the voting right by post was made, that the shareholder opposes said proxy, in which case it will be understood that the shareholder abstains in connection with said proposed resolutions.