



**GESTAMP AUTOMOCIÓN, S.A.**

**FULL TEXT OF THE PROPOSED RESOLUTIONS DRAWN UP BY THE BOARD OF DIRECTORS FOR THE GENERAL SHAREHOLDERS' MEETING OF 6 MAY 2019**

- 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 2018 financial year, as well as the management of the Board of Directors over the 2018 financial year.**

To approve the individual financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and explanatory notes) and the management report for the financial year ending 31 December 2018 for Gestamp Automoción, S.A. (the "**Company**") as drawn up by the Board of Directors at its meeting held on 28 February 2019, following a favourable report by the Audit Committee.

To approve the consolidated financial statements (balance sheet, profit and loss account, statement of other comprehensive income, statement of changes in equity, cash flow statement and explanatory notes) and the management report for the financial year ending 31 December 2018 for the group of which the Company is the parent company (hereinafter, "**Gestamp Group**") as drawn up by the Board of Directors at its meeting held on 28 February 2019, following a favourable report by the Audit Committee.

To approve the management of the Company's Board of Directors over the financial year ending 31 December 2018.

- 2nd. Consideration and approval, where appropriate, of the consolidated non-financial information for the 2018 financial year.**

To approve the consolidated statement of non-financial information for the financial year ending 31 December 2018, which is part of the consolidated management report for said financial year.

- 3rd. Consideration and approval, where appropriate, of the proposed allocation of profit for the 2018 financial year.**

To approve the proposed allocation of profit for the financial year ending 31 December 2018, as follows:

<b>ALLOCATION OF PROFIT</b>	
	<i>Euros (€)</i>
- To unrestricted reserves <sup>1</sup>	92,105,629
- To interim dividend	37,345,729
<b>Total Profit of the Company</b>	<b>129,451,358</b>

<sup>1</sup> Also, part of the amount allocated to unrestricted reserves shall be used to distribute a supplementary dividend in accordance with the proposal made under 4<sup>th</sup> item of the Agenda.



**4th. Distribution of a supplementary dividend against unrestricted reserves.**

To approve the distribution, against unrestricted reserves, of a supplementary dividend amounting to € 0.07 gross per share with the right to receive such dividend (€ 40,286,005.20 gross as maximum amount, if the distribution is allocated to all of the shares of the Company).

Distribution will be performed on 5 July 2019 through the participating entities in “*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal*” (Iberclear).

**5th. Ratification of the appointment through the co-option method and re-election of Mr. Katsutoshi Yokoi as a member of the Board of Directors.**

To ratify the appointment of Mr. Katsutoshi Yokoi as a member of the Company's Board of Directors following his election through the co-option method by the Board of Directors at its meeting held on 3 April 2019, and to re-elect him for the term of 4 year as stated in the By-laws of the Company.

Mr. Katsutoshi Yokoi, present at this General Shareholders' Meeting, accepts the appointment and states that he is not subject to any of the prohibitions or incompatibilities established under Article 213 of the Companies Act, in Act 3/2015 of 30 March, or any other.

Mr. Katsutoshi Yokoi will qualify as Proprietary Director.

This resolution has already received a favourable report by the Nomination and Compensation Committee.

Likewise, it is stated that a report supporting the proposed resolution presented here has been prepared by the Board of Directors and made available to shareholders.

**6th. Approval of the Remuneration Policy for the Company's directors for the years 2019-2021.**

In accordance with Article 529 novodecies of the Companies Act, approve the Remuneration Policy for directors, the full text of which, together with the compulsory report by the Nomination and Compensation Committee, is included in the supporting report by the Board of Directors made available to shareholders as part of the documentation relating to the General Shareholders' Meeting.

**7th. Approval, in an advisory capacity, of the Annual Report on Remuneration of Directors of the Company.**

The Board of Directors of the Company, at its meeting held on 28 February 2019, following the report by the Nomination and Compensation Committee, has drawn up the Annual Report on Remuneration of Directors for the purposes set out under article 541 of the Companies Act. In accordance with the aforementioned provision, this Annual Report on Remuneration of Directors is put to vote, in an advisory capacity and as a separate item on the Agenda.



Consequently, it is agreed to approve, in an advisory capacity, the Annual Report on Remuneration of Directors for the 2018 financial year, which has been made available to shareholders.

**8th. Re-election of Ernst & Young, S.L. as the auditors of the Company and its consolidated group for the year 2019.**

Appoint as auditors of the Company and its consolidated group for the financial year ending 31 December 2019, the firm Ernst & Young, S.L., with registered offices in Madrid, c/ Raimundo Fernández Villaverde, 65, 28003 Madrid, with tax identification number (CIF) B-78970506, registered in the Register of Companies of Madrid, volume 9.364, 8.130 of 3rd section of the Companies Book, page 68, foil n° 87.690-1, 1st inscription, Madrid 9 March 1989, and in the Official Register of Auditors under number S0530.

Authorise the Company's Board of Directors to be able to agree on the corresponding service leasing contract with the aforementioned entity for the stated period under the following terms: a) the remuneration of the auditors will be set according to the number of hours required to conduct the audit, applying the hourly rates it has in force in general during the financial year in which it is providing its review services and b) such contract must provide for the company's right to freely terminate the contract in advance at any time during its validity, without the just cause motivating the revocation of the appointment for the purposes of the provisions set forth in Article 264.3 of the Companies Act needing to be communicated to Ernst & Young, S.L., and without the latter being able to contest this, where appropriate.

It is hereby stated that this resolution, in compliance with the provisions set forth in Article 40.6.c).(i) of the Regulations of the Board of Directors, is adopted on the proposal of the Board of Directors, after being proposed by the Audit Committee, for submission to the General Shareholders' Meeting.

**9th. Delegation of powers to formalise, interpret, remedy and implement the resolutions adopted by the Ordinary General Shareholders' Meeting.**

It is agreed to empower all members of the Board of Directors and, in particular, the Chairperson and the Non-Member Secretary of the Board of Directors, with the express authority to sub-delegate, so that any of them, jointly and severally, may carry out whatever actions are necessary or appropriate for the execution, development, effectiveness and successful conclusion of the decisions adopted and, in particular, but not limited to, the following actions:

- (a) to appear before a notary public and grant on behalf of the Company the public deeds that are required or appropriate in connection with the decisions adopted at the Company's General Shareholders' Meeting;
- (b) to appear, where appropriate, before the relevant Spanish Register of Companies or any other registers and carry out whatever actions are required or appropriate for the effective registration of the decisions adopted by the General Shareholders' Meeting;
- (c) to clarify, specify, correct and conclude the decisions adopted and resolve any queries or issues that may arise, remedying and concluding whatever faults or omissions are preventing or hindering the effectiveness or registration of the corresponding decisions;

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- (d) to make the arrangements that are required or necessary for the execution and development of the decisions adopted, and to carry out whatever actions, legal business, contracts, declarations or operations are appropriate for the same purpose; and
- (e) to grant any other public or private documents that may be required or appropriate for the execution, development, effectiveness and successful conclusion of all the resolutions adopted by the General Shareholders' Meeting, without any limitation thereto.

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