

**ISSUER'S IDENTIFICATION DATA**

Reference year end date: 12/31/2020

Tax identification number: A-20014452

Corporate name:

**CIE AUTOMOTIVE, S.A.**

Registered office:

ALAMEDA MAZARREDO, 69, 8º (BILBAO), BISCAY

## **A. THE COMPANY'S REMUNERATION POLICY FOR THE YEAR IN COURSE**

A.1. Explain the directors' remuneration policy in force for the year in course. As far as relevant, certain information may be included by reference to the remuneration policy approved by the general shareholders meeting, provided that the inclusion is clear and specific.

The specific decisions for the year in course on directors' remuneration, both in their capacity as such and for performing executive functions, made by the board in accordance with the contracts signed with executive directors and the remuneration policy approved by the general meeting should be described.

In any case, information should be given on at least the following aspects:

- Description of the procedures and bodies within the company involved in establishing and approving the remuneration policy and its terms.
- Indicate and, as applicable, explain whether comparable companies have been examined to establish the company's remuneration policy.
- Information on whether an external adviser has been engaged and, if so, their identity.

The Board Remuneration Policy for 2021 will be that approved for the 2021-2023 period at the upcoming Annual General Meeting, as it has been proposed by the Board in its meeting of February 23, 2021.

Accordingly, this section has been prepared based on the proposed Board Remuneration Policy approved by the Board after a report from the Appointments and Remuneration Committee and which is expected to be approved for the 2021-2023 period at the upcoming Annual General Meeting (the "Board Remuneration Policy"). Its content is the same as that approved by the General Shareholders Meeting of April 24, 2018 for the 2018-2020 period, aside from (i) the matter of the CEO's long-term variable remuneration, which will be modified as necessary to adapt it to his contract, novated for those purposes, as indicated below in the corresponding sections of this report, and (ii) other minor amendments of a technical nature.

The Company's Board Remuneration Policy aims to establish appropriate remuneration for the engagement and responsibilities assumed by its directors, taking the long-term interest of its shareholders as a reference and always in alignment with the terms of other comparable companies at national and international level.

On the one hand, a fixed annual payment is envisaged as remuneration for the Company's directors in their capacity as such, exclusively for non-executive directors who have a special engagement with the Company, that is, (i) the Chairman of the Board and (ii) the independent directors. Remuneration is not given to directors representing substantial shareholders given the nature of their relationship, with the exception of the Chairman of the Board (due to his special engagement). Furthermore, the Chairman of the Board will receive remuneration in kind consisting in the use of a company car.

On the other hand, the following is envisaged as remuneration for the Company's directors with executive functions:

- a) Fixed remuneration for the CEO and the director responsible for corporate transactions and M&A.
- b) Short-term variable remuneration for the CEO linked to certain parameters such as Net Profit and Net Operating Profit (EBITDA), as detailed below in the corresponding sections of this report.
- c) Long-term variable remuneration for the CEO linked to him remaining in the CIE Automotive Group over the next 10 years and based on the increase in the value of the Company's shares in accordance with the following formula: (Incentive in each Reference Period = 1,450,000 x (Share Price - Initial Value), as detailed below in the corresponding sections of this report.

The Appointments and Remuneration Committee is the body holding the powers to propose the passing of resolutions on the proposal on establishing the directors' remuneration policy, in accordance with the Board Regulation and the Appointments and Remuneration Committee Regulation. The body responsible for proposing the Board Remuneration Policy is, therefore, the Appointments and Remuneration Committee, which subsequently escalates the proposal to the Board. The Board is responsible for approving whether or not to submit the Appointments and Remuneration Committee's proposal to the final approval of the General Shareholders Meeting, in accordance with the applicable legal and statutory regulations.

Both the Appointments and Remuneration Committee and the Board organize their activity based on a schedule of annual meetings and a specific agenda for each of them, although additional meetings may be held in accordance supervening and unforeseen circumstances.

With regard to the way in which the Appointments and Remuneration Committee deliberates on the application of the Board Remuneration Policy, in an initial phase, the Chairman of the Board meets with the members of the Appointments and Remuneration Committee and presents his view on directors' remuneration for the year based on the current Board Remuneration Policy. After obtaining this first opinion, the Appointments and Remuneration Committee members deliberate on the decisions to be adopted and, in the meeting ordinarily held in December, they pass the directors' remuneration proposals for the year to the Board of Directors, which are then discussed and approved (as applicable) in the December Board meeting.

The Appointments and Remuneration Committee members must be non-executive directors, two of whom must be independent. The Appointments and Remuneration Committee is currently composed of the following directors: (i) Chairman: Mr. Carlos Solchaga Catalán (independent), (ii) Member: Mr. Francisco J. Riberas Mera (representing substantial shareholder) and (iii) Member: Mr. Ángel Ochoa Crespo (independent).

External advisers have not been engaged in exercising its functions and comparable companies have not been (expressly) examined to establish the current Board Remuneration Policy.

- Relative importance of the variable remuneration items with regard to the fixed items (remuneration mix) and what criteria and objectives have been taken into account in establishing them and to guarantee an appropriate balance between the fixed and variable components of the remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and adapt it to the company's long-term objectives, values and interests, which will include, as applicable, a reference to the measures envisaged to guarantee that the company's long-term results, the measures adopted in relation to specific categories of staff whose professional activities have a material impact on the entity's risk profiles and measures envisaged to avoid conflicts of interest are taken into account in the remuneration policy.

Also indicate whether the company has established any accrual or consolidation period for certain variable remuneration items paid in cash, shares or other financial instruments, a deferment period in paying amounts or delivering financial instruments already accrued and consolidated, or whether any clause reducing the deferred remuneration not yet consolidated or requiring the director to return remuneration received has been agreed, when that remuneration has been established based on data later proved to be clearly inaccurate.

In accordance with the Board Remuneration Policy and the approval of the long-term incentive plan based on the evolution of the share price at the General Shareholders Meeting of April 24, 2018, the variable components are reserved, in the framework of the Board, to the CEO, based on the following essential

purpose: to guarantee the CIE Automotive Group's CEO's permanence, commitment, incentive and motivation over a period of ten (10) years (until 2028).

This being the case, the variable elements will be as follows:

(a) Short-term variable remuneration

The objectives to which the CEO's variable remuneration will be linked in the year in course will be related to parameters such as the Net Profit and the Net Operating Profit (EBITDA) approved by the Board in the annual budget. The amount of the short-term variable remuneration may not exceed 100% of the fixed remuneration. The Board will determine the degree to which the short-term variable remuneration has been earned and its corresponding amount, at the Appointments and Remuneration Committee's proposal after verifying the degree of compliance with the established parameters.

(b) Long-term variable remuneration

Long-term variable remuneration is envisaged for the CEO based on the evolution of the share price, in the terms approved by the General Shareholders Meeting of April 24, 2018.

Subject to its final economic establishment, it is an incentive under which the CEO will be entitled to receive a bonus equivalent to the difference between a reference price and the share price in each exercise window, multiplied by a number of units, also to be determined by the General Meeting.

The Annual General Meeting has established a series of exercise windows that will consolidate the right to receive the incentive based on the evolution of the share price up to that date and, in case of exercise, the reference value for the following window will be set at the amount at which the previous window has been exercised. The specific details of the long-term variable remuneration, its conditions and pecuniary components will be determined by the General Shareholders Meeting. In relation to the windows in which the CEO can exercise his right to the Incentive, as a result of the need to adapt the long-term variable remuneration to the changing circumstances of the macro-economic environment derived from the pandemic, following a favorable report from the Appointments and Remuneration Committee, the Board has proposed an adjustment to them to the 2021 Annual General Meeting, opening a higher number of windows throughout the remaining period and eliminating the quantitative limits that originally applied to these windows. As indicated, the consolidation of these modifications will take effect from the moment they are approved by the 2021 Annual General Meeting.

With regard to reducing exposure to excessive risks, the remuneration is adjusted to the circumstances and excessive risks are mitigated in two ways: first, the long-term variable remuneration depends on the generation of value for the Company's shareholders through its link to the share price (and this value will reflect, as applicable, that the most basic objectives have been achieved). The long-term objective of the Company and the long-term interest of the variable remuneration are thus aligned.

Second, and despite this, in accordance with the proposal formulated, as applicable, by the Appointments and Remuneration Committee, the Board has the power to claim the repayment of the remuneration already paid under the permanence commitment from the CEO (claw-back clauses). Moreover, additional claim measures may be established in special situations such as fraud and serious infringement of the law.

- Amount and nature of the fixed components it is envisaged directors will accrue in the year in their capacity as such.

The fixed components of the directors' remuneration in their capacity as such envisaged for the year in course is as follows:

- Chairman of the Board: 1,200 thousand euros;
- Chairman of the Appointments and Remuneration Committee and independent coordinating director: 140 thousand euros;
- Chairman of the Audit and Compliance Committee: 100 thousand euros; and
- Ms. Arantza Estefanía Larrañaga: 80 thousand euros.

There is no fixed remuneration for the other Board members in their capacity as such.

- Amount and nature of the fixed components that will be accrued in the year for performing executive directors' senior management functions.

The fixed components of the executive directors' remuneration for performing their functions for the year in course are as follows:

- CEO: 525 thousand euros.
- Director with executive functions related to corporate transactions and M&A: 200 thousand euros.

- Amount and nature of any component of remuneration in kind that will be accrued in the year, including but not limited to the insurance premiums paid in favor of the director.

The Chairman of the Board, the CEO and the director with executive functions related to corporate transactions and M&A have the use of a company car, which is classified as remuneration in kind.

- Amount and nature of the variable components, distinguishing between those established in the short and long term. Financial and non-financial parameters, including social, environmental and climate-change parameters, selected to determine the variable remuneration in the year in course; explanation of to what extent those parameters are related to the performance, both of the director and of the entity, and to their risk profile, and the methodology, required period and techniques envisaged to determine the effective degree of compliance with the parameters used in designing the variable remuneration at the end of the year, explaining the criteria and factors applied with regard to the time required and methods to check that the performance or any other type of conditions to which the accrual and consolidation of each variable remuneration component was linked have been effectively met.

Indicate the range of the different variable components in monetary terms in accordance with the compliance with the established objectives and parameters, and whether there is any maximum pecuniary sum in absolute terms.

The elements will be as follows:

(a) Short-term variable remuneration

Remuneration is envisaged for the CEO conditional upon achieving certain parameters such as the Net Profit and the Net Operating Profit (EBITDA) approved in the annual budget. In any case, that remuneration may not exceed 100% of the fixed remuneration.

(b) Long-term variable remuneration

Long-term variable remuneration is envisaged for the CEO based on the evolution of the share price. Subject to its final economic establishment, it will be an incentive under which the CEO will be entitled to receive a bonus equivalent to the difference between a reference price and the share price in each exercise window, multiplied by a number of units determined by the General Shareholders Meeting. The Annual General Meeting has established a series of exercise windows that will consolidate the right to receive the incentive based on the evolution of the share price up to that date and, in case of exercise, the reference value for the following window will be set at the amount at which the previous window has been exercised. The specific details of the long-term variable remuneration, its conditions and pecuniary components will be determined by the Annual General Meeting. Point B7 contains a more detailed description of this long-term incentive plan based on the evolution of the share price. We refer to that section with regard to the details of the plan.

From a quantitative viewpoint and simulating the current exercise of all the remuneration at the set date of December 31, 2020 (at the closing share price on that date), the amount of the remuneration would be 1.1 million euros.

The CEO's variable remuneration does not contain non-financial elements such as social, environmental, and climate-change components within the calculation parameters.

- Main characteristics of the long-term savings systems. Among other information, indicate the contingencies covered by the system, whether it is a defined-contribution or -benefit system, the annual contribution that must be made to the defined contribution systems, the conditions for consolidation of the economic rights in favor of the directors and their compatibility with any type of payment or compensation for termination or early termination or derived from the end of the contractual relationship in the terms envisaged between the company and the director.

It should be indicated whether the accrual or consolidation of any of the long-term savings plans is linked to achieving certain objectives or parameters related to the director's short- or long-term performance.

There is no remuneration of that type.

- Any type of payment or compensation for termination or early termination or derived from the end of the contractual relationship in the terms envisaged between the company and the director, whether the termination is at the will of the company or the director, as well as any type of covenants agreed, such as exclusivity, post-contractual non-competition and permanence or loyalty, which entitle the director to any type of earning.

The CEO is entitled to receive amounts for the following items:

(i) Non-compete covenant

Given his degree of knowledge of the design and execution of the Company's strategy and business plans, in any case, the CEO's contract establishes a non-compete obligation in relation to companies and activities of a similar nature during the term of his relationship with the Company and subsequently for a period of one or

two years. As consideration for these commitments, the CEO will receive net remuneration of 650 thousand euros per annum that he must repay to the company if he terminates his relationship with it early.

(ii) Permanence bonus and exclusivity covenant

The CEO assumes an exclusivity and permanence commitment for at least a period of ten years. As consideration for these commitments, the CEO will receive net remuneration of 650 thousand euros per annum that he must repay to the company if he terminates his relationship with it early.

Furthermore, if the contractual relationship is terminated at the company's decision, the CEO will be entitled to receive the full amounts included in the non-compete covenant, the permanence and exclusivity bonus, the long-term variable remuneration and compensation in an amount equal to the fixed and short-term variable remuneration received in the previous year. All of this will apply unless the reason for the termination is (i) serious breach by the CEO of the obligations established in the contract or (ii) breach of ethical or regulatory obligations (securities market, competition, etc.).

- Indicate the terms that the contracts of those exercising senior management functions as executive directors must respect. Among other factors, information should be given on the duration, limits on compensation amounts, permanence clauses, notice periods, as well as payment in lieu of notice, and any other clauses on hiring bonuses, as well as compensation or golden parachutes in case of early termination or end of the contractual relationship between the company and the executive director. Include, among others, non-compete, exclusivity, permanence, or loyalty and post-contractual non-compete covenants or agreements, unless they have been explained in the foregoing section.

The essential characteristics of the CEO's contract are as follows:

(i) Term

The contract is open ended and may be freely terminated by the company at any time with no need to give notice and with the compensation-related consequences indicated in section 8 above. The CEO may freely terminate the contract and resign from his position at any time giving at least three months' notice, in which case he must repay the amount corresponding to the non-compete and permanence covenant described above.

(ii) Applicable regulations

The applicable regulations are those envisaged under Spanish law at any given time.

(iii) Non-compete covenant

Given his degree of knowledge of the design and execution of the Company's strategy and business plans, in any case, a non-compete obligation is established in relation to companies and activities of a similar nature during the term of his relationship with the Company and subsequently for a period of one or two years. As consideration for these commitments, the CEO will receive remuneration that he must repay to the company if he terminates his relationship with it early.

(iv) Permanence bonus and exclusivity covenant

The CEO assumes an exclusivity and permanence commitment for at least a period of ten years. As consideration for these commitments, the CEO will receive remuneration that he must repay to the company if he terminates his relationship with it early.

(v) Confidentiality and return of documents

A strict duty of confidentiality is established for executive directors both during the term of their contracts and after they are terminated. Furthermore, upon ending their relationship with the company, executive directors must return the documents and items related to their activity that they have in their possession to the company.

(vi) Ethical duties

Executive directors must conduct themselves within the duties of good faith and loyalty, refraining from participating, directly or indirectly, in situations that could give rise to a conflict of interest between their personal interests and those of the company.

- The nature and estimated amount of any other supplementary remuneration that the directors will accrue in the year in course as consideration for services rendered other than those inherent to their position

In addition to the fixed remuneration, the director with executive functions related to corporate transactions and M&A is entitled to receive a percentage (0.25%) of the value (enterprise value) of the company effectively acquired in each company acquisition transaction, with a maximum of 800 thousand euros per transaction.

- Other remuneration items such as those derived, as applicable, from the company granting the director advances, loans and guarantees, and other remuneration.

n/a

- The nature and estimated amount of any other supplementary remuneration envisaged that is not included in the foregoing sections, whether paid by the entity or another entity of the group, which will be accrued by the directors in the year in course

n/a

A.2. Explain any relevant change in the remuneration policy applicable in the year in course derived from:

- A new policy or an amendment to the policy already approved by the General Meeting.
- Relevant changes in the specifications established by the board for the year in course on the current remuneration policy with regard to those applied in the previous year.
- Proposals that the board has resolved to submit to the general shareholders meeting to which this annual report will be submitted and that it is proposed to apply to the year in course.

The Board Remuneration Policy for 2021 will be that approved for the 2021-2023 period at the upcoming Annual General Meeting, at the proposal of the Board. Accordingly, this section has been prepared based on the proposed Board Remuneration Policy approved by the Board on the same date as this report after a report from the Appointments and Remuneration Committee and which is expected to be approved for the 2021-2023 period at the upcoming Annual General Meeting. Its content is the same as that approved by the General Shareholders Meeting of April 24, 2018 for the 2018-2020 period, aside from the matter of the CEO's long-term variable remuneration, which will be modified as necessary to adapt it to his contract, novated for those purposes.

The amendments relating to the CEO's long-term variable remuneration are as follows:

[PENDING]

A.3. Identify the direct link to the document recording the company's current remuneration policy, which must be available on the company's website.

See section D. "Other Useful Information."

A.4. Taking into account the data provided in section B.4, explain how the shareholders' vote at the general meeting to which the annual remuneration report for the previous year was submitted for a vote on a consultative basis has been taken into account.

Insofar as the Annual Remuneration Report 2019 has been approved, on a consultative basis, with 87.4189% of the votes in favor, 12.0229% of the votes against and 0.5580% abstentions, no action has been considered in relation to the Board Remuneration Policy

## **B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR ENDED**

B.1. Explain the process followed to apply the remuneration policy and establish the individual remuneration reflected in section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the board and, as applicable, the identity and role of the external advisers whose services have been used in the process of applying the remuneration policy in the year ended.

The Appointments and Remuneration Committee is the body holding the powers to propose the Board Remuneration Policy and the passing of resolutions on directors' remuneration, in accordance with the Board Regulation and the Appointments and Remuneration Committee Regulation, and the functions assigned to it in them. It is up to the Board to approve the Appointments and Remuneration Committee's proposals, including the proposal to submit the Board Remuneration Policy to the approval of the General Shareholders Meeting.

Within the functions assigned to it in the Board Regulation and the Appointments and Remuneration Committee Regulation, and the functions assigned to it in them, the Appointments and Remuneration Committee organizes its operation based on a schedule of annual meetings and a specific agenda for each of them, although additional meetings may be held in accordance supervening and unforeseen circumstances.

With regard to the way in which the Appointments and Remuneration Committee deliberates on the application of the Board Remuneration Policy, in an initial phase, the Chairman of the Board meets with the members of the Appointments and Remuneration Committee and presents his view on directors' remuneration for the year based on the current Board Remuneration Policy. After obtaining this first opinion, the Appointments and Remuneration Committee members deliberate on the decisions to be adopted and, in

the meeting ordinarily held in December, they pass the directors' remuneration proposals for the year to the Board of Directors, which are then discussed and approved (as applicable) in the December Board meeting.

Neither the Board nor the Appointments and Remuneration Committee has engaged external advisers in exercising these functions.

B.2. Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing the exposure to excessive risks and adapting it to the company's long-term objectives, values and interests, including a reference to the measures adopted to guarantee that the company's long-term results have been taken into account in the remuneration accrued and an adequate balance has been struck between the fixed and variable remuneration components, what measures have been taken in relation to specific categories of staff whose professional activities have a material impact on the entity's risk profiles, and what measures have been taken to avoid conflicts of interest, as applicable.

With regard to reducing exposure to excessive risks, the remuneration is adjusted to the circumstances and excessive risks are mitigated in two ways.

First, the long-term variable remuneration depends on the generation of value for the Company's shareholders through its link to the share price (and this value will reflect, as applicable, that the most basic objectives have been achieved). The long-term objective of the Company and the long-term interest of the variable remuneration are thus aligned.

Second, and despite this, the Board (in accordance with the proposal formulated, as applicable, by the Appointments and Remuneration Committee) has the power to claim the repayment of the remuneration already paid under the permanence commitment from the CEO (claw-back clauses). Moreover, additional claim measures may be established in special situations such as fraud and serious infringement of the law.

With respect to the adequate balance between the fixed and variable components, it is the Appointments and Remuneration Committee that, in the framework of its ordinary activity, approved the described remuneration scheme and, in so doing, (i) analyzed the different foreseeable scenarios of the variable remuneration, comparing them with the fixed remuneration, and (ii) assessed whether, in each of the foreseeable scenarios, adequate proportionality was maintained between the fixed and variable remuneration in both directions, that is, that the proportion of fixed remuneration to variable remuneration is not excessive in scenarios of poor performance of the Company, and that the proportion of variable remuneration to fixed remuneration is not excessive in scenarios of good performance of the Company.

With regard to avoiding conflicts of interest, the long-term variable remuneration depends on the generation of value for the Company's shareholders through its link to the share price (and this value will reflect, as applicable, that the most basic objectives have been achieved). The long-term objective of the Company and the long-term interest of the variable remuneration or, in other words, the shareholder's (abstract) interest in the executive are thus aligned *ex ante*.

B.3. Explain how the remuneration accrued and consolidated in the year complies with the current remuneration policy.

Also indicate the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, as applicable, how the variations in the company's performance have influenced

the variation of the directors' remuneration, including that accrued whose payment has been deferred, and how it contributes to the company's short- and long-term results.

The CEO is the only Board member with variable remuneration linked to the short- and long-term performance. In the meeting held on December 16, 2020, the Appointments and Remuneration Committee informed the Board that the objectives included in the budget in relation to the Net Profit and EBITDA parameters established in the budget had not been achieved in 2020. The reason for that deviation is none other than the circumstances caused by the COVID-19 health crisis. Despite this, the Appointments and Remuneration Committee has performed an exceptional assessment of the CEO's work during this period, in which he led the CIE Automotive Group throughout the pandemic period, first and foremost protecting the health and safety of the group's employees and, at the same time, the value of the company and its shareholders with his work, which has enabled the group to close the year at optimal levels of profitability given the circumstances.

That is why, despite not achieving those quantifiable and objectively measurable objectives, in view of the extraordinary circumstances and the CEO's performance in those circumstances, the Appointments and Remuneration Committee has proposed to the Board, which approved the proposal in its meeting of December 16, 2020, to grant short-term variable remuneration equal to 100% of the fixed remuneration (525 thousand euros in 2020), which is aligned, in quantitative terms, with the provisions of the Board Remuneration Policy for the 2018-2020 period.

Insofar as it is referenced to the evolution of the share price, his long-term variable remuneration includes a link to the Company's long-term performance. From a quantitative viewpoint and simulating the current exercise of all the remuneration at the set date of December 31, 2020 (at the closing share price on that date), the amount of the remuneration would be 1.1 million euros.

B.4. Indicate the result of the consultative vote in the general meeting on the annual report on remuneration for the previous year, stating the number of votes against.

	Number	% of the total
Votes issued	105,274,291	81.61

	Number	% of the votes issued
Votes against	589,536	0.56
Votes in favor	92,030,785	87.42
Abstentions	12,653,970	12.02

Observations

B.5. Explain how the fixed components accrued and consolidated in the year by the directors in their capacity as such have been determined, and how they have varied with respect to the previous year.

The annual general meeting of April 29, 2020 resolved to set the maximum aggregate amount of that remuneration for the year ended December 31, 2020 at 1,620,000 euros. Within that maximum aggregate amount, the fixed components accrued by the directors in their capacity as such are those approved by the General Shareholders Meeting of April 24, 2018 (and they have not varied in the reference year compared with 2018), except with respect to Ms. Arantza Estefanía Larrañaga. Ms. Arantza Estefanía Larrañaga was appointed director (independent) of the company on April 29, 2020 and the Board approved a fixed component of 80,000

euros, of which 53,333.33 euros has been accrued in the reference year, from the date of her appointment to December 31, 2020, on a *pro rata temporis* basis.

- B.6. Explain how the salaries accrued and consolidated in the year ended by each of the executive directors for performance of management functions have been established and how they have varied compared with the previous year.

The fixed components accrued by the executive directors are those approved by the General Shareholders Meeting of April 24, 2018 and they have not varied in the reference year compared with 2018.

- B.7. Explain the nature and main characteristics of the variable components of the remuneration systems accrued and consolidated in the year ended.

In particular:

- Identify each of the remuneration plans that have established the different variable remuneration accrued by each of the directors during the year ended, including information on its scope, its approval date, implementation date, conditions in case of consolidation, accrual and validity periods, criteria used to assess the performance and how this has impacted on the establishment of the variable amount accrued, as well as the measurement criteria used and the period required to be in a position to appropriately measure all the conditions and criteria stipulated, explaining in detail the criteria and factors applied in terms of time required and methods to check that the performance or any other type of conditions to which the accrual and consolidation of each variable remuneration component was linked have effectively been met.

In case of stock option or other financial instruments plans, the general characteristics of each plan will include information on the conditions both to acquire their unconditional ownership (consolidation) and to be able to exercise those options or financial instruments, including the strike price and exercise period.

- Each of the directors, and their category (executive directors, external directors representing substantial shareholders, external independent directors, or other external directors), who are beneficiaries of remuneration systems or plans that include variable remuneration.
- As applicable, provide information on the accrual or payment deferment periods established that have been applied and/or the retention/non-disposal periods for shares or other financial instruments, if any.

Explain the short-term variable components of the remuneration systems:

The CEO is entitled to short-term variable remuneration calculated in relation to compliance with the Net Profit and Net Operating Profit (EBITDA) levels approved in the annual budget.

After a favorable report from the Appointments and Remuneration Committee, the Board has resolved to grant an amount equal to the fixed remuneration (which in 2020 corresponds to 100% of the fixed remuneration for 2020 (525 thousand euros)) as short-term variable remuneration, even though, as explained in section B3 above, the Net Profit and EBITDA objectives included in the budget have not been achieved. The

extraordinary circumstances in the 2020 financial year as a result of the COVID-19 health and the extraordinary actions of the CEO in this period have led the Board to resolve to grant the amount corresponding to the CEO's annual variable remuneration extraordinarily.

With regard to the approval date, date of implementation or accrual and validity periods, the variable remuneration is annual and framed within the Board Remuneration Policy approved by the General Shareholders Meeting of April 24, 2018 for 2018, 2019 and 2020, which will continue through the Board Remuneration Policy for 2021, 2022 and 2023, which will be submitted to the approval of the General Shareholders Meeting in its next annual meeting.

#### Explain the long-term variable components of the remuneration systems:

The CEO (the "Beneficiary") holds a long-term incentive based on the increase in the value of the Company's shares, due to his special engagement with the Company (the "Incentive"), in accordance with the following basic characteristics.

##### I.- Objective

The incentive consists in allocating 1,450,000 units to the Beneficiary, which include the option to receive remuneration based on the increase in the value of the same number of shares of CIE Automotive, S.A. over a period of time, taking its share price as a reference and payable in cash.

##### II.- Beneficiary and number of units

The CEO is the Beneficiary of the Incentive.

The number of calculation units allocated to the Beneficiary of the Incentive will be 1,450,000.

Those units will be allocated for the sole purposes of calculating the Incentive and will not entail the Beneficiary acquiring the status of shareholder or any other rights related to that status.

##### III.- Establishment of the Incentive

On the dates indicated below, the Beneficiary will be entitled to receive long-term variable remuneration that will be the amount in euros (€) resulting from applying the following formula:

Incentive in each Reference Period = 1,450,000 x (Share Price - Initial Value)

where

- Initial Value is €21.30 per share.

- Share Price is Automotive, S.A.'s average share price in the period of ninety (90) calendar days that the Beneficiary determines as the calculation period for the purposes of the Incentive within each Reference Period.

For the purposes of the calculation, the average share price will be calculated by dividing the sum of the cash traded in shares of CIE Automotive in the reference period of ninety (90) calendar days and the sum of the total number of securities traded on the Bilbao, Madrid, Barcelona, and Valencia stock exchanges during the stated reference period of ninety (90) calendar days.

- At the choice of the CEO, Reference Period corresponds to the period of ninety (90) calendar days before a date between any of (i) January 1, 2020 and December 31, 2020; or (ii) January 1, 2022 and December 31, 2022; (iii) January 1, 2025 and December 31, 2025; and (iv) January 1, 2027 and December 31, 2027.

Consequently, the CEO may exercise the Incentive partially — in the terms indicated below — counting towards its final settlement, within any of the Reference Periods.

For the purposes of exercising the Incentive in each of the Reference Periods, the following circumstances will apply:

- The maximum amount to be received in the partial exercise of the Incentive in the periods between (i) January 1, 2020 and December 31, 2020; or (ii) January 1, 2022 and December 31, 2022; and (iii) January 1, 2025 and December 31, 2025 will be EIGHT MILLION EUROS (€8,000,000); that is, if the amount resulting from the calculation is higher than that amount on the Reference Date, the Beneficiary will only receive EIGHT MILLION EUROS (€8,000,00).
- The sum of the Incentive received by the Beneficiary in the year corresponding to the periods between (i) January 1, 2020 and December 31, 2020; (ii) January 1, 2022 and December 31, 2022; and (iii) January 1, 2025 and December 31, 2025 will be discounted from the amount of the Incentive receivable in relation to the reference period between January 1, 2027 and December 31, 2027.

If the sum of the amount of the Incentive received in the first three Reference Periods exceeds the amount of the Incentive receivable in the last Reference Period, the Beneficiary will not be required to repay any amount of the Incentive received to date, as it is consolidated upon collection of the Incentive in each of the first three Reference Periods. If the Share Price — as defined above — is lower than the Initial Value, the Beneficiary will not be entitled to receive any Incentive in each of the Reference Periods, without prejudice to the possibility of exercising the Incentive in the following Reference Periods (a right that is not lost due to not being able to exercise the Incentive in any Reference Period).

#### IV.- Conditions for the settlement of the Incentive

The Beneficiary's right to the Incentive is not consolidable and will not be automatically extendable.

In no case will the amount received by the Beneficiary, as applicable, under this remuneration scheme be counted as a calculation parameter for possible compensation to which the Beneficiary may subsequently be entitled due to any cause.

The payment of the Incentive regulated in this proposal will take place, in each of the Reference Periods and within thirty (30) calendar days of the date of determination of the corresponding ninety (90) calendar days within the Reference Period, in accordance with section III above.

Consequently, if, before each of the Reference Periods, the Beneficiary voluntarily terminates his relationship with the CIE Automotive Group, the right to receive the remuneration (or, in case of partial exercise in a Reference Period, the rest of the Incentive) referred to in this remuneration proposal will be considered automatically and irrevocably terminated.

Despite this, when the termination of the Beneficiary's relationship is due to

- (i) death; or
- (ii) retirement or early retirement, whether at the Beneficiary's or CIE Automotive's decision; or
- (iii) permanent disability of the Beneficiary; or
- (iv) the unilateral withdrawal of the CIE Automotive Group company by means of a resolution of the General Shareholders Meeting against re-electing the CEO or for his dismissal; or by means of a Board resolution not to propose the renewal or to dismiss the CEO; or
- (v) unfair dismissal recognized as such by CIE Automotive, in conciliation or declared as such by a final court ruling, the Beneficiary or his successors will receive the Incentive outstanding early on that termination date, taking as a reference, *mutatis mutandis*, the share price on the termination date.

Despite this, in its meeting held on February 23, 2021, the Board (after a favorable report from the Appointments and Remuneration Committee) has resolved to propose the modification of the way in which to exercise the Incentive with regard to its different reference periods to the Annual General Meeting; the conditions described below are those that will apply if the Ordinary General Meeting approves the proposed amendments (affecting section III — Establishment of the Incentive — above):

(i) Share price is equal to the share price of CIE Automotiva, S.A. in the period of thirty (30) calendar days that, within each Reference Period, the CEO determines as the calculation period for the purposes of the Incentive within each Reference Period.

As an exception to the above, if the CEO exercises the Incentive in the first Reference Period indicated, the reference period for determining the Share Price will be that corresponding to the period of thirty (30) calendar days that the CEO determines between January 1, 2021 and June 30, 2021.

(ii) For the purposes of the calculation, the average share price will be calculated by dividing the sum of the cash traded in shares of CIE Automotiva in the reference period of thirty (30) calendar days and the sum of the total number of securities traded on the Bilbao, Madrid, Barcelona and Valencia stock exchanges during the stated reference period of thirty (30) calendar days.

- At the choice of the CEO, Reference Period corresponds to the aforementioned period of thirty (30) calendar days, within the date between any of (i) May 6 2021 to June 30, 2021; (ii) September 30, 2021 and March 31, 2022; (iii) July 1, 2022 and December 31, 2022; (iv) April 1, 2023 and September 30, 2023; (v) January 1, 2024 and June 30, 2024; (vi) October 1, 2024 and March 31, 2025; (vii) July 1, 2025 and December 31, 2025; (viii) April 1, 2026 and September 30, 2026; and (ix) January 1, 2027 and December 31, 2027.

Consequently, the CEO may exercise the Incentive partially — in the terms indicated below — within any of the Reference Periods.

To exercise the Incentive of in each of the Reference Periods, the following will apply:

- In exercising the Incentive in each of the Reference Periods after the first exercise of the Incentive, the Share Price taken to calculate the Incentive in the previous Reference Period will be taken as the Initial Value.

- If, upon exercising the Incentive, the Share Price — as defined above — is lower than the Initial Value (or the exercise value of the Incentive in the previous Reference Period in which the Incentive was partially exercised), the CEO will not be entitled to receive any Incentive in that Reference Period, without prejudice to the possibility of exercising the Incentive in the following Reference Periods (a right that is not lost due to not being able to exercise the Incentive in any Reference Period).

**B.8.** Indicate whether certain variable components accrued have been reduced or reclaimed when the payment of unconsolidated amounts has been deferred or amounts consolidated and paid in accordance with data later proved to be clearly inaccurate have been reclaimed. Describe the amounts reduced or repaid applying the reduction (malus) or repayment (claw-back) clauses, why they have been executed and the years to which they correspond.

No such circumstances have arisen in the year.

**B.9.** Explain the main characteristics of the long-term savings systems whose amount or equivalent annual cost is recorded in the tables of Section C, including retirement and any other survivor benefit financed in full or in part by the company, whether provisioned internally or externally, indicating the type of plan, whether it is a defined-contribution or -benefit plan, the contingencies it covers, the conditions for consolidation of the economic rights in favor of the directors and their compatibility with any type of compensation for early termination or termination of the contractual relationship between the company and the director.

There is no remuneration of that type.

- B.10. Explain, as applicable, the compensation or any other type of payment derived from early termination, whether at the decision of the company or the director, or from the termination of the contract, in the terms envisaged in it, accrued and/or received by the directors during the year ended.

No such circumstances have arisen.

- B.11. Indicate whether significant amendments have been made to the contracts of those exercising senior management functions as executive directors and, as applicable, explain them. Also explain the main terms of the new contracts signed with executive directors during the year, unless they have been explained in section A.1.

No amendment has been made during 2020.

As detailed in other sections of this report, certain aspects of the CEO's long-term variable remuneration are to be adjusted, provided that those modifications are approved by the 2021 Annual General Meeting of the Company.

- B.12. Explain any supplementary remuneration accrued by the directors as consideration for services rendered other than those inherent to their position.

No remuneration has been accrued in this regard.

- B.13. Explain any remuneration derived from granting advances, loans and guarantees, indicating the interest rate, their essential characteristics and the amounts eventually repaid, as well as the obligations assumed under them as guarantee.

No remuneration has been accrued in this regard.

- B.14. Detail the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the different salary components.

Mr. Antonio María Pradera Jauregui: remuneration due to use of vehicle in the amount of 9,468.36 euros (with a payment on account paid by the employer of 4,639.50 euros).

Mr. Jesus Maria Herrera Barandiarán: remuneration due to use of vehicle in the amount of 11.145,57 euros (with a payment on account paid by the employer of 5,461.33 euros).

Mr. Fermin del Rio Sanz de Acedo: remuneration due to use of vehicle in the amount of 10,075.14 euros (with a payment on account paid by the employer of 4,936.82 euros).

- B.15. Explain the remuneration accrued by the director under the payments the listed company makes to a third-party entity in which the director renders services when those payments are to remunerate their services to the company.

There is no remuneration accrued for this item in the year.

- B.16. Explain any remuneration item other than the above, whatever its nature or the group entity that pays it, particularly when it is considered a related-party transaction or its issuance distorts the true image of the total remuneration accrued by the director.

The CEO has accrued an amount of 2,549 thousand in the reference year as non-compete covenant and permanence and exclusivity bonus (as those items have been explained in section 8 of heading A1).

**C. DETAILS OF THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH OF THE DIRECTORS**

Name	Type	2020 accrual period
Ms. ARANTZA ESTEFANÍA LARRAÑAGA	Independent Director	From 04/29/2020 to 12/31/2020
Mr. ÁNGEL MANUEL OCHOA CRESPO	Independent Director	From 01/01/2020 to 12/31/2020
Mr. ANTONIO MARÍA PRADERA JAUREGUI	Chairman representing substantial shareholder	From 01/01/2020 to 12/31/2020
Mr. CARLOS SOLCHAGA CATALÁN	Coordinating Director	From 01/01/2020 to 12/31/2020
Mr. FRANCISCO JOSÉ RIBERAS MERA	Director representing substantial shareholder	From 01/01/2020 to 12/31/2020
Mr. FERMÍN DEL RÍO SANZ DE ACEDO	Executive Director	From 01/01/2020 to 12/31/2020
Mr. GOIZALDE EGAÑA GARITAGOITIA	Vice-Chairman representing substantial shareholder	From 04/29/2020 to 12/31/2020
Mr. JACOBO LLANZA FIGUEROA	Director representing substantial shareholder	From 04/29/2020 to 12/31/2020
Mr. JUAN MARÍA RIBERAS MERA	Director representing substantial shareholder	From 01/01/2020 to 12/31/2020
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	CEO	From 01/01/2020 to 12/31/2020
Ms. MARÍA TERESA SALEGUI ARBIZU	Director representing substantial shareholder	From 04/29/2020 to 12/31/2020
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN	Director representing substantial shareholder	From 01/01/2020 to 12/31/2020
Mr. SHRIPRAKASH SHUKLA	Director representing substantial shareholder	From 01/01/2020 to 12/31/2020
Mr. VANKIPURAM PARTHASARATHY	Director representing substantial shareholder	From 01/01/2020 to 12/31/2020

C.1. Complete the following tables regarding the individualized remuneration of each of the directors (including the remuneration for exercising executive functions) accrued in the year.

a) Remuneration from the company constituting the object of this report:

i) Remuneration accrued in cash (thousand €)

Name	Fixed remuneration	Allowances	Remuneration for membership of board committees	Salary	Variable short-term remuneration	Variable long-term remuneration	Compensation	Other items	Total 2020	Total 2019
Ms. ARANTZA ESTEFANÍA LARRAÑAGA	53								53	
Mr. ÁNGEL MANUEL OCHOA CRESPO	100								100	100
Mr. ANTONIO MARÍA PRADERA JAUREGUI	1,200							14	1,214	1,214
Mr. CARLOS SOLCHAGA CATALÁN	140								140	140
Mr. FRANCISCO JOSÉ RIBERAS MERA										
Mr. FERMÍN DEL RÍO SANZ DE ACEDO				200	197			15	412	1,413
Mr. GOIZALDE EGAÑA GARITAGOITIA										
Mr. JACOBO LLANZA FIGUEROA										
Mr. JUAN MARÍA RIBERAS MERA										
Mr. JESÚS MARÍA HERRERA BARANDIARÁN				525	525			2,566	3,616	3,915
Ms. MARÍA TERESA SALEGUI ARBIZU										

**ANNUAL REPORT ON LISTED  
COMPANY DIRECTORS' REMUNERATION**

Mr. SANTOS MARTÍNEZ- CONDE GUTIÉRREZ BARQUÍN										
Mr. SHRIPRAKASH SHUKLA										
Mr. VANKIPURAM PARTHASARATHY										

Observations

The information in this section reflects the composition of the Board resulting from the resolutions passed by the Annual General Meeting of April 29, 2020. Therefore, the directors whose position expired on that date and was not renewed are not included. However, it is recorded that no remuneration was accrued by those directors during 2020 and none of them had been receiving any remuneration based on the Board Remuneration Policy in force (that is, that applicable to the 2018-2020 period).

ii) Table of movements in the remuneration systems based on shares and gross profit of the shares or financial instruments consolidated.

Name	Name of the Plan	Financial instruments at the start of 2020		Financial instruments granted during 2020		Financial instruments consolidated in the year				Instruments matured and not exercised	Financial instruments at the end of 2020	
		No. instruments	Equivalent no. shares	No. instruments	Equivalent no. shares	No. instruments	Equivalent /consolidated no. shares	Consolidated shares price	Gross profit on consolidated shares or financial instruments (thousand €)	No. instruments	No. instruments	Equivalent no. shares
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	Long-term incentive plan based on the evolution of the share price	1,450,000	1,450,000					0.00			1,450,000	1,450,000

The long-term variable remuneration based on the evolution of the share price has not been exercised by the CEO. Consequently, the number of units with regard to which he is entitled to receive the amount linked to the increase in the value of the share price has not changed throughout the year (holding identical rights at the start and end of 2020), given that he has not monetized his rights at any point in the period.

iii) Long-term savings systems.

Name	Remuneration due to consolidation of rights to savings systems
Ms. ARANTZA ESTEFANÍA LARRAÑAGA	
Mr. ÁNGEL MANUEL OCHOA CRESPO	
Mr. ANTONIO MARÍA PRADERA JAUREGUI	
Mr. CARLOS SOLCHAGA CATALÁN	
Mr. FRANCISCO JOSÉ RIBERAS MERA	
Mr. FERMÍN DEL RÍO SANZ DE ACEDO	
Mr. GOIZALDE EGAÑA GARITAGOITIA	
Mr. JACOBO LLANZA FIGUEROA	
Mr. JUAN MARÍA RIBERAS MERA	
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	
Ms. MARÍA TERESA SALEGUI ARBIZU	
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN	
Mr. SHRIPRAKASH SHUKLA	
Mr. VANKIPURAM PARTHASARATHY	

Name	Company's contribution in the year (thousand €)				Amount of the funds accumulated (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2020	2019	2020	2019	2020	2019	2020	2019
Ms. ARANTZA ESTEFANÍA LARRAÑAGA								
Mr. ÁNGEL MANUEL OCHOA CRESPO								
Mr. ANTONIO MARÍA PRADERA JAUREGUI								

**ANNUAL REPORT ON LISTED  
COMPANY DIRECTORS' REMUNERATION**

Mr. CARLOS SOLCHAGA CATALÁN								
Mr. FRANCISCO JOSÉ RIBERAS MERA								
Mr. FERMÍN DEL RÍO SANZ DE ACEDO								
Mr. GOIZALDE EGAÑA GARITAGOITIA								
Mr. JACOBO LLANZA FIGUEROA								
Mr. JUAN MARÍA RIBERAS MERA								
Mr. JESÚS MARÍA HERRERA BARANDIARÁN								
Ms. MARÍA TERESA SALEGUI ARBIZU								
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN								
Mr. SHRIPRAKASH SHUKLA								
Mr. VANKIPURAM PARTHASARATHY								

Observations
--------------

The information in this section reflects the composition of the Board resulting from the resolutions passed by the Annual General Meeting of April 29, 2020. Therefore, the directors whose position expired on that date and was not renewed are not included. However, it is recorded that no remuneration was accrued by those directors during 2020 and none of them had been receiving any remuneration based on the Board Remuneration Policy in force (that is, that applicable to the 2018-2020 period).

iv) Details of other items

Name	Item	Remuneration
Mr. ANTONIO MARÍA PRADERA JAUREGUI	Vehicle in kind	14
Mr. FERMÍN DEL RÍO SANZ DE ACEDO	Vehicle in kind	15
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	Vehicle in kind	17
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	Non-compete covenant and permanence bonus	2,549

Observations

b) Remuneration to directors of the company for membership of committees in other group companies:

i) Remuneration accrued in cash (thousand €)

Name	Fixed remuneration	Allowances	Remuneration for membership of board committees	Salary	Variable short-term remuneration	Variable long-term remuneration	Compensation	Other items	Total 2020	Total 2019
Ms. ARANTZA ESTEFANÍA LARRAÑAGA										
Mr. ÁNGEL MANUEL OCHOA CRESPO										
Mr. ANTONIO MARÍA PRADERA JAUREGUI										
Mr. CARLOS SOLCHAGA CATALÁN										
Mr. FRANCISCO JOSÉ RIBERAS MERA										
Mr. FERMÍN DEL RÍO SANZ DE ACEDO										

Mr. GOIZALDE EGAÑA GARITAGOITIA										
Mr. JACOBO LLANZA FIGUEROA										
Mr. JUAN MARÍA RIBERAS MERA										
Mr. JESÚS MARÍA HERRERA BARANDIARÁN										
Ms. MARÍA TERESA SALEGUI ARBIZU										
Mr. SANTOS MARTÍNEZ- CONDE GUTIÉRREZ BARQUÍN										
Mr. SHRIPRAKASH SHUKLA										
Mr. VANKIPURAM PARTHASARATHY										

Observations
--------------

The information in this section reflects the composition of the Board resulting from the resolutions passed by the Annual General Meeting of April 29, 2020. Therefore, the directors whose position expired on that date and was not renewed are not included. However, it is recorded that no remuneration was accrued by those directors during 2020 and none of them had been receiving any remuneration based on the Board Remuneration Policy in force (that is, that applicable to the 2018-2020 period).

ii) Table of movements in the remuneration systems based on shares and gross profit of the shares or financial instruments consolidated.

Name	Name of the Plan	Financial instruments at the start of 2020	Financial instruments granted during 2020	Financial instruments consolidated in the year	Instruments matured and not exercised	Financial instruments at the end of 2020

**ANNUAL REPORT ON LISTED  
COMPANY DIRECTORS' REMUNERATION**

		No. instruments	Equivalent no. shares	No. instruments	Equivalent no. shares	No. instruments	Equivalent /consolidated no. shares	Consolidated shares price	Gross profit on consolidated shares or financial instruments (thousand €)	No. instruments	No. instruments	Equivalent no. shares
Ms. ARANTZA ESTEFANÍA LARRAÑAGA	n.a							0.00				
Mr. ÁNGEL MANUEL OCHOA CRESPO	n.a							0.00				
Mr. ANTONIO MARÍA PRADERA JAUREGUI	n.a							0.00				
Mr. CARLOS SOLCHAGA CATALÁN	n.a							0.00				
Mr. FRANCISCO JOSÉ RIBERAS MERA	n.a							0.00				
Mr. FERMÍN DEL RÍO SANZ DE ACEDO	n.a							0.00				
Mr. GOIZALDE EGAÑA GARITAGOITIA	n.a							0.00				
Mr. JACOBO LLANZA FIGUEROA	n.a							0.00				
Mr. JUAN MARÍA RIBERAS MERA	n.a							0.00				

**ANNUAL REPORT ON LISTED  
COMPANY DIRECTORS' REMUNERATION**

Mr. JESÚS MARÍA HERRERA BARANDIARÁN	n.a							0.00				
Ms. MARÍA TERESA SALEGUI ARBIZU	n.a							0.00				
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN	n.a							0.00				
Mr. SHRIPRAKASH SHUKLA	n.a							0.00				
Mr. VANKIPURAM PARTHASARATHY	n.a							0.00				

Observations

The information in this section reflects the composition of the Board resulting from the resolutions passed by the Annual General Meeting of April 29, 2020. Therefore, the directors whose position expired on that date and was not renewed are not included. However, it is recorded that no remuneration was accrued by those directors during 2020 and none of them had been receiving any remuneration based on the Board Remuneration Policy in force (that is, that applicable to the 2018-2020 period).

iii) Long-term savings systems.

Name	Remuneration due to consolidation of rights to savings systems
Ms. ARANTZA ESTEFANÍA LARRAÑAGA	

**ANNUAL REPORT ON LISTED  
COMPANY DIRECTORS' REMUNERATION**

Mr. ÁNGEL MANUEL OCHOA CRESPO	
Mr. ANTONIO MARÍA PRADERA JAUREGUI	
Mr. CARLOS SOLCHAGA CATALÁN	
Mr. FRANCISCO JOSÉ RIBERAS MERA	
Mr. FERMÍN DEL RÍO SANZ DE ACEDO	
Mr. GOIZALDE EGAÑA GARITAGOITIA	
Mr. JACOBO LLANZA FIGUEROA	
Mr. JUAN MARÍA RIBERAS MERA	
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	
Ms. MARÍA TERESA SALEGUI ARBIZU	
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN	
Mr. SHRIPRAKASH SHUKLA	
Mr. VANKIPURAM PARTHASARATHY	

Name	Company's contribution in the year (thousand €)				Amount of the funds accumulated (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights		Savings systems with consolidated economic rights		Savings systems with unconsolidated economic rights	
	2020	2019	2020	2019	2020	2019	2020	2019
Ms. ARANTZA ESTEFANÍA LARRAÑAGA								
Mr. ÁNGEL MANUEL OCHOA CRESPO								
Mr. ANTONIO MARÍA PRADERA JAUREGUI								
Mr. CARLOS SOLCHAGA CATALÁN								
Mr. FRANCISCO JOSÉ RIBERAS MERA								

Mr. FERMÍN DEL RÍO SANZ DE ACEDO								
Mr. GOIZALDE EGAÑA GARITAGOITIA								
Mr. JACOBO LLANZA FIGUEROA								
Mr. JUAN MARÍA RIBERAS MERA								
Mr. JESÚS MARÍA HERRERA BARANDIARÁN								
Ms. MARÍA TERESA SALEGUI ARBIZU								
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN								
Mr. SHRIPRAKASH SHUKLA								
Mr. VANKIPURAM PARTHASARATHY								

Observations
--------------

The information in this section reflects the composition of the Board resulting from the resolutions passed by the Annual General Meeting of April 29, 2020. Therefore, the directors whose position expired on that date and was not renewed are not included. However, it is recorded that no remuneration was accrued by those directors during 2020 and none of them had been receiving any remuneration based on the Board Remuneration Policy in force (that is, that applicable to the 2018-2020 period).

iv) Details of other items

Name	Item	Remuneration
Ms. ARANTZA ESTEFANÍA LARRAÑAGA	Item	

**ANNUAL REPORT ON LISTED  
COMPANY DIRECTORS' REMUNERATION**

Mr. ÁNGEL MANUEL OCHOA CRESPO	Item	
Mr. ANTONIO MARÍA PRADERA JAUREGUI	Item	
Mr. CARLOS SOLCHAGA CATALÁN	Item	
Mr. FRANCISCO JOSÉ RIBERAS MERA	Item	
Mr. FERMÍN DEL RÍO SANZ DE ACEDO	Item	
Mr. GOIZALDE EGAÑA GARITAGOITIA	Item	
Mr. JACOBO LLANZA FIGUEROA	Item	
Mr. JUAN MARÍA RIBERAS MERA	Item	
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	Item	
Ms. MARÍA TERESA SALEGUI ARBIZU	Item	
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN	Item	
Mr. SHRIPRAKASH SHUKLA	Item	
Mr. VANKIPURAM PARTHASARATHY	Item	

Observations
--------------

The information in this section reflects the composition of the Board resulting from the resolutions passed by the Annual General Meeting of April 29, 2020. Therefore, the directors whose position expired on that date and was not renewed are not included. However, it is recorded that no remuneration was accrued by those directors during 2020 and none of them had been receiving any remuneration based on the Board Remuneration Policy in force (that is, that applicable to the 2018-2020 period).

c) Summary of remuneration (thousand €)

The summary must include the amounts corresponding to all the remuneration items included in this report that have been accrued by the director, in thousands of euros.

Name	Remuneration accrued in the company					Remuneration accrued in group companies					Total 2020 company + group
	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total company 2020	Total cash remuneration	Gross profit on consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Total group 2020	

**ANNUAL REPORT ON LISTED  
COMPANY DIRECTORS' REMUNERATION**

Ms. ARANTZA ESTEFANÍA LARRAÑAGA	53				53						53
Mr. ÁNGEL MANUEL OCHOA CRESPO	100				100						100
Mr. ANTONIO MARÍA PRADERA JAUREGUI	1,214				1,214						1,214
Mr. CARLOS SOLCHAGA CATALÁN	140				140						140
Mr. FRANCISCO JOSÉ RIBERAS MERA											
Mr. FERMÍN DEL RÍO SANZ DE ACEDO	412				412						412
Mr. GOIZALDE EGAÑA GARITAGOITIA											
Mr. JACOBO LLANZA FIGUEROA											
Mr. JUAN MARÍA RIBERAS MERA											
Mr. JESÚS MARÍA HERRERA BARANDIARÁN	3,616				3,616						3,616
Ms. MARÍA TERESA SALEGUI ARBIZU											
Mr. SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN											
Mr. SHRIPRAKASH SHUKLA											
Mr. VANKIPURAM PARTHASARATHY											
TOTAL	5,535				5,535						5,535

Observations
--------------

The information in this section reflects the composition of the Board resulting from the resolutions passed by the Annual General Meeting of April 29, 2020. Therefore, the directors whose position expired on that date and was not renewed are not included. However, it is recorded that no remuneration was accrued by those directors during 2020 and none of them had been receiving any remuneration based on the Board Remuneration Policy in force (that is, that applicable to the 2018-2020 period).

**D. OTHER USEFUL INFORMATION**

If there is any relevant aspect in terms of directors' remuneration not recorded in the other sections of this report but which should be included to present more complete and reasoned information on the structure and remuneration practices of the company in relation to its directors, give a brief summary of them.

In relation to section A3, it is recorded that the Board Remuneration Policy for the 2021-2023 period (once approved at the upcoming Annual General Meeting) will replace the Board Remuneration Policy for the 2018-2020 period at the link <https://cieautomotive.com/web/investors-website/remuneraciones-de-los-consejeros>.

In the meantime, the Board Remuneration Policy for the 2021-2023 period (as submitted to the approval of the upcoming General Shareholders Meeting) will be available in the "Full Texts of Proposed Resolutions and the Documentation Available to the Shareholder Prior to the General Meeting" subsection of the "Corporate Governance" section of the company's website.

This annual remuneration report has been approved by the company's board in its meeting on:

02/23/2021

Indicate whether directors have voted against or abstained from voting on the approval of this Report.

Yes

No