

OPERATING RULES OF THE ELECTRONIC FORUM FOR SHAREHOLDERS OF CIE AUTOMOTIVE, S.A.

I. Introduction

In accordance with the provisions of Article 539.2 of the Spanish Companies Act (in force as of September 1, 2010) approved by Legislative Royal Decree 1/2010 (July 2), CIE AUTOMOTIVE, S.A., (“**CIE AUTOMOTIVE**”, the “**Company**” or the “**Administrator**”) approves the Operating Rules (the “**Rules**”) for the Electronic Forum for Shareholders of CIE AUTOMOTIVE (the “**Forum**”), which forms part of the Company’s Corporate Governance System, that will be enabled on the Company’s website (<http://www.cieautomotive.com/web/investors-website>) between the time the call to the General Shareholders’ Meeting is made and the time the Meeting is held.

II. Forum Rules

These Rules regulate the enabling and presentation of the Forum by CIE AUTOMOTIVE and the access guarantees, terms and conditions and those governing its use by the shareholders of CIE AUTOMOTIVE and the voluntary associations that may be established in accordance with the regulations.

These Rules supplement the “Legal Conditions for Access and Use” of the CIE AUTOMOTIVE website (<http://www.cieautomotive.com/web/investors-website>), which are fully applicable to the access and use of the Forum, with respect to all matters that have not been modified or that are incompatible with the content of these Rules.

CIE AUTOMOTIVE reserves the right to modify the presentation, configuration, operation and content of the Forum, or the Conditions of use and these Rules at any time and without prior notice, in accordance with any applicable legislation.

III. Acceptance of the rules of the Forum

Registration as a Forum user (“**Registered User**”) and accessing the Forum and/or its use represents full and unreserved acceptance of the terms and conditions established by the Rules and the Legal Terms of access and use of the CIE AUTOMOTIVE website <http://www.cieautomotive.com/web/investorswebsite>.

CIE AUTOMOTIVE, S.A. will be considered to be the administrator of the Forum (the “**Administrator**”) under the conditions and with the authority set out in these Rules, and it reserves the right of interpretation in the event of any doubts or disputes regarding its use.

CIE AUTOMOTIVE reserves the right to modify the presentation, configuration, operation and content of the Forum, or the Conditions of use and these Rules at any time and without prior notice, in accordance with any applicable legislation.



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IV. Object and purpose of the Forum

The Forum is enabled for the exclusive purpose of facilitating communication with the shareholders of CIE AUTOMOTIVE with respect to the call to and the holding of each General Shareholders' Meeting, as appropriate.

Registered Users may send messages for publication in the Forum whose purpose relates exclusively to:

- Proposals intended to be presented as a supplement to the call to the General Meeting, including one or more items for the agenda.
- Requests for support for those proposals.
- Initiatives to attain a sufficient percentage to exercise the non-controlling shareholder rights provided for by the Law.
- Offers or requests for voluntary representation.

According to the provisions of Article 519 of Legislative Royal Decree 1/2010 (July 2), which approves the Spanish Companies Act, shareholders that request the publication of a proposal intended to be submitted as a supplement to the call to the General Meeting, including one or more items on the agenda, must represent at least three percent of share capital. This right must be exercised within five days following the publication of the call by providing notification via verifiable means to the following address:

CIE AUTOMOTIVE, S.A.
General Management
Alameda Mazarredo, 69 - 8º.
48009 Bilbao (Bizkaia)

Shareholders that represent that same percentage may, within the period and in the manner indicated, present substantiated proposals for resolutions regarding matters already included, or that should be included, in the agenda.

V. Registered users

Access and use of the Forum is reserved exclusively for individual shareholders of CIE AUTOMOTIVE, or voluntary associations of shareholders that have been validly created and registered with the special registry maintained by the National Securities Market Commission, in accordance with Article 539.4 of the Spanish Companies Act.

In order to access and use the Forum, shareholders and voluntary associations of shareholders must register as a "Registered User" by completing the relevant Forum registration form, proving their status as a CIE AUTOMOTIVE shareholder or voluntary association of shareholders duly created and registered with the National Securities Market Commission, in the manner indicated in the relevant form.

In the case of shareholders that are legal persons and voluntary associations of shareholders, the representative authority of the natural person that intends to access the Forum must be demonstrated in manner required by the registration form.



A special form may have to be filled out for subsequent access and communications in the Forum.

Access to and use of the Forum by Registered Users is subject to the condition of maintaining the status of shareholder of CIE AUTOMOTIVE, or duly created voluntary association of shareholders, at all times in accordance with applicable regulations.

If CIE AUTOMOTIVE, in its capacity as Administrator of the Forum, has reasonable doubts at any time regarding compliance by a Registered User with these conditions, it may require the user to certify that they are in compliance, and may request the information or documents deemed appropriate for verification purposes.

The Administrator may require additional information, or suspend or terminate Registered Users who do not prove compliance with these conditions.

Messages sent by shareholders who cease to be shareholders before the relevant General Meeting is held will automatically expire, as will any related or linked messages.

VI. Access to the Forum and publication of messages

1. Access to the Forum

All Registered Users will have access to the Forum and will be able to consult the messages presented by other registered users.

The Forum only intends to publish the messages sent by Registered Users with respect to the matters indicated in section IV, without it becoming a mechanism for electronic conversations between Registered Users or a place for virtual debate. Therefore, the Administrator will only include in the Forum the messages that are appropriate in accordance with the law and the Corporate Governance System at CIE AUTOMOTIVE, without any other comments regarding those messages being published in the Forum.

2. Publication of messages in the Forum

All Registered Users may send messages regarding any of the matters indicated in section IV above.

The messages will be sent exclusively in text format, and once published, they will be accessible by any other Registered User.

Messages sent by Registered Users are personal and, except in the case of shareholder associations duly created in accordance with the law and these Rules, no messages received from representatives of shareholders, groups and shareholder agreements, depository entities, financial intermediaries and other persons acting on behalf or in the interest of the shareholders will be published.

The request for the publication of messages must be made through the forms available in the Forum for these purposes, which will include:



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- Identification of the Registered User intending to send the communication.
- Announcement of the message, precisely indicating the content of the initiative.
- Brief support for the message.

Any message published in the Forum will include the identification (full name of natural persons, company name, in the case of legal persons, and name and the National Securities Market Commission registration number, in the case of shareholder associations, and the identification of their respective representatives, in the latter two cases) of the Registered User concerned and the time and date of publication will be indicated.

The understanding is that a Registered User responsible for sending a message declares and guarantees that its content is legal and in accordance with the law, the Rules and the requirements of good faith, that the User has all the necessary authorizations and permissions to send the message in question and that it does not violate any third-party rights.

The Administrator may verify compliance of the messages that are intended to be made in accordance with the law, these Rules and the requirements of good faith and may deny publication in the Forum, or remove from the Forum, any message it deems to be in violation of the above. A response to any message published by Registered Users may be sent to the email address provided by the Registered User or through any other means of communication that you deem appropriate.

3. *Content of messages*

Any use of the Forum by Registered Users must be in full compliance with current legislation, these Rules and in good faith. Consequently, it is expressly prohibited to:

- Attack the rights, property and legitimate interests of CIE AUTOMOTIVE, other Registered Users and third parties, such as their intellectual and industrial property rights, religious freedom, honor, fame and privacy, personal data protection and any other property rights, rights or interests protected by the legal system.
- Introduce third-party information or personal data without the informed consent of the owner, and any identity theft.
- Send discriminatory, racist, sexist, violent or xenophobic messages or any that are, in any way, humiliating or offensive in terms of content or expressions.
- Include any kind of inappropriate material or any that is contrary to good faith requirements.
- Provide information of any kind aimed at encouraging any illegal acts, whether criminal, civil or administrative in nature.



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- Carry out any actions (or provide information to third parties) that allow avoidance of the technical restrictions that may be associated with the Forum's different media or programs intended to prevent unauthorized use.
- Include content or material without the proper authorization of the holders of intellectual or industrial property rights.
- Damage, disable, overload or deteriorate the operation of the Forum or the computer equipment operated by CIE AUTOMOTIVE, other Registered Users or third parties, as well as the documents, files and all content stored on such computer equipment (hacking), thus preventing the normal use and enjoyment of the Forum by other Registered Users.

The insertion of any type of publicity or advertisement by Registered Users is absolutely prohibited.

Any Registered User who becomes aware of any type of content on the Forum, or provided through it, is in violation of the law, these Rules or good faith, may inform the Administrator through the contact address, without this giving rise to any liability for CIE AUTOMOTIVE, even if it does not adopt any measure in response.

Registered Users undertake to make diligent, correct and appropriate use of the legal system, these Rules and good faith requirements established for the Forum, in accordance with its purpose as defined in section IV above.

4. *Elimination of messages after the General Meeting*

Once the General Shareholders' Meeting has ended, the Administrator reserves the right to eliminate and delete all messages referring to that meeting.

VII. Scope of the Forum

The Forum does not constitute a communications channel between CIE AUTOMOTIVE and the Registered Users.

Accordingly, no communications sent to or published in the Forum may be deemed to be notification of CIE AUTOMOTIVE for any purpose whatsoever and, in particular, for the purposes of exercising any right held by the Registered Users, individually or collectively, or complying with the legal and Corporate Governance requirements established by CIE AUTOMOTIVE for the exercising of any rights or the implementation of shareholder initiatives and actions.

All the rights and authority that shareholders wish to exercise must be processed through the legally established instruments, in accordance with the provisions of the law and in the Corporate Governance system at CIE AUTOMOTIVE, without the Forum being, under any circumstances, a valid instrument for this purpose.

VIII. Administrator liability

1. *Scope of CIE AUTOMOTIVE's liability*



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CIE AUTOMOTIVE is not responsible for the accuracy, veracity, validity, legality or relevance of the messages sent by Registered Users, or for the opinions expressed by them.

CIE AUTOMOTIVE will only be liable for its own services and content directly originating from the company and identified with its copyright as a trademark or intellectual or industrial property of CIE AUTOMOTIVE.

By virtue of access and/or use of the Forum, all Registered Users declare to be aware and accept that the use of the Forum takes place at their sole and exclusive risk and liability.

2. *Content*

All Registered Users may send messages regarding any of the matters indicated in section IV above.

The Administrator expressly reserves the right to deny access and/or use of the Forum and to not publish, or remove, any messages sent by registered users who fail to comply with current legislation, these Rules or good faith principles.

The Administrator has the authority, but not the obligation, to control the use of the Forum and its contents, which are the sole responsibility of the Registered Users sending the information.

In any event, the Administrator may establish tools for filtering and moderating the content of the messages, as well as removing content when it considers that it may be illegal or in violation of these Rules or good faith principles.

Registered Users will be liable for any damages that CIE AUTOMOTIVE, another Registered User or any other third party may suffer as a result of accessing and/or using the Forum (including, in particular, the sending of messages) in violation of the law, these Rules and the good faith principles.

IX. Absence of license

CIE AUTOMOTIVE authorizes Registered Users to use the intellectual and industrial property rights relating to the computer application installed on the server maintained by CIE AUTOMOTIVE or a third party that executes the Forum services, solely for the purposes set out in section IV above, and in accordance with the terms and conditions established in these Rules. Registered Users must refrain from obtaining, or attempting to obtain, access to and use of the Forum and its contents by means or procedures other than those that have been made available to them or indicated for that purpose in each case.

CIE AUTOMOTIVE does not grant any type of license or authorization to use its intellectual and industrial property rights or any other property or right related to the Forum, other than that provided for in the previous paragraph.



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X. Cost of use

Access to and use of the Forum by Registered Users is free, except for the cost of the connection through the telecommunications network contracted by each Registered User.

XI. Security and protection of personal data

The security and protection of personal data matters set out in the Conditions of Access and Use of the CIE AUTOMOTIVE, S.A. website are applicable (<http://www.cieautomotive.com/web/investors-website>). In particular, the personal data provided by Registered Users or generated as a result of the use of the Forum will be processed by the Company to establish, manage and supervise the operation of the Forum in accordance with the provisions of these Rules and applicable legislation.

Registered Users accept and expressly authorize that their personal data may be published in the Forum.

The exercising of the rights to access, correct, oppose and delete data, regulated by the Organic Law on Data Protection, must be carried out by sending a letter and a copy of a photo ID to the Investor and Shareholder Relations Department at CIE AUTOMOTIVE, S.A., located at Alameda Mazarredo, 69 - 8º, 48009 Bilbao (Bizkaia).

XII. Contact address

Registered Users who have suggestions or proposals on the improvement of the Forum, require technical assistance, want to make complaints about content that does not comply with these Rules, or who want to exercise the rights recognized in the personal data protection regulations, may contact the Company using the email address that will be provided for this purpose in the Forum. The objective of this electronic mailbox is to attend to Registered Users and to improve the quality of the Forum, without implying any type of control or liability on the part of the Administrator.