

**CIE AUTOMOTIVE, S.A.****Notice of Ordinary General Meeting of Shareholders 2023**

By resolution of the Board of Directors of CIE Automotive, S.A. (the "**Company**"), an Ordinary General Meeting of Shareholders of the Company is hereby called to be held at **12:30** p.m. on **May 4, 2023** on first call and, if appropriate, on the following day at the same time on second call, at Palacio Euskalduna, Avenida Abandoibarra 4, Bilbao (Bizkaia), to deliberate and decide on the following agenda:

1. Examination and approval, as the case may be, of the annual accounts of CIE Automotive, S.A. and directors' report, and the annual accounts and directors' report for its consolidated group of companies, corresponding to 2022.
2. Approval of the Board of Directors' management.
3. Approval of the proposal for the application of the result corresponding to 2022.
4. Examination and approval of the consolidated non-financial information statement of CIE Automotive S.A. and its subsidiaries for 2022.
5. To rescind the authorization granted by the General Meeting of Shareholders of April 28, 2022, authorizing the Board of Directors to proceed with the derivative acquisition of treasury shares, directly or through group companies, in accordance with articles 146 and 509 of the Corporate Enterprises Act; reduction of capital stock to redeem treasury shares, delegating to the Board the necessary powers for its execution.
6. Ratification and appointment of Abanti Sankaranarayanan as member of the Board of Directors of the Company, as proprietary director.
7. Approval of a new remuneration policy of the Company for the current year and the period 2024-2026.
8. Approval of modifications to the terms of the long-term variable remuneration linked to the evolution of the share of which the Chief Executive Officer is the beneficiary.

9. Establishment of the maximum amount of the remuneration of the directors in their condition as such for the current year.
10. Submission of the Annual Report on the Remuneration of the Directors of CIE Automotive, S.A. to the General Meeting of Shareholders for consultation purposes.
11. Delegation of powers for the enforcement of the foregoing resolutions.
12. Approval of the minutes of the meeting.

**Right to the inclusion of items on the agenda.** In accordance with Article 519 of the Corporate Enterprises Act, shareholders representing at least three percent (3%) of the capital may request publication of a supplement to the notice of the General Meeting of Shareholders, including one or more items on the agenda.

The exercise of this right must be made by means of irrefutable notification - addressed to the Secretary of the Board of Directors - to be received at the registered office within five (5) days following publication of this notice of meeting, which must expressly (a) request the publication of a supplement to this notice of meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification or, if applicable, a justified proposal of resolution; and (b) present substantiated proposals of resolution on matters already included or to be included on the agenda.

The notification letter must state the name or corporate name of the requesting shareholder or shareholders, and must be accompanied by the appropriate documentation -copy of the attendance card or certificate of legitimacy- proving their status as shareholders, to compare this information with that provided by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear).

The call supplement must be published at least fifteen (15) days prior to the date set for the General Meeting of Shareholders on first call.

**Right of attendance.** The holders of shares registered in the corresponding accounting register at least five (5) days before the date on which the General Meeting of Shareholders is to be held will have the right to attend the General Meeting of Shareholders. This circumstance must be evidenced by means of

the appropriate attendance card or certificate of legitimacy issued by the entity or entities in charge of the book-entry registry, or in any other form admitted under prevailing legislation.

**Right to information.** Shareholders have the right to examine at the Company's registered office, at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia), or through the Company's website (<http://www.cieautomotive.com/web/investors-website>), the documents mentioned below, as well as the right to obtain the delivery or sending of a copy of the same free of charge:

1. Full text of the proposed resolutions corresponding to the items on the agenda, submitted by the Board of Directors, together with the reports of the Board of Directors (and, if applicable, of the Appointments and Compensation Committee) corresponding to the fifth, sixth, seventh and eighth items on the agenda.
2. Full text of the Annual Accounts (Balance Sheet, Profit and Loss Statement, Notes to the Annual Accounts, Statement of Changes in Equity and Statement of Cash Flows) and Directors' Report of the Company and its consolidated group, corresponding to 2022, as well as the respective auditor's reports.
3. Consolidated statement of non-financial information of CIE Automotive, S.A. and its subsidiaries for 2022.
4. Annual Corporate Governance Report for 2022.
5. Annual Compensation Report for 2022.
6. Annual activity report of the Audit and Compliance Committee.
7. Report of the Audit and Compliance Committee on the independence of the Auditors referred to in Article 529 quaterdecies of the Corporate Enterprises Act.
8. Annual activity report of the Appointments and Remuneration Committee.
9. Regulations of the Electronic Shareholders Forum.
10. Attendance, proxy and voting card.

In accordance with the provisions of Article 12 bis of the Company's Bylaws and of Article

9 of the Regulations of the General Meeting of Shareholders, from the publication of this notice of call of the General Meeting of Shareholders and up to and including the fifth (5th) day prior to the date scheduled for the meeting on first call, shareholders may request in writing the reports or clarifications they deem necessary, or submit in writing the questions they deem pertinent, regarding the items included on the agenda.

In addition, with the same notice and in the same manner, shareholders may request reports or clarifications or ask questions in writing about the information accessible to the public that has been provided by the Company to the Spanish Securities and Exchange Commission since the last General Meeting of Shareholders was held on April 28, 2022, as well as about the auditor's report.

In the written requests for information, the name and surname of the requesting shareholder must be stated, accrediting the shares they hold, and the appropriate document -copy of the attendance card or certificate of legitimacy- accrediting their status as shareholder must be attached, to compare this information with that provided by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). These requests for information - addressed to the attention of the Shareholder Relations Office (General Secretary's Office) - may be made by delivering the request to the registered office, by sending it to the Company by mail addressed to Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia), stating the number of shares held, the securities account where they are deposited and other circumstances specified on the Company's website, to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The Company's website details the relevant explanations for the exercise of the shareholder's right to information.

**Special information instruments.** In accordance with the provisions of Article 539 of the Corporate Enterprises Act, the Company has a website(<http://www.cieautomotive.com/web/investors-website>) to enable shareholders to exercise their right to information and to disseminate the relevant information required by the legislation on the securities market.

**Electronic Shareholders Forum.** An Electronic Shareholders Forum will be set up on the Company's website, to which both individual shareholders and voluntary associations that may be formed in accordance with Article 539.2 of the Corporate Enterprises Act may have access with due guarantees, to facilitate its

communication prior to the General Meeting of Shareholders, all in accordance with the terms laid down in the aforementioned Article 539 of the Corporate Enterprises Act.

**Right of representation.** In accordance with the provisions of Article 16 of the Company's Bylaws and Article 12 of the Regulations of the General Meeting of Shareholders, any shareholder entitled to attend may be represented at the General Meeting of Shareholders by another person, even if they are not a shareholder, granting the proxy in writing and specifically for the General Meeting of Shareholders. All shareholders may exercise their right of representation by means of (a) the proxy card prepared in each case by the entity or entities in charge of the book-entry registry, or (b) a proxy card, a template of which will be available on the Company's website(<http://www.cieautomotive.com/web/investors-website>) from the date of the call of the General Meeting of Shareholders. The proxy must be completed and signed by the shareholder, subscribing the corresponding attendance and proxy card. The proxy must be accepted by the shareholder representative, without which it may not be exercised. For this purpose, the representative must also sign the attendance and proxy card. The shareholder in whose favor the proxy is granted must exercise it by attending the General Meeting of Shareholders in person, presenting the attendance and proxy card at the shareholder registration desks, at the place and on the day set for the holding of the General Meeting of Shareholders and from one hour prior to the time scheduled for the start of the meeting. Likewise, attendance and proxy cards may be delivered during the days prior to the Meeting at the registered office, Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia). Under the terms laid down in the Company Bylaws, in the Regulations of the General Meeting of Shareholders and in the Board Regulations, the Chairman and the Secretary of the General Meeting of Shareholders will have the broadest powers, as far as legally possible, to accept the validity of the document evidencing the proxy.

**Representation by correspondence.** In accordance with the provisions of Article 14 of the Regulations of the General Meeting of Shareholders, shareholders may grant their proxy by means of correspondence. The attendance and proxy cards, duly completed and signed, may be sent to CIE Automotive, S.A. by mail addressed to the Company at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia) or by email to [ir@cieautomotive.com](mailto:ir@cieautomotive.com). The shareholder who confers proxy by means of correspondence must indicate their name and surname, accrediting the shares

they hold, to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The proxy document must be signed by the shareholder and the signature must be notarized. In cases of voluntary representation, the powers of the signing proxy in the name and on behalf of the shareholder must be evidenced by submitting a non-certified copy of the aforementioned proxy. The shareholder who confers representation by means of correspondence must inform the shareholder appointed as proxy of the representation conferred in their favor. Representation conferred by correspondence must be accepted by the proxy. To this end, the representative must sign the attendance and proxy card, reserving a copy of the same presentation and handover at the shareholder registration desks, at the place and on the date set for the General Meeting of Shareholders. Therefore, the shareholder in whose favor the proxy is granted by correspondence must exercise it by attending the General Meeting of Shareholders in person. The proxy conferred by correspondence may be revoked by express revocation of the shareholder, effected by the same means used to confer the proxy, within the term established for conferring it, or by personal attendance of the shareholder at the General Meeting of Shareholders. A shareholder who confers proxy by correspondence and does not make a mark in some or any of the boxes intended to give voting instructions with respect to the items on the agenda will be deemed to wish to vote in favor of the respective proposals made by the Board of Directors.

**Vote by mail.** In accordance with the provisions of Article 14 of the Regulations of the General Meeting of Shareholders, shareholders may exercise their voting rights by correspondence. To cast a vote by mail, the shareholder must complete and sign the attendance, proxy and voting card issued by the entity or entities in charge of the book-entry registry, in which they must state their vote -for or against- abstention or blank vote, marking with a cross in the corresponding box.

The completed and signed card may be sent to CIE Automotive, S.A. by post to Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia) or by email to [ir@cieautomotive.com](mailto:ir@cieautomotive.com). A shareholder who casts their vote by correspondence and does not make a mark in some or any of the boxes intended to give voting instructions with respect to the items on the agenda will be deemed to vote in favor of the respective proposals made by the Board of Directors.

The vote cast by correspondence will be rendered ineffective by subsequent and express revocation of the shareholder, carried out by the same means used for casting the vote and within the term established for this purpose, or by the personal attendance at the General Meeting of Shareholders by the shareholder who cast the vote by correspondence or by the attendance of their proxy.

The vote cast by mail must be received by the Company before 11:59 p.m. on the day prior to the day scheduled for the General Meeting of Shareholders on first call, i.e. before 11:59 p.m. on May 3, 2023. Otherwise, the vote will be deemed not to have been cast. After the aforementioned period, only votes cast in person at the General Meeting of Shareholders by the shareholder or by the shareholder's proxy will be admissible. A shareholder who casts their vote remotely by correspondence will be considered present for the purposes of the constitution of the General Meeting of Shareholders.

**Proxy and vote in the event of a supplementary call.** If, as a result of the exercise of the right to include new items on the agenda corresponding to shareholders representing at least three percent (3%) of the capital stock, a supplement to this call is published, shareholders who have delegated their representation or who have cast their vote prior to the publication of said supplement, may:

- (a) Grant a new proxy with the corresponding voting instructions, or cast a new vote, in respect of all the items on the agenda (including both the initial items and the new items incorporated by means of the supplement), in which case the proxy granted or the vote cast previously will be deemed revoked and be null and void; or
- (b) Complete the corresponding voting instructions to the initially appointed proxy (who must be the same, and no other proxy may be appointed) only with respect to the new items on the agenda incorporated by means of the supplement, all in accordance with the procedures and methods mentioned in the preceding sections, and by the same means used in the proxy granted or the vote originally cast.

In the event that the shareholder has cast an absentee vote prior to the publication of the supplement and does not carry out any of the above-mentioned actions

under (a) and (b) above, they will be deemed to abstain with respect to such new items.

**Protection of personal data.** The personal data that shareholders send to the Company to exercise their rights to attend, delegate and vote at the General Meeting of Shareholders or that are provided by the credit institutions and securities companies and agencies in which such shareholders have their shares deposited, through the entity legally authorized to keep the book-entry registry (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear)), will be processed for the purpose of managing the development, compliance and control of the existing shareholder relationship.

Shareholders are also informed that the regulations regarding the processing of personal data are available at <http://www.cieautomotive.com/politica-de-privacidad-y-cookies>. Such data will be incorporated into a computer file owned by the Company and the shareholders will be able to exercise their right to access, rectification, objection, erasure, restriction on data processing, and data portability, in accordance with the provisions of the applicable legislation on the protection of personal data by means of written communication addressed to the Company at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia).

**Other issues:** The Company will broadcast the General Meeting of Shareholders through its corporate website [www.cieautomotive.com.La](http://www.cieautomotive.com.La). Attendance at the General Meeting of Shareholders implies consent to the recording and broadcasting of the image of the attendees.

*Although this announcement provides for two calls, the Board of Directors informs shareholders, to avoid unnecessary inconvenience, that it expects to be able to meet the attendance quorum required by the Corporate Enterprises Act, the Bylaws and the Regulations of the General Meeting of Shareholders on the first call, and therefore it is foreseeable that the General Meeting of Shareholders will be held on May 4, 2023, at 12:30 p.m.*

Bilbao, March 29, 2023. For the Board of Directors, the Secretary. Jose Ramon Berecibar Mutiozabal.