

**CIE AUTOMOTIVE, S.A.**

**Notice of Annual Meeting 2024**

By resolution of the Board of Directors of CIE Automotive, S.A. (the “**Company**”), an Annual Meeting of the Company is called to be held at Palacio Euskalduna, Avenida Abandoibarra 4, Bilbao (Bizkaia) at **12:30** p.m. on **May 8, 2024** at first call and, where appropriate, on the following day at the same time at second call, to deliberate and decide on the following agenda:

1. Examination and approval, where applicable, of the annual accounts and management report of CIE Automotive, S.A. and the annual accounts and management report of its consolidated group of companies for the year 2023.
2. Approval of the Board of Directors' management.
3. Approval of the proposal for the appropriation of the profits (losses) for 2023.
4. Examination and approval of the consolidated non-financial information statement of CIE Automotive S.A. and its subsidiaries for 2023.
5. Cancellation of the authorization granted by the General Meeting of Shareholders of May 4, 2023, authorizing the Board of Directors to proceed with the derivative acquisition of treasury stock, directly or through group companies, in accordance with Articles 146 and 509 of the Companies Act, reducing the capital stock to redeem treasury stock and delegating to the Board the necessary powers.
6. Re-election of directors
  - 6.1. Re-election of Mr. Antonio María Pradera Jáuregui as proprietary director for the statutory period of four (4) years.
  - 6.2. Re-election of Mr. Jesús María Herrera Barandiarán as executive director for the statutory period of four (4) years.
  - 6.3. Re-election of Mr. Fermín del Río Sanz de Acedo as executive director for the statutory period of four (4) years.
  - 6.4. Re-election of Mr. Francisco José Riberas Mera as proprietary director for the statutory period of four (4) years.

- 6.5. Re-election of Mr. Juan María Riberas Mera as proprietary director for the statutory period of four (4) years.
- 6.6. Re-election of Ms. María Teresa Salegui Arbizu as proprietary director for the statutory period of four (4) years.
- 6.7. Re-election of Mr. Shriprakash Shukla as proprietary director for the statutory period of four (4) years.
- 6.8. Re-election of Mrs. Arantza Estefania Larrañaga as independent director for the statutory period of four (4) years.
- 6.9. Establishment of the number of members of the Board of Directors.
7. Replacement of the current policy and approval of a new Company remuneration policy for the current year and the period 2025-2027.
8. Approval of amendments to the terms and conditions of the long-term variable remuneration linked to the evolution of the share price, of which the Chief Executive Officer is the beneficiary.
9. Establishment of the maximum amount of remuneration for directors 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 execution of the above resolutions.
12. Approval of the minutes of the meeting.

**Right to include items on the agenda.** In accordance with Article 519 of the Companies 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 in 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 at first call.

**Right of attendance.** Shareholders 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 allowed by applicable laws.

**Right to information.** Shareholders have the right to examine the following documents at the Company's registered office at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia), or on the Company's website at <http://www.cieautomotive.com/web/investors-website>, as well as the right to obtain the delivery or sending of copies 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 items five, six (6.1 to 6.9) and seven on the agenda.
2. Full text of the Annual Accounts (Balance Sheet, Income Statement, Notes to the Annual Accounts, Statement of Changes in Equity and Statement of Cash Flows) and Directors' Report on the Company and its consolidated group for 2023, as well as the respective auditor's reports.
3. Consolidated statement of non-financial information of CIE Automotive, S.A. and its subsidiaries for 2023.

4. Annual Corporate Governance Report for 2023.
5. Annual Remuneration Report for 2023.
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 Companies Act.
8. Annual activity report of the Appointments and Remuneration Committee.
9. Regulations of the Electronic Shareholders Forum.
10. Attendance, proxy and voting card.
11. Regulations of the Audit and Compliance Committee and of the ASG Committee after the amendments included in the text.

In accordance with Article 12bis of the Bylaws and Article 9 of the Regulations of the General Meeting of Shareholders, from the publication of this notice of call to the General Meeting of Shareholders and up to and including the fifth (5th) day before the date scheduled for the meeting at first call, the shareholders may make written requests for the reports or clarifications they consider necessary, or submit the questions they consider pertinent in writing regarding the items 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 Market Commission since the last General Meeting of Shareholders was held on May 4, 2023, 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 so that the information can be compared with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). These requests for information—for 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 post 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 so that the

information can be compared with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The Company's website contains the relevant instructions for shareholders to exercise their right to information.

**Special information instruments.** In accordance with Article 539 of the Companies Act, the Company has a website at (<http://www.cieautomotive.com/web/investors-website>) where shareholders can exercise their right to information and to disseminate the relevant information required by 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 formed in accordance with Article 539.2 of the Companies Act may gain access with due guarantees, in order to facilitate their communication before the General Meeting of Shareholders, all in accordance with Article 539 of the Companies Act.

**Right of representation.** In accordance with 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 proxy, without whose acceptance 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 date set for 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 presented during the days prior to the Meeting at the registered office at 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 Article 14 of the Regulations of the General Meeting of Shareholders, shareholders may grant their proxy by means of correspondence. The duly completed and signed attendance and proxy cards may be sent by post to CIE Automotive, S.A. at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia) or by email to [ir@cieautomotive.com](mailto:ir@cieautomotive.com). The shareholder who confers their representation by correspondence must indicate their name and surname(s) and accredit the shares they own so that the information can be compared 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 proxy signing in the name and on behalf of the shareholder must be evidenced by a non-certified copy of the aforementioned proxy. The shareholder who confers representation by 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 card to present it and hand it over 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 expressly by the shareholder by the same means used to confer the proxy in 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 check any of the voting instruction boxes for the items on the agenda will be deemed to wish to vote in favor of the respective proposals made by the Board of Directors.

**Voting by post.** In accordance with Article 14 of the Regulations of the General Meeting of Shareholders, shareholders may exercise their voting rights by post. To cast a vote by post, 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, checking the corresponding box with a cross.

The completed and signed card may be sent by post to CIE Automotive, S.A. at Alameda Mazarredo, 69, 8º piso, 48009 Bilbao (Bizkaia) or by email to [ir@cieautomotive.com](mailto:ir@cieautomotive.com). Shareholders who cast their vote by post and do not check any



of the voting instruction boxes for 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 post will be rendered null and void by subsequent and express revocation by the shareholder, carried out by the same means used for casting the vote and in the term established for this purpose, or by 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 at first call, i.e., before 11:59 p.m. on May 7, 2024. 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 proxy will be admissible. A shareholder who casts their vote remotely by correspondence will be considered present with regard to the quorum of the General Meeting of Shareholders.

**Proxy and voting in the event of a supplement to the notice of meeting.** 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 the 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 on 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 considered revoked and be rendered null and void; or
- (b) complete the corresponding voting instructions given to the initially appointed proxy (who must be the same person, where no other proxy may be appointed) only with regard 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.

If the shareholder had cast a remote vote prior to the publication of the supplement and did not carry out any of the actions indicated under (a) and (b) above, it will be understood that they abstain with regard to such new items.

**Personal data protection.** 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 deposited their shares, 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>. This 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 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 on its corporate web site at [www.cieautomotive.com](http://www.cieautomotive.com). Attendance at the General Meeting of Shareholders carries 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 Companies Act, the Bylaws and the Regulations of the General Meeting of Shareholders at first call, and it is therefore foreseeable that the General Meeting of Shareholders will be held at 12:30 p.m. on May 8, 2024.***

Bilbao, March 27, 2024. For the Board of Directors, the Secretary. Mr. Jose Ramon Bercibar Mutiozabal.