



CIE Automotive

General Shareholders' Meeting Regulations CIE Automotive, S.A.

Approved by the Board of Directors of the Company at the meeting held on 25 February 2004 and at the annual Ordinary General Shareholders' Meeting held on 28 April 2004. Registered in the Mercantile Registry of Guipúzcoa, Volume 2,089, Folio 52, Sheet SS-3962, Entry 60.

1st Amendment, amending Article 7 (Call notice), by resolution of the General Shareholders' Meeting on 15 May 2006. Registered on 16 May 2006 as a public document authorised by Bilbao notary public Ramón Múgica Alcorta, under number 853 of his notarial register. Registered in the Mercantile Registry of Guipúzcoa, Volume 2089, Folio 65, Sheet SS-3962, Entry 70.

2nd Amendment, amending Article 5 (Powers of the General Meeting), by resolution of the General Shareholders' Meeting on 26 April 2007. Registered on 27 April 2007 as a public document authorised by Bilbao notary public Ramón Múgica Alcorta, under number 1,012 of his notarial register. Registered in the Mercantile Registry of Bizkaia, Volume 4815, Folio 77, Sheet BI-48660, Entry 5.

3rd Amendment, amending Article 5 bis ("Issuing debt instruments or other securities"), by resolution of the General Shareholders' Meeting on 23 April 2008. Registered on 25 April 2008 as a public document authorised by Bilbao notary public Ramón Múgica Alcorta, under number 746 of his notarial register. Registered in the Mercantile Registry of Bizkaia, Volume 4815, Folio 80, Sheet BI-48660, Entry 8.

4th Amendment, amending Articles 1 (Purpose), 4 (Types of General Meetings), 5 (Powers of the General Meeting), 7 (Call notice), 12 (Representation at the General Meeting), 13 (Public request for representation), 18 (Declaration of constitution of the General Meeting) and 24 (Minutes of the General Meeting) and including a new Chapter VII, related to the Electronic Forum for Shareholders. Registered on 05 May 2011 as a public document authorised by Bilbao notary public Ramón Múgica Alcorta, under number 686 of his notarial register. Registered in the Mercantile Registry of Bizkaia, Volume 5180, Folio 54, Sheet BI-48660, Entry 24.

5th Amendment amending Articles 6 (Calling the General Meeting), 7 (Call Notice), 8 (Information available to shareholders), 9 (Right to information prior to the General Shareholders' Meeting), 13 (Public request for representation) and 25 (Publication of resolutions). Registered on 09 May 2012 as a public document authorised by Bilbao notary public Ramón Múgica Alcorta, under number 679 of his notarial register. Registered in the Mercantile Registry of Bizkaia, Volume 5180, Folio 57, Sheet BI-48660, Entry 26.

6th Amendment amending Articles 3 ("General Shareholders' Meeting"), 5 ("Powers of the General Meeting"); 6 ("Calling the General Meeting"), 7 ("Call notice"), 8 ("Information available to shareholders"), 9 ("Right to information prior to the General Shareholders' Meeting"), 12 ("Representation at the General Meeting"), 20 ("Requests for information during the General Meeting") and 23 ("Method for adopting resolutions"). Approval of a new Article 23 bis ("Conflicts of interest"). Registered on 15 May 2015 as a public document authorised by the Bilbao notary public Ramón Múgica Alcorta, under number 751 of his notarial register. Registered in the Mercantile Registry of Bizkaia, Volume 5464, Folio 83, Sheet BI-48660, Entry 47.

7th Amendment, amending Articles 5 (Remit of the General Meeting), 5 bis (Issuance of debentures or other securities), 7 (Notice of meeting), 9 (Right to information before the General Meeting), 10 (Right to attend), 14 (Representation and voting by post, email or other remote communication methods) and 15 (Location), by agreement of the General Shareholders' Meeting of 28 April 2022. Made public on 3 May 2022 in a public deed authorised by the Notary Public of Bilbao Mr. Ramón Múgica Alcorta, number 531 of his protocol. Registered in the Mercantile Register of Vizcaya, in Volume 5622, Folio 114, Sheet BI-48660, Entry 77

HEADING I. General Meeting Regulations

Article 1. Purpose.

1. The purpose of these General Shareholders' Meeting Regulations (hereinafter, the "**Regulations**") is to establish, without prejudice in any case to the provisions of the law and the by-laws of the company:
 - (i) The rules for the constitution and operation of the company's General Meeting, and
 - (ii) The rules for the exercise by shareholders of their rights to information, attendance, participation, vote and any other rights to which they are legally entitled in relation to the General Meeting.
2. With the approval of the Regulations, the company fulfils the provisions of Article 113 of the Securities Market Act and related provisions of the Spanish Corporations Act (*Ley de Sociedades de Capital*), establishing an instrument to ensure effective shareholder participation in the General Meeting, adopting the principles and recommendations related to Corporate Governance.

Article 2. Interpretation.

Any doubts which may arise in relation to the interpretation of the Regulations shall be resolved by the company's Board of Directors. Doubts that arise during the course of a General Meeting shall be resolved by the person acting as Chair for the General Meeting in question.

HEADING II. Types and powers of general shareholders' meetings

Article 3. General Shareholders' Meeting.

1. The shareholders present at a duly called and constituted General Meeting shall determine the matters within the powers of the General Meeting, pursuant to the terms of the Draft European Standard (prEN).
2. All partners, including those who dissented and those who have not participated in the meeting, shall be subject to the resolutions of the General Meeting, without prejudice to the rights of appeal which they may have in accordance with applicable legislation.

Article 4. Types of General Meetings.

1. General Meetings may be ordinary or extraordinary.
2. An Ordinary General Meeting shall necessarily be held within the first six months of each fiscal year to review the corporate management, to approve the accounts of the previous year if applicable, and to resolve on the application of the profits, as well as to approve the consolidated accounts when legally required, if applicable.

In addition, the Ordinary General Meeting may address and decide on any other matter included on the agenda.

An Ordinary General Shareholders' Meeting shall be valid even if it is called or held outside this period.

3. Any General Meetings other than those provided for in point 2 above shall be deemed to be Extraordinary General Meetings.

Article 5. Remit of the General Meeting.

1. The General Meeting will decide on all matters that fall within its remit, either by law or under the current Bylaws. In particular, it will resolve on the following matters:
 - (i) Approve, if appropriate, the Company's individual and consolidated financial statements, to decide on the distribution of earning for the year and to approve the company management.
 - (ii) Approve its regulations and to agree any changes to them.
 - (iii) Appoint, re-elect or ratify the director and decide on their termination, without prejudice to powers of co-option and the right to proportional representation of shareholders in accordance with the law.
 - (iv) Appoint and re-elect the financial auditors of the company and its corporate group, and to agree their termination where provided for by law.
 - (v) Increase and reduce share capital, delegating, if appropriate, to the Board, respecting the requirements established by law, the power to set the date or dates for execution, who may use all or part of that delegation, or even abstain from executing it, in consideration of market conditions, the Company's situation of an event that they believe justifies that decision,

informing the first General Meeting held after the period for execution has passed. The Board may also be delegated the authority to increase share capital as established in section 297.1.b) and section 506 Companies Act, based on company interest and in the instances and under the conditions set out in that Act. In particular, company interest may justify disapplying the preemption right when necessary to enable (i) acquisition by the Company of assets (including shares or stock in companies) that are appropriate to pursue the Company's object; (ii) the placement of new shares in markets that enable access to sources of finance; (iii) the capture of resources through the use of placement techniques based on book building to maximum the issuance of shares; (iv) the incorporation of industrial, technological or financial partners; (v) the implementation of loyalty programs and remuneration of directors, executives or employees and (vi) in general, performance of any transaction that is appropriate for the Company. (vi) Issue bonds or debentures, whether simple, convertible or swappable, warrants or options (attached to bonds or debentures), in accordance with the law.

- (vii) Amend the Bylaws.
- (viii) Resolve the dissolution, transfer of all assets and liabilities, creation of subsidiaries, merger, demerger and transformation of the company, and the relocation of the registered office abroad.
- (ix) Approve operations that trigger the company's liquidation.
- (x) Approve the Company's director remuneration policies. Approve remuneration systems comprising the granting of shares or options on them, and any remuneration scheme tracking the value of shares for company directors.
- (xi) Approve the exemption of the directors from the disqualifications of the loyalty duty, where authorization legally corresponds to the General Meeting, and the non-compete obligation.
- (xii) Authorize the derivative acquisition of treasury shares.
- (xiii) Approve the winding up of the Company and the appointment and removal of liquidators. Approve the final liquidation balance sheet.
- (xiv) Approve the acquisition, conveyance or transfer of key assets to another company.

- (xv) Approve the transfer to subsidiaries of the core activity carried out to date by the company, even if it retains ownership of them.
- (xvi) Approve the Company's operations with other group companies subject to a conflict of interest when the business or transaction in question, due to its very nature, is legally reserved for the General Meeting and, in any event, when the amount or value of the operation or the total amount of all operations under a framework agreement is in excess of 10% of the Company's total assets.
- (xvii) Decide on any matter submitted to it by the Board.

Article 5 bis. Issue of debt instruments and other securities.

1. The General Meeting may delegate to the Board the ability to issue simply or convertible debentures, in accordance with the law. The Board may use the delegation one or various times during a maximum period of five (5) years. Likewise, the General Meeting may authorize the Board to determine the time when the agree issuance is to take place, and to set the other conditions not provided for in the General Meeting.
2. The General Meeting may also authorize the Board to disapply the preemption right in relation to issuances of convertible debentures to be delegated if the Company's interests so dictate, respecting the conditions and within the limits established by law.
3. The General Meeting may delegate the power to issue warrants, promissory notes and other negotiable securities to the Board. The Board may use the delegation one or various times during a maximum period of five (5) years. Likewise, the General Meeting may authorize the Board to determine the time when the agree issuance is to take place, and to set the other conditions not provided for in the General Meeting.

HEADING III. Calling the General Meeting

Article 6. Calling the General Meeting.

1. The responsibility for calling the General Meeting and determining the meeting's agenda falls upon the company's Board of Directors, without prejudice to cases where meetings may be called by court order in accordance with applicable legislation.

2. The Board of Directors may call the General Meeting whenever it deems advisable for corporate interests. In any event, it must call the Ordinary General Meeting to be held within the first six (6) months of each fiscal year.
3. The Board of Directors shall also be required to call the General Meeting in the following cases:
 - (i) Whenever so requested by partners holding at least three (3) percent of share capital, who shall state in the request the matters to be addressed at the Meeting. In this case, the General Meeting must be called to be held within two months after the date on which the board members receive the notarized request to call it. The board members shall prepare the agenda, and must necessarily include the matters that were the object of the request, without prejudice to their power to add others.
 - (ii) In any case, the Board of Directors shall be required to call the General Shareholders' Meeting as promptly as possible to deliberate and decide on any of the resolutions included in Article 5 which are submitted for a decision in the event of the submission of a Public Takeover Bid for securities issued by the company which does not merit a favorable report from the Board of Directors.

Article 7. Notice of the meeting.

1. The General Meeting must be convened, as a minimum, in the following ways (a) the Official Bulletin of the Commercial Registry, (b) the website of the Spanish Securities and Exchange Commission and (c) the Company's website, at least one (1) month before the date for which it is scheduled.

When the Company offers shareholders the option to vote electronically where accessible to all, extraordinary General Meetings may be convened fifteen days in advance. A shorter notice period will require the express agreement of at least two thirds of subscribed capital with voting rights at the Annual General Meeting. Such as reduction will be valid only until the date on which the next meeting is held.

Where, in accordance with the law, the announcement is to be published with a different notice period, the provisions of legislation in force will apply.

2. Shareholders representing at least three per cent (3%) of share capital may ask for an addendum to be published to the notice convening the Annual General

Meeting, including one or more items on the agenda, so long as the new items are accompanied by a justification or, where appropriate, of a justified proposed motion. This right will be exercised by sending a due notification to be received at the registered office within five (5) days from the publication of the call to meeting. The addendum to the notice of meeting will be published at least fifteen (15) days before the date scheduled for the Annual General Meeting. Failure to publish the addendum in a timely fashion will be grounds to annul the Meeting. Under no circumstances may that right be exercised when convening the Extraordinary General Meetings.

In addition, shareholders representing at least three (3%) per cent of share capital may, in the same period as indicated above, submit justified proposals for motions on items of business already included or to be included in the meeting agenda. The Company will ensure that the proposed motions and any accompanying documentation are circulated among the other shareholders, in accordance with paragraph two.

3. The notice convening the meeting will have the content required by law, and will always include the name of the Company, the time and date of the meeting, at first call, and the agenda, including all items of business to be tabled, the officers convening the meeting, the date on which the shareholder must have registered the shares in their name in order to participate and vote in the General Meeting, the place and manner in which documents and proposed resolutions can be obtained, and the Company's website where information will be made available.

The notice may indicate the date when the General Meeting will be held at second call, if applicable. The notice convening the meeting may indicate that the General Meeting may be attended by video conference or other digital arrangements where attendees can be recognized and identified, permanent communication between attendees, and interventions and casting of votes.

The notice will also contain clear and accurate information on how the shareholders can take part and cast their vote in the General Meeting, including, in particular:

- a) The right to request information, to include items on the agenda and to submit proposed resolutions, and the period for exercise. When the Company website states that more detailed information on those rights can be obtained, the notice may state only the period for exercise.

- b) The system for casting votes by proxy, with special indication of the forms to use to delegate votes and how the Company can accept a notification electronically from proxies.
- c) The procedures established to cast a vote remotely, by post or electronically.

The notice convening the meeting must indicate that shareholders are entitled to examine and obtain instantly and free of charge at the registered office the documents for approval in the meeting and the registered office and the report by the financial auditors.

- 4. When the General Meeting is convened to be held exclusively in digital format, the notice of meeting will include a justification of this format of meeting and the procedures and arrangements to follow to register and be included on the list of attendees, in order that they may exercise their rights and for an accurate record of the meeting. Attendance may never be conditional upon registering more than one hour before the planned start of the meeting.

HEADING IV. Information for shareholders as of the date of calling the General Meeting

Article 8. Information available to shareholders.

- 1. From the date of publication of the notice calling the General Meeting up until the General Meeting is held, the company shall include the following information on its website:
 - a) The call notice.
 - b) The total number of shares and voting rights on the date of the call, broken down by share type, where relevant.
 - c) The documents to be presented at the General Meeting and, in particular, the reports prepared by board members, account auditors and independent experts.
 - d) The complete texts of the resolution proposals or, in their absence, a report issued by the competent authorities commenting on each of the points on the agenda. Any proposed resolutions submitted by shareholders shall also be included as they are received.
 - e) In cases of appointment, ratification or re-election of members of the board of directors, the names, CV and category of each one. In cases of legal

entities, the information must include the details of the individual who will be appointed to carry out the ongoing duties of the position.

- f) The forms that must be used for proxy and absentee voting, except when these are sent directly by the Company to each shareholder. In the event that they cannot be published on the company website for technical reasons, the Company must indicate on the company website how to obtain the hard copy forms, which must be sent to any shareholder who requests one.
 - g) Information on the method of contacting the company's shareholder services area.
2. The publication of resolution proposals formulated by the Board of Directors shall not preclude their amendment prior to the General Shareholders' Meeting, under the terms permitted by law.

Article 9. Right to information prior to the General Shareholders' Meeting.

- 1. Until the fifth day before the date schedule to hold the Meeting, shareholder may ask directors about the items of business included on the agenda, information or clarifications they consider appropriate, or they may submit the appropriate questions in writing. Likewise, within the defined period, shareholders may ask for information or clarifications, or may submit questions in writing about publicly available information that the company has provided to the Spanish Securities and Exchange Commission since the last General Meeting was held, and about the auditor's report.
- 2. Requests for information, with proof of shareholder status or, if appropriate, the proxy mandate for the corresponding shareholder as considered proper by the company, on the terms of the Regulation, may be made:
 - (i) in writing delivered to the company's registered office;
 - (ii) by post; or
 - (iii) by email or through other written digital means, so long as the digital document on which the information request is made includes a recognized signature of the requesting person or any other kind of electronic signature that, by virtue of a prior resolution passed, the Board considers offers appropriate safeguards to identify and authenticate the shareholder in question, including, if appropriate, information about those mechanisms on the Company website.

Irrespective of the means that the shareholder uses to make the information request, the request must always include their full name and proof of the shares they own, in order that the information be cross-checked against that shareholder and the number of shares they hold according to the IBERCLEAR for the General Meeting in question. It is incumbent on the shareholder to send the request to the company in due time and form. Likewise, the company website will detail how to exercise the shareholder information right.

3. The Board or the director to whom this has been delegated must answer information requests in writing until the day on which the General Meeting is held. Responses will be given in the same way in which the request is made, unless the shareholder has requested otherwise. If no such way is given, the written response will be made available to the shareholder at the registered office. In any event, responses given in writing will be uploaded to the corporate website.
4. The management body will be obligated to provide the requested information within the periods set out in law and in these Bylaws unless this is unnecessary to safeguard the shareholder's rights, there are objective reasons to believe that they could be used for means other than those intended or their publication is harmful to the company or its related companies. In any event, information may not be denied when the request is supported by shareholders representing at least twenty five per cent of share capital or does not refer to the matters indicated in paragraphs 1 above.

When, before asking a specific question, the information requested is clearly, explicitly and directly available to all shareholders on the Company's website in FAQ format, director may respond simply by referring to requesting party to such information.

5. If the request for information cannot be answered in writing before the General Meeting, answers will be provided during the course of the meeting. 6. In any event, shareholders will be entitled to examine at the registered office, obtain or request, free of charge, the documents as established in law.

HEADING V. Holding the General Meeting Chapter

I. Right to attendance and representation

Article 10. Right to attend and vote.

1. Holders of shares registered in their name in the corresponding register, in

accordance with legislation in force, five (5) days in advance of the General Meeting, will be entitled to attend. The General Meeting may be attended either by attending the location at which the meeting is being held or, if so agreed by the Board, by connecting to video conference or other digital systems that the Company makes available to shareholders in accordance with these Bylaws. These systems must enable attendees to be recognized and identified, and allow permanent communication between attendees, and interventions and the casting of votes.

If the General Meeting is held or attended digitally, the following rules will be followed, which may be subject to development by the Board:

- a) The notice of meeting must state how far in advance of the meeting the shareholder who wishes to attend remotely must connect in order to be considered in attendance. As such, a shareholder who connected after the deadline set in the notice of meeting will not be considered in attendance.
 - b) The shareholder attending remotely must be identified by electronic signature or any other kind of identification so long as this is compliance with the terms resolved by the Board, in order to ensure appropriate authenticity and identification safeguards are in place vis- a-vis the exercising shareholder.
 - c) The Board may decide that any speeches and resolution proposals to be put forth remotely must be submitted to the Company before the Meeting is called to order.
 - d) The right to information and the right to vote must be exercised by remote electronic means as determined by the Board, establishing the procedure and the deadlines set in the Bylaws and the regulations in force.
 - e) Although they may be answered during the course of the meeting, information or clarification requests made by attendees remotely during the General Meeting may be answered in writing within seven days, unless there is any reason to refuse them.
2. Board members are obligated to attend General Meetings. If meetings can be attended digitally, members of the Board may attend using the resources enabled to such end.
 3. The Chair of the General Meeting may authorize any person they consider appropriate to attend.

4. Shareholders entitled to attend may vote on proposals relating to the items of the agenda of any General Meeting directly during the General Meeting they are attending, or, if appropriate, digitally or by any other means provided for in the Bylaws or regulations or law. If attending remotely, votes must be cast through the procedure and on the terms agreed by the Board, in order to give the electronic voting system adequate safeguards of authenticity and identification of the exercising shareholder. Votes cast in advance will be voided if the voting shareholder attends the meeting in person or remotely.
5. The Board may regulate procedural aspects such as the procedure and rules that apply to shareholders exercising their rights, how far in advance they must connect remotely to the General Meeting to be considered in attendance, how far in advance they must send their remarks and proposed resolutions when intending to attend remotely, the identification requirements for those attending remotely and the impact on the system to draw up the attendance list. In any event, all development rules that the Board establishes to this end must be published on the Company's corporate website.
6. Within one month of the general meeting being held, the shareholder or their representative and the ultimate beneficiary may ask for confirmation that the votes corresponding to their shares have been recorded and counted correctly by the company, unless they already have such information. The company must send the shareholder, their representative or the ultimate beneficiary this confirmation by the deadline set by law.

Article 11. Proof of shareholder identity and authenticity of correspondence by postal, electronic or other means of long-distance communication.

1. Proof of shareholder status for the purposes of exercising the right to attendance and the right to information shall be provided in the form agreed by the Board of Directors, which shall be indicated in the call notice, through the attendance card issued by the company and made available to shareholders at the registered office or by an attendance card issued for that specific Meeting by IBERCLEAR or an agency participating in the security registration, clearing and settlement systems that are used as depositories for shares of the company.
2. The company may confirm whether shareholders who have been verified more than five (5) days in advance are still shareholders on the fifth day before the date of the General Meeting for the first call, or on a date between the two, according

to the list of registered shareholders prepared by IBERCLEAR on the date in question or at the time of constitution of the General Meeting.

3. Shareholders with the right to attendance who wish to vote at the General Meeting by means of postal, electronic or other means of long-distance communication in accordance with the provisions of the by-laws and the Regulations must provide proof of their identity (i) by an electronic signature obtained from a certification services provider recognized by the Board of Directors, or (ii) by another system (using codes, devices or another method) recognized by the Board of Directors established by the company, IBERCLEAR or agencies participating in security registration, clearing and settlement systems.
4. The list established by the Board of Directors in effect at any given time of certification service providers whose electronic signatures are recognized by the company and, if applicable, other identification systems admitted by the company, shall be included as an appendix to the Regulations.

Article 12. Representation at the General Meeting.

1. All shareholders with a right to attendance may be represented at the General Meeting by a proxy, who does not need to be a shareholder.
2. The proxy must be appointed in writing specifically for each Meeting. The proxy may be revoked at any time. The attendance of a shareholder represented at a General Meeting, either in person or voting by any means of long-distance communication in accordance with the Regulations, shall have the effect of revoking any proxy appointed by that shareholder.

If the represented shareholder has issued voting instructions, the proxy shall vote accordingly and shall be required to keep the instructions for one year from the date of the meeting in question.

3. If the proxy is a spouse or relative of the represented shareholder or holds a general power of attorney granted in a public document with powers to manage all of the represented shareholder's property in the country, the terms of Article

187 of the Spanish Corporations Act shall apply. The company may require documentation proving the family relationship or the existence of the general power of attorney. The list of attendees shall include a summary of the documents proving such relationships or, if applicable, the date of execution of the public

document, the authorizing notary and the notarial register number.

4. In cases of legal representation, the company may also require documentation proving the existence thereof.
5. Prior to appointment, the proxy must inform the shareholder in detail as to whether any conflict of interests exists. If a conflict arises subsequent to the appointment and the represented shareholder has not been notified of its possible existence, the proxy must inform the shareholder immediately. In either case, if precise voting instructions for each matter on which the proxy must vote on the shareholder's behalf have not been received, the proxy must abstain from voting.
6. Delegation and voting instructions given by shareholders acting through intermediary, management or depositary agencies shall be governed by the relevant legal provisions.

Article 13. Public request for representation.

1. A public request for representation shall be deemed to exist when the conditions referred to in Article 186 of the Spanish Corporations Act are met.
2. In any case of a public request for representation, the document certifying the power of attorney must contain the agenda or include it as an attachment, as well as the request for voting instructions and the indication of the vote that the proxy shall cast in the event that precise instructions are not given. The power of attorney may also contain the request for instructions and the indications, expressor tacit, which the proxy is to follow with respect to decisions related to matters not included on the agenda.
3. In the absence of express voting instructions, either because they do not appear in the appropriate place in the document or because of decisions being made on matters not included on the agenda, proxies should vote in the manner they consider most favorable to the interests of the shareholders they represent.
4. As an exception, the proxy may cast a vote that is contrary to the instructions in the power of attorney when circumstances arise that were unknown at the time the instructions were sent and there is a risk of harm to the interests of the shareholder represented. If a vote is cast contrary to the instructions, the proxy must immediately inform the shareholder in writing and explain the reasons for the vote.

5. In cases where board members or other persons have made a public request for representation, the board member receiving it may not exercise the right to vote associated with the shares represented on any points on the agenda that would constitute a conflict of interest and, in all cases, with regard to any of the following decisions:
 - (i) The appointment or ratification of that board member.
 - (ii) The dismissal, removal or discharge of that board member.
 - (iii) Any corporate liability action against that board member.
 - (iv) The approval or, where applicable, ratification of company transactions with that board member, with companies controlled or represented by the board member or with persons acting on the board member's behalf.
6. The provisions of the previous point shall not apply when the shareholder represented has expressly indicated in his/her delegation instructions how the proxy should vote.
7. Representation pursuant to a public request shall in no case prevent the proxy from freely exercising voting rights arising from his/her own shares or which he/she holds as a legal representative.

Article 14. Representation and voting by post, electronically or by remote communication methods.

1. Shareholders may appoint a proxy or exercise their voting right by post, by sending their proxy card and vote obtained as determined by these Bylaws and the General Meeting Regulations. Likewise, proxies may be granted or voting rights may be exercised by email or other remote communication methods in accordance with this article. Representation or voting by these means will be permitted so long as the necessary technical conditions are met and the Board agree. The Board will state in the notice of meeting how to do so in a way that is compliant with the required security standards to ensure that shareholders are properly identified, their rights are effectively exercised and the meeting is conducted correctly.

When voting is electronic, the Company must send the shareholder in question an electronic confirmation that their vote has been received.

2. Proxy voting using these methods must comply with the requirements of the law

and the Regulations, particularly those that apply to public requests for representation.

3. If the proxy or the vote is provided by post, the following must also be appended:

(i) Proof the shareholder's identity and that they consent to the proxy or the vote.

The proxy or voting document must be signed by the shareholder, and their signature must be authenticated by a notary, unless the Board decides otherwise and so states in the notice of meeting that notarial authentication will be required in the cases and in the manner agreed by the Board.

In cases of legal representation, the Board may demand that the powers of the legal representative acting on behalf of the shareholder be proven in the manner considered appropriate, and that will be stated on the notice of meeting.

(ii) Proof of the condition of shareholder in accordance with Article 11 of the Regulation. In particular, the proxy card must be signed electronically using an electronic signature obtained from a certification service provider recognized by the Board or by another system (password, device or other) recognized by the Board and established by the Company, IBERCLEAR or entities involved in securities recording, clearing and settlement systems.

4. If the proxy or the vote is given by email or other remote methods, it must:

(i) Be communicated to the company via the email address indicated in the notice of meeting or, if stated in the notice, through the company website.

(ii) Provide proof of the condition of shareholder in accordance with Article 11 of the Regulation. In particular, the proxy card must be signed electronically using an electronic signature obtained from a certification service provider recognized by the Board or by another system (password, device or other) recognized by the Board and established by the Company, IBERCLEAR or entities involved in securities recording, clearing and settlement systems.

The Board of Director may develop the foregoing provisions by establishing the appropriate rules, methods and procedures according to the state of the art to grant representation by electronic means, adhering to the rules established to that end.

5. The Board may agree that were votes are cast by port, email or other remote communication methods, the template be used that is posted on the company website from the date on which the notice of meeting is posted.
6. The Board has the authority, before publishing the notice convening the General Meeting, to agree the procedures, requirements, system and periods to exercise voting rights electronically or through other remote communication methods. The notice of meeting must contain the content agreed by the Board to that end.
7. Shareholders who exercise their voting rights by post, mail or other remote communication methods in accordance with the Regulations, will be considered in attendance at the General Meeting for the purpose of establishing quorum and voting majorities. If, for technical reasons not attributable to the company, communication is interrupted or suspended, this will not be considered an unlawful deprivation of the shareholder's rights.
8. In the case of a public request for representation granted by post, electronically or through other remote means, Article 13 will apply.

Chapter II. Constitution of the General Meeting

Article 15. Meeting location.

1. The meeting will be held in the place, on the date and at the time indicated in the notice of meeting, whether at first or second call. General Meetings will be held in the town in which the Company has its registered office.
2. In addition to the location of the General Meeting, the Board may use other locations or facilities connected by video conference that allows attendees to be recognized or identified, permanent communication between those present regardless of where they are located, and allows them each to speak and be heard by the others and to each cast their vote. The meeting will be considered held in the main location, which will be where the officers of the General Meeting are located.
3. The Board may agree an alternative location for the General Meeting in the town where the company has its registered office, in case, for security reasons, the Chair advises that the meeting be relocated, even if it has already begun. In such case, attendees will be given a reasonable amount of time to move to the new location.

4. Likewise, the General Meeting may be held exclusively in digital format, with no physical attendance of the shareholders or their representatives, when so permitted in regulations in force and in the conditions provided for in it. In such a case, it will be considered held at the registered office.

Holding the General Meeting exclusively electronically will be dependent upon safeguarding the identity and legitimacy of shareholders and their representative, and that all attendees pay effectively take part in the meeting through the remote communication methods admitted under regulations in force, both to exercise in real time the rights to speak, to information, to make proposals and to vote, and to follow the remarks of other attendees through the means indicated, in consideration of the state of the art and the Company's circumstances, especially the number of shareholders.

If the General Meeting is held exclusively digitally, the shareholders must be able to grant proxies or vote in advance on the proposals relating to items of the agenda through any of the remote means set out above, and the meeting minutes must be drawn up by a notary.

Article 16. Presiding board of the General Meeting.

1. The presiding board of the General Meeting shall be made up of a Chair and Secretary. In addition, the other board members of the company may form part of the presiding board.
2. The General Meeting shall be chaired by the Chairman of the Board of Directors or, in the event of the Chairman's absence, illness or unavailability, by the Vice Chairman of the Board of Directors. If neither is present, the role of Chair for the Meeting shall be filled by the oldest member of the board of directors, or, in the absence thereof, a shareholder chosen by the attendees.
3. The Chair shall be assisted by a Secretary. The Secretary of the Board of Directors shall act as Secretary for the General Meeting or, in the event of the Secretary's absence, illness or unavailability, the Deputy Secretary; in the absence of the latter, the role of Secretary shall be filled by youngest member of the board or, if necessary, a shareholder chosen by the attendees.
4. If for any reason during the meeting the Chair or the Secretary has to leave, their replacement shall be chosen in accordance with the terms of the previous points.

5. In addition to those granted by law or by the company by-laws, the Chair shall have the following powers:
- (i) Verification of valid constitution of the General Meeting and declaration thereof, if so verified.
 - (ii) Direction of the meeting so that matters are deliberated on in accordance with the agenda.
 - (iii) Resolution of any doubts that may arise regarding the list of shareholders and the content of the agenda.
 - (iv) Direction of the deliberations, organizing the discussion and giving the floor to shareholders who request it at the legally appropriate time.
 - (v) Moderation of the shareholders' contributions, so that they may exercise their right pursuant to the legal provisions, limiting the time for contributions when a matter is deemed to have been discussed sufficiently and even withdrawing the right to speak when the time allocated for each contribution has ended.
 - (vi) Organization of voting in accordance with the Regulations and announcement of the results of the votes.
 - (vii) In general, resolution of any questions that may arise during the course of the meeting, including, when appropriate, the interpretation of the provisions of the Regulations.

Article 17. Constitution of the General Meeting.

1. Before beginning with the items on the agenda, the list of attendees will be taken, stating the nature or representation of each one and the number of shares held or represented thereby.
2. The Secretary of the General Meeting shall be responsible for drawing up the list of attendees, and may use any mechanical or electronic procedure to this end. The list of attendees will be recorded electronically or using a file containing the attendance cards collected at the beginning of the Meeting. In either case, the required identification form, signed by the Secretary and countersigned by the Chair, shall be affixed to the sealed cover of the file.

3. The list of attendees shall contain the names of the shareholders present and represented, with the names of the proxies for the latter, and the number of shares held by each shareholder present or represented.
4. Once the list has been completed, the number of shareholders present or represented shall be determined, as well as the amount of capital they hold, specifying the amount held by shareholders with voting rights.
5. The Chair of the General Meeting may order that the Secretary be assisted by two or more scrutineers for the preparation of the list of attendees. The appointment of scrutineers shall be the responsibility of the Chair.
6. The Chair of the Meeting shall resolve any doubts that may arise with respect to the validity of shareholder proxies and shall adopt, if applicable, the measures necessary to prevent votes being cast by any shareholders whose political rights or, specifically, voting rights, are suspended pursuant to legal provisions.

Article 18. Declaration of constitution of the General Meeting.

1. The Chair, or the Secretary by appointment of the Chair, shall announce the information related to the number of shareholders and share capital held by shareholders present or represented, according to the list of attendees.

If the information announced is provisional, the final information must be announced to all attendees before submitting the points on the agenda to voting.

2. The Chair shall be responsible for reviewing the list of attendees and declaring the valid constitution of the General Meeting for the adoption of the resolutions listed on the agenda when the number of people or the amount of capital required by law or the company by-laws is present. In the event that the number of shareholders and capital in attendance does not allow the adoption of resolutions on all of the points included on the agenda, the Chair shall announce this at the General Meeting upon declaring the valid constitution thereof; in this case, deliberation and voting shall be limited to the points on the agenda for which the quorum requirements established by law have been met.
3. Following the declaration of constitution of the General Meeting, the Chair shall invite attendees to declare whether they have any reservations or objections with respect to the valid constitution of the meeting. Such declarations shall be recorded in the minutes of the General Meeting.

If the presence of a notary has been requested in order to issue a notarial record pursuant to Article 203 of the Spanish Corporations Act, the Chair shall invite the notary to ask the attendees whether there are any reservations or objections with respect to the valid constitution of the meeting; in this case, the notary shall place the relevant declarations on record, with the names of the attendees who made them.

4. Once the valid constitution of the meeting has been declared, the Chair, or the Secretary by appointment of the Chair, shall read the call notice, or deem it to have been read if no shareholder objects.

Chapter III. Contributions by Shareholders

Article 19. Contributions by Shareholders

1. Once the meeting has begun, the Chair shall determine the appropriate time, in any event always prior to voting on the resolutions, to invite any shareholders who wish to contribute to the deliberation of the points on the agenda to do so.
2. The Chair may require the shareholders who wish to contribute to identify themselves and state the number of shares they hold or represent at the General Meeting. The Chair shall also set the turns for contributions, determining their order, and may resolve on the grouping of topics for discussion and time restrictions on speaking turns which may in no case be less than three minutes, as well as adopting any other measures that may be necessary for the suitable and normal progress of the meeting.
3. Once all the contributions have been made or if the Chair so decides at the end of one of the contributions, the Chair, or any member or members of the Board of Directors designated thereby, shall respond to the questions raised by the shareholders. In the cases provided by law, this role shall fall upon the Chairman of the Audit and Compliance Committee on behalf thereof.
4. Contributors who wish to have their contributions recorded in the minutes must expressly state this wish, delivering to the Secretary or, if applicable, the notary, the written text of their contribution before beginning, for its inclusion in the minutes following the due comparison. If the text of the contribution is not delivered, the Secretary shall enter a general outline of what was said in the minutes.

Article 20. Requests for information during the General Meeting.

1. During the General Meeting, the company's shareholders may verbally request any information or clarifications they deem appropriate regarding the matters included on the agenda and, in the event that it is not possible to meet the shareholder's request at that time, the board members shall be required to provide this information in writing within five (5) days following the conclusion of the General Meeting.
2. The board members shall be required to provide the information requested, except in cases where, in the opinion of the Chair, disclosure of the information requested is unnecessary for the protection of the shareholder's rights, or there are objective reasons to believe that it could be used for non-company purposes or that its disclosure would be harmful to the company or to its associated companies. Information shall not be refused when the request is supported by shareholders representing at least twenty-five percent of share capital.

Chapter IV. Extension and adjournment of the General Meeting

Article 21. Extension of the General Meeting.

1. The General Meeting may be extended for one or more consecutive days by resolution thereof on the proposal of the Board of Directors or on the request of a number of partners representing one quarter of the capital present at the Meeting.

Regardless of the number of sessions held, the Meeting shall be treated as a single meeting and a single set of minutes shall be issued for all sessions.

2. When the Meeting is extended, it will not be necessary to repeat the fulfilment of the prerequisites for its valid constitution at subsequent sessions. In all cases for the adoption of resolutions the list of attendees drafted at the beginning of the General Meeting shall be taken into account.

Article 22. Adjournment of the General Meeting.

If circumstances arise which, in the opinion of the Chair, hinder the normal progress of the meeting, the Chair of the General Meeting may resolve to adjourn the session for the time he/she deems appropriate and to adopt the measures necessary to re-establish the conditions that will facilitate its resumption.

Likewise, the Chair may resolve to adjourn the meeting pursuant to Article 15 point 3 of the Regulations.

Chapter V. Adoption of resolutions

Article 23. Method for adopting resolutions.

1. Each of the points on the agenda shall be submitted individually to a vote, in the form determined by the Chair in accordance with the provisions of the Regulations, with separate votes for all substantially independent matters pursuant to legal provisions.

Before proceeding to a vote, the Chair, or the Secretary by appointment of the Chair, shall read the proposal related to the resolution in question, which may be deemed ratified if none of the attendees oppose it, in which case, the Chair or the Secretary shall inform the General Meeting of the material aspects of the proposal being submitted to a vote.

2. Each share shall give the right to one vote.
3. Resolutions shall be deemed approved when the votes in favor of the proposal concerned represent more than half the votes corresponding to the shares present or represented. The provisions of this paragraph shall be interpreted without prejudice to the cases where the law requires the votes of all or a majority of the shareholders of one type of shares or prevents the adoption of resolutions opposed by shareholders who represent a particular percentage of capital.
4. For the adoption of resolutions, the following system of determination of votes shall be used:
 - (i) For votes on proposals by the Board of Directors related to matters included on the agenda, a negative deduction system will be used. According to this system, all votes related to shares present or represented at the meeting shall be deemed votes in favor, less the votes related to shares whose owners or representatives inform the Secretary or, if applicable, the notary, by express declaration (or who have done so previously by means of a vote by post, e-mail or other means of long-distance communication pursuant to the Regulations) of their vote against the resolution, or their blank vote or abstention.
 - (ii) For votes on resolution proposals related to matters not included on the agenda or, if legally possible, on proposals not formulated by the Board of Directors, a positive deduction system shall be used. According to this

system, all votes related to shares present or represented at the meeting shall be deemed votes against, less the votes related to shares whose owners or representatives inform the Secretary or, if applicable, the notary, by express declaration (or who have done so previously by means of a vote by post, e-mail or other means of long-distance communication pursuant to the Regulations) of their vote in favor of the resolution.

4. Shareholders who have voted against a resolution may request that their opposition thereto be recorded in the minutes, once the Chair has declared the result of the vote.

Article 23 bis. Conflicts of interest.

1. A shareholder may not exercise the right to vote at a General Shareholders' Meeting directly or through a representative on the adoption of a resolution which has any of the following purposes:
 - a) To release that shareholder from an obligation or to grant him/her a right;
 - b) To provide that shareholder with any kind of financial assistance, including guarantees;
 - c) In the case of board members, to waive that shareholder's obligations accepted under the duty of loyalty pursuant to the legal provisions.
2. Shareholders subject to any of the voting prohibitions set forth above who attend the General Shareholders' Meeting shall have their shares deducted from those present for the purposes of determining the total number of shares to calculate the majority necessary for the adoption of resolutions.

Chapter VI. Documentation and publication of resolutions: Conclusion of the General Meeting

Article 24. Minutes of the General Meeting.

1. Once voting on all the points included on the agenda has been completed, the minutes for that session shall be drafted by the Secretary of the General Meeting, and submitted to the attendees for approval.

Alternatively, the Chair may propose that the minutes be approved within fifteen (15 days by the Chair and two auditors, one on behalf of the majority and the other

for the minority, at the same time proposing the appointment of these representatives to the General Meeting.

2. The Chair, or the Secretary by appointment of the Chair, shall read the minutes of the Meeting, prior to submitting them to a vote for their approval. However, the Chair may propose that the minutes be deemed to have been read, if no shareholder is opposed.
3. In cases where the presence of a notary is required, the provisions of Article 203 of the Spanish Corporations Act and related articles of the Mercantile Registry Regulations shall apply.
4. Once the minutes are approved, they shall be signed by the Secretary and countersigned by the Chair.
5. Any shareholder or shareholder's proxy at a General Meeting has the right to request a certification of the resolutions adopted and of the minutes.
6. Once the minutes have been approved or their approval as provided in the second paragraph of point 1 above has been agreed on, the Chair shall declare the end of the General Meeting, bringing the session to a close.

Article 25. Publication of resolutions.

1. The company shall submit all registrable resolutions adopted for registration in the Mercantile Registry by the legally established deadlines. Likewise, by the legally established deadline, the company shall arrange the deposit of the annual accounts and all other legally required documents.
2. The company shall inform the National Securities Market Commission of the resolutions adopted at the General Meeting, providing either the full text or an abstract of its content.
3. The resolutions approved and the results of the votes shall be published in full on the company website within five days after the conclusion of each General Meeting.

Chapter VII. Electronic Forum for Shareholders

Article 26. Electronic Forum for Shareholders

An Electronic Forum for Shareholders (the "**Forum**") shall be established on the company website with duly guaranteed access to individual shareholders and any voluntary associations which they may establish, for the purposes of facilitating communication prior to General Meetings.

Any supplementary proposals to the agenda announced in the notice of the general meeting may be posted on the Forum, together with requests to support such proposals, initiatives to obtain the percentage required to exercise statutory non- controlling shareholder rights and any offers or requests to act as a voluntary proxy.

Shareholders may form specific voluntary associations to exercise their rights and to better defend their common interests. Such Shareholder Associations must be registered in a special Register created for this purpose by the National Securities Market Commission.

The rules of operation of the Electronic Forum for Shareholders approved by the Board of Directors shall be made available on the company website, and compliance with these rules shall be mandatory for shareholders.

To be able to access the Forum and use its applications, shareholders and voluntary associations of shareholders must sign up as "Registered Users", providing proof of both their identity and their status as shareholders or voluntary associations of shareholders, under the terms and conditions described on the company website, using the relevant registration form.

Access to the Forum by Registered Users is subject at all times to maintaining the status of a duly established and registered shareholder or voluntary association of shareholders.

Transitional provision

The provisions of these Regulations related to attendance, voting, representation or requests for information by post, e-mail or other means of long-distance communication shall apply once the Board of Directors determines that, in view of the state of the technology, the necessary security conditions exist to guarantee the identification of the shareholders and the effective exercise of their rights.

Final provision

The Regulations, without prejudice to the provisions of the Transitional Provision above, shall apply to all General Meetings called as of the date of approval of the Regulations at a General Meeting.

Appendix

**Electronic signature certification service providers
recognised by CIE Automotive, S.A.**

(As of the of 20...)