PROPOSED RESOLUTIONS RELATING TO ITEMS ONE, TWO, THREE AND FOUR ON THE AGENDA

ONE. **Examination and approval, where applicable, of the annual accounts and management reports of CIE Automotive, S.A. and its consolidated group of companies for the year 2024.**

Approve the annual accounts (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and notes to the annual accounts) and individual and consolidated directors' report for the year ended December 31, 2024.

TWO. **Approval of the management of the Board of Directors.**

Approve the management of the Company's Board of Directors during the year ended December 31, 2024.

THREE. **Approval of the proposal for the allocation of the profits (losses) corresponding to 2024.**

Approve the proposed allocation of the profits (losses) for the year ended December 31, 2024, as follows:

	Thousands of Euros (€)
- To Interim Dividend	55,111
- To Supplementary Dividend	55,111
Total Dividends	110,222
- To Voluntary Reserves	12,208
TOTAL PROFIT (LOSS) COMPANY	**122,430**
CONSOLIDATED GROUP PROFIT (Thousands of Euros)	**362,957**

Consequently, in relation to the proposed distribution of dividends, having paid on January 8, 2025 an interim dividend out of the profits for 2024 in the amount of 0.46 euros gross per share entitled to receive dividends, it is resolved to propose as a supplementary dividend the payment to each of the Company's outstanding ordinary shares (excluding, therefore, the shares held as treasury shares by the Company on the date of payment of the aforementioned supplementary dividend, if applicable) of an amount of 0.46 euros gross per share, which -if approved- will be paid on July 15, 2025.

FOUR. **Examination and approval of the consolidated non-financial information statement and sustainability information of CIE Automotive S.A. and its subsidiaries for 2024.**

Approve the consolidated statement of non-financial information and information on sustainability for the year ended December 31, 2024, which is an integral part of the consolidated directors' report for the aforementioned year.

PROPOSAL OF AGREEMENT IN RELATION TO ITEM FIVE ON THE AGENDA

FIVE. **Cancellation of the authorization granted by the General Meeting of May 8, 2024, 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 Companies Act, reducing the share capital to redeem treasury shares and delegating to the Board the necessary powers.**

1. To cancel the resolution adopted by the General Meeting on May 8, 2024 to authorize the Company, directly or through any of its subsidiaries, for a maximum of five (5) years from the date of this General Meeting, to acquire, at any time and as many times as it deems appropriate, shares of CIE Automotive, S.A., by any means permitted by law, including against profits for the year and unrestricted reserves, all in accordance with Article 146 and related provisions of the Companies Act.

2. To cancel the resolution adopted by the General Meeting on May 8, 2024 to the extent not executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury shares acquired by virtue of this authorization or the authorizations made by previous General Meeting, all in accordance with Article 146 and related provisions of the Companies Act, as well as to delegate to the Board of Directors the approval and terms of the execution of the resolutions to dispose of the treasury shares held by the Company at any given time.

3. To approve the terms and conditions of these acquisitions, which will be as follows:

   (a) The par value of the shares acquired directly or indirectly, added to the par value of the shares already held by the acquiring company and its subsidiaries and, if applicable, by the parent company and its subsidiaries, must not exceed ten percent (10%) of the share capital of CIE Automotive, S.A., in compliance in all cases with the limitations established for the acquisition of treasury shares by the regulatory authorities of the markets where the shares of CIE Automotive, S.A. are admitted to trading.

(b) That the acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in a portfolio, does not have the effect that the equity is less than the share capital plus the legal or statutory reserves that are not available. For these purposes, equity will be deemed to be the amount classified as such in accordance with the criteria for the preparation of the annual accounts, less the amount of the profits directly allocated thereto, and increased by the amount of the uncalled subscribed share capital, as well as the amount of the par value and the share premiums of the subscribed capital recorded for accounting purposes as liabilities.

(c) The acquisition price must not be less than the nominal price or ten percent (10%) higher than the listed price of the shares on the date of acquisition or, in the case of derivatives, on the date of the contract giving rise to the acquisition. Transactions for the acquisition of treasury shares must be carried out in accordance with the rules and customs of the securities markets.

d) A restricted reserve equivalent to the amount of treasury shares computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.

4. To expressly authorize the Company so that the shares acquired in use of this authorization may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a result of the exercise of option rights held by them, for the purposes laid down in the last paragraph of Article 146.1(a) of the Companies Act.

5. To reduce the share capital in order to redeem the treasury shares of CIE Automotive, S.A. that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury shares existing at any given time.

6. To delegate to the Board of Directors the execution of the foregoing resolution to reduce capital, who may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is delegated so that, in the term and limits established for such execution, it may set the date(s) of the specific capital reduction(s) its opportunity and

convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 4 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed securities and, in general, to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.

It is noted for the record that a report justifying the proposal presented here has been prepared by the directors.

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF CIE AUTOMOTIVE, S.A. IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM FIVE OF THE AGENDA OF THE ANNUAL MEETING OF SHAREHOLDERS ON THE PROPOSAL FOR AUTHORIZATION OF THE DERIVATIVE ACQUISITION OF TREASURY SHARES.

1. PRELIMINARY

The Board of Directors of CIE Automotive, S.A. (the "**Company**") has resolved to call an annual meeting of the Company (the "**General Meeting**") on May 7 and 8, 2025, at first and second call, respectively, and to submit for its consideration (as item five on the agenda)—withdrawing the authorization granted by the General Meeting on May 8, 2024—the authorization for 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 Consolidated Text of the Companies Act approved by Royal Legislative Decree 1/2010 of July 2 (the "**Companies Act**"), including the reduction of share capital to redeem treasury shares, and delegating to the Board the necessary powers for its execution.

2. PURPOSE OF THE REPORT

For the valid adoption of the resolution to amend the bylaws, Article 286 of the Companies Act requires, among other requirements, that the Board of Directors prepare a written report with the justification, which, together with the full text of the proposed amendment, must be made available to the shareholders in the time and in the manner mentioned in said article. Article 318 of the Companies Act establishes that the reduction of share capital must be agreed by the General Meeting in accordance with the requirements of the amendment of the bylaws.

The purpose of this report is to comply with the aforementioned regulations in relation to item five of the agenda submitted for approval by the General Meeting.

3. JUSTIFICATION OF THE PROPOSAL

Articles 144 and following of the Companies Act, which regulate the regime of the business on treasury shares, allow the derivative acquisition of the shares by complying, among others, with the requirements resulting from Article 146 of the Companies Act. To this effect, the proposal is put to the General Meeting to adopt a resolution which, cancelling the resolution adopted by the General Meeting on May 8, 2024, grants the authorization with the requirements and limits set forth in the Companies Act so that the Company (either directly or through companies of its group) may acquire its own shares or, in the second case, shares issued by the parent company.

However, once the derivative acquisition of treasury shares has occurred, there are several mechanisms established in the Companies Act to reduce or eliminate the Company's treasury shares that have been acquired. Thus, it could be decided to redeem these shares or to sell them on the market. In the case of a company with securities admitted to trading on a secondary market, it is impossible to determine *a priori* the suitability of the procedure that, in the Company's interest and when the time comes, it is advisable to use for the aforementioned purpose of reducing or eliminating the treasury shares acquired. It is not possible to foresee market conditions at any given time, which could be favorable or unfavorable with regard to a single previously established procedure. For this reason, it is considered appropriate for the assessment of the circumstances at any given time to be made by the Company's Board of Directors, which will then decide on the most suitable system.

If it is decided to redeem the treasury shares acquired, this results in the need to adopt a resolution to reduce the share capital. However, as the assessment of the convenience and opportunity of a financial operation of these characteristics must be adopted based on market circumstances at any given time, this requires—in the opinion of this Board of Directors—proposing to the General Meeting the adoption of a capital reduction resolution delegating the Board with the necessary powers for its execution. Such proposal includes the determination of the amount of the capital reduction and whether such amount is to be appropriated either to a restricted reserve or to a freely distributable reserve, in which case the requirements established by the Companies Act must naturally be complied with in order to guarantee creditors. In short, the purpose of this resolution to reduce share capital is to provide the Company with a suitable instrument in the interest of the Company and its shareholders.

4. FULL TEXT OF THE PROPOSED RESOLUTION TO BE SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS

The full text of the proposed resolution submitted for approval by the General Meeting is as follows:

"***FIVE.*** ***Cancellation of the authorization granted by the General Meeting of May 8, 2024, 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 Companies Act, reducing the share capital to redeem treasury shares and delegating to the Board the necessary powers.***

1. *To cancel the resolution adopted by the General Meeting on May 8, 2024 to authorize the Company, directly or through any of its subsidiaries, for a*

maximum of five (5) years from the date of this General Meeting, to acquire, at any time and as many times as it deems appropriate, shares of CIE Automotive, S.A., by any means permitted by law, including against profits for the year and unrestricted reserves, all in accordance with Article 146 and related provisions of the Companies Act.

2. *To cancel the resolution adopted by the General Meeting on May 8, 2024 to the extent not executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury shares acquired by virtue of this authorization or the authorizations made by previous General Meeting, all in accordance with Article 146 and related provisions of the Companies Act, as well as to delegate to the Board of Directors the approval and terms of the execution of the resolutions to dispose of the treasury shares held by the Company at any given time.*

3. *To approve the terms and conditions of these acquisitions, which will be as follows:*

   (a) The par value of the shares acquired directly or indirectly, added to the par value of the shares already held by the acquiring company and its subsidiaries and, if applicable, by the parent company and its subsidiaries, must not exceed ten percent (10%) of the share capital of CIE Automotive, S.A., in compliance in all cases with the limitations established for the acquisition of treasury shares by the regulatory authorities of the markets where the shares of CIE Automotive, S.A. are admitted to trading.

   (b) That the acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in a portfolio, does not have the effect that the equity is less than the share capital plus the legal or statutory reserves that are not available. For these purposes, equity will be deemed to be the amount classified as such in accordance with the criteria for the preparation of the annual accounts, less the amount of the profits directly allocated thereto, and increased by the amount of the uncalled subscribed share capital, as well as the amount of the par value and the share premiums of the subscribed capital recorded for accounting purposes as liabilities.

   (c) The acquisition price must not be less than the nominal price or ten percent (10%) higher than the listed price of the shares on the date of acquisition or, in the case of derivatives, on the date of the contract

giving rise to the acquisition. Transactions for the acquisition of treasury shares must be carried out in accordance with the rules and customs of the securities markets.

d) A restricted reserve equivalent to the amount of treasury shares computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.

4. *To expressly authorize the Company so that the shares acquired in use of this authorization may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a result of the exercise of option rights held by them, for the purposes laid down in the last paragraph of Article 146.1(a) of the Companies Act.*

5. *To reduce the share capital in order to redeem the treasury shares of CIE Automotive, S.A. that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury shares existing at any given time.*

6. *To delegate to the Board of Directors the execution of the foregoing resolution to reduce capital, who may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is delegated so that, in the term and limits established for such execution, it may set the date(s) of the specific capital reduction(s) its opportunity and convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 4 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed securities and, in general, to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.*

It is noted for the record that a report justifying the proposal presented here has been prepared by the directors."

5. FORMULATION AND PUBLICITY OF THE REPORT

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on March 20, 2025. It will be made available to the public (and, in particular, to the Company's shareholders on the occasion of the next ordinary meeting of the General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Bilbao, March 20, 2025

PROPOSAL OF AGREEMENT IN RELATION TO ITEM SIX OF THE AGENDA

SIX. Appointment of Mr. Vinod Sahay as a member of the Company's Board of Directors as proprietary director.

At the proposal of the Board of Directors, with the favorable report of the Appointments and Remuneration Committee, to appoint Mr. Vinod Sahay as a director of the Company for the statutory term of four (4) years with effect from the date of adoption of this resolution, with the status of proprietary director.

It is hereby noted that the reports issued by the Appointments and Remuneration Committee and by the Board of Directors were made available to the shareholders at the time the General Meeting was called.

REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF CIE AUTOMOTIVE, S.A. (the "Company") CONCERNING THE PROPOSAL FOR THE APPOINTMENT OF MR. VINOD SAHAY AS PROPRIETARY DIRECTOR, TO BE MADE IN CONNECTION WITH HIS (WHERE APPLICABLE) APPOINTMENT BY THE GENERAL MEETING AT ITS NEXT MEETING.

1. SUBJECT OF THIS REPORT

This report (the "**Report**") is issued in accordance with and for the purpose of Article 529 *decies* of Royal Legislative Decree 1/2010, of July 2, which approves the consolidated text of the Companies Act (the "**Companies Act**") and Articles 23 and 24 of the Board Regulations, which establish that the Board of Directors is responsible for making proposals for the appointment of directors (other than independent directors) to be submitted for approval by the General Meeting (the "**General Meeting**").

In this regard, the Report is issued for the purpose of proposing to the General Meeting, at its next annual meeting, the appointment of Vinod Sahay (the "**Director**") as a proprietary director representing the significant shareholder Mahindra & Mahindra Ltd.

2. PROPOSAL AND JUSTIFICATION OF THE PROPOSAL.

In view of the foreseeable vacancy in the Board of Directors caused by the retirement of director Shriprakash Shukla (proprietary director representing the significant shareholder Mahindra & Mahindra Ltd.), of his resignation from his positions in the Mahindra Group and for a new proprietary director appointed by the significant shareholder to fill the vacancy in view of the coming resignation of its director, the Board has assessed the proposal submitted by the significant shareholder, maintaining the proprietary nature, but in the best interest of the Company and considering the provisions of the Policy for the Selection of Candidates for Director and Diversity in the Board of Directors.

In this regard, the Board of Directors has been able to verify that the Director meets the circumstances of competence, experience, merit, suitability, and honorability required for the position of director of the Company. In particular, the Board of Directors has particularly valued the experience that arises from his professional profile, which is included below for informational purposes:

> "***Professional profile***
>
> *Vinod leads the businesses in the aerospace, defense, trucks, buses, and CE sectors at the Mahindra group. He leads the defense business to achieve greater self-sufficiency for the country through collaboration with the Ministry of Defense, defense development agencies, and global technology partners.*

In the aerospace, truck, and bus sectors, he works to achieve the goal of significantly expanding the business through organic and inorganic means and moving up the value chain.

In his previous position, Vinod was Purchasing Director of the Mahindra group, where he managed approximately 10 billion US dollars in direct material, investment, and service expenditures for the automotive and agriculture sectors, as well as the indirect expenses for the entire Mahindra group. He also led the M&M parts business unit.

Before his role as purchasing director, Vinod was CEO of Mahindra Trucks & Buses, where he led the business by developing strategies and executing the business restructuring in terms of profitability, volume, and market share growth. Vinod joined Mahindra in 2015 as Chief Operating Officer of Mahindra Two Wheelers Limited and was promoted to Chief Executive Officer of the two-wheeler business in 2016.

Vinod has significant strengths in strategic business planning and execution, in creating future-ready solutions, and in developing high-performance teams.

Vinod has a degree in Physics from the University of Delhi and a master's in International Business and Marketing from Symbiosis, Pune. He is a Fulbright CII intern at the Institute of International Education in New York and Carnegie Mellon University in Pittsburgh, USA.

Vinod has been recognized as one of the most inspiring business leaders in India by White Page International. He is also the president of the National Defense and Security Committee of the FICCI (Federation of Indian Chambers of Commerce and Industry)."

Accordingly, the Board of Directors has resolved to propose the appointment of the Director as a proprietary director of the Company for the statutory term.

3. FORMULATION AND PUBLICITY OF THE REPORT

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on March 20, 2025. It will be made available to the public (and, in particular, to the Company's shareholders at the next General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

CIE Automotive

Bilbao, March 20, 2025

REPORT SUBMITTED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF CIE AUTOMOTIVE, S.A. (the "Company") CONCERNING THE PROPOSAL FOR THE APPOINTMENT OF VINOD SAHAY AS PROPRIETARY DIRECTOR, TO BE MADE IN CONNECTION WITH HIS (WHERE APPLICABLE) APPOINTMENT BY THE GENERAL MEETING AT ITS NEXT ANNUAL MEETING.

1. SUBJECT OF THIS REPORT

This report (the "**Report**") is issued pursuant to and for the purpose of the provisions of Articles 529 *decies* and 529 *quindecies* d) of Royal Legislative Decree 1/2010, of July 2, which approves the consolidated text of the Companies Act (the "**Companies Act**"), Articles 23 and 24 of the Board Regulations and Article 3.(f) of the Regulations of the Appointments and Remuneration Committee, which establishes that the Appointments and Remuneration Committee is responsible for informing the Board of Directors regarding proposals for the proposed appointments of directors (other than independent directors) to be submitted for approval by the general meeting of shareholders of the Company (the "**General Meeting**").

In this regard, the Report is issued in relation to the proposal made by the Company's Board of Directors to submit to vote at the next General Meeting the appointment of Mr. Vinod Sahay (the "**Director**") as a proprietary director representing the significant shareholder Mahindra & Mahindra Ltd.

2. REPORT ON THE PROPOSAL

At its meeting held today, the Appointments and Remuneration Committee agreed to report favorably on the proposal to ratify and appoint the Director as proprietary director of the Company for the statutory term, to be submitted to the decision of the General Meeting at its next ordinary meeting.

Without prejudice to the proprietary nature of the Director, the Appointments and Remuneration Committee has assessed the reasons and verified the circumstances of competence, experience, merits, suitability, and honorability which—without prejudice to the proprietary nature of the Director— the Board of Directors has highlighted in its proposal. It has also verified that the circumstances for his qualification as a proprietary director continue to apply in relation to the significant shareholder Mahindra & Mahindra Ltd.

Accordingly, the Appointments and Remuneration Committee has resolved to report favorably on the appointment of the Director as a proprietary director of the Company for the statutory term.

"***Professional profile***

Vinod leads the businesses in the aerospace, defense, trucks, buses, and CE sectors at the Mahindra group. He leads the defense business to achieve greater self-sufficiency for the country through collaboration with the Ministry of Defense, defense development agencies, and global technology partners. In the aerospace, truck, and bus sectors, he works to achieve the goal of significantly expanding the business through organic and inorganic means and moving up the value chain.

In his previous position, Vinod was Purchasing Director of the Mahindra group, where he managed approximately 10 billion US dollars in direct material, investment, and service expenditures for the automotive and agriculture sectors, as well as the indirect expenses for the entire Mahindra group. He also led the M&M parts business unit.

Before his role as purchasing director, Vinod was CEO of Mahindra Trucks & Buses, where he led the business by developing strategies and executing the business restructuring in terms of profitability, volume, and market share growth. Vinod joined Mahindra in 2015 as Chief Operating Officer of Mahindra Two Wheelers Limited and was promoted to Chief Executive Officer of the two-wheeler business in 2016.

Vinod has significant strengths in strategic business planning and execution, in creating future-ready solutions, and in developing high-performance teams.

Vinod has a degree in Physics from the University of Delhi and a master's in International Business and Marketing from Symbiosis, Pune. He is a Fulbright CII intern at the Institute of International Education in New York and Carnegie Mellon University in Pittsburgh, USA.

Vinod has been recognized as one of the most inspiring business leaders in India by White Page International. He is also the president of the National Defense and Security Committee of the FICCI (Federation of Indian Chambers of Commerce and Industry)."

It is hereby stated for the record that the report of the Appointments and Renumeration Committee is issued taking into account and in accordance with the Policy for the Selection of Candidates for Directors and Diversity on the Board of Directors. It is also noted that, as the Board of Directors, it has particularly valued the experience that comes from his professional profile.

3. FORMULATION AND PUBLICITY OF THE REPORT

This report has been formulated and unanimously approved by the Appointments and Remuneration Committee at its meeting held on March 20, 2025. It will be made available to the public (and, in particular, to the Company's shareholders on the occasion of the next ordinary meeting of the General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Bilbao, March 20, 2025

PROPOSED RESOLUTION RELATING TO ITEM SEVEN ON THE AGENDA

SEVEN. Setting the maximum amount of the remuneration of directors in their condition as such for the current year.

The directors' remuneration policy establishes a fixed annual allowance payable exclusively in favor of those non-executive directors who have a special dedication to the Company, i.e., (i) the Chairman of the Board of Directors, and (ii) the independent directors. In this regard, to set the maximum aggregate amount of this remuneration for the year ended December 31, 2025 at €2,000,000.

In accordance with the current directors' remuneration policy, it will be left to the discretion of the Board of Directors to establish the frequency with which the annual allowance is paid and, except as provided in this section and in Article 24 of the Bylaws, respecting the freedom of configuration reserved by law to the Board of Directors. The Board will be responsible for setting the final amount in accordance with the maximum amount approved and distributing it among the Chairman and the independent directors as it deems most appropriate in accordance with the current directors' remuneration policy.

It is hereby noted that this proposal has received a favorable report from the Appointments and Remuneration Committee.

PROPOSED RESOLUTION RELATING TO ITEM EIGHT OF THE AGENDA

EIGHT. Examination and approval, where applicable, of the formulation of a voluntary partial public offer for the acquisition of shares of the Company.

1. To approve the formulation by the Company of a partial voluntary public offer for its own shares (the "**Offer**"), at a price of €24 per share (the "**Offer Price**") and under the other terms and conditions set forth by the Board of Directors of the Company at its meeting on March 20, 2025 and set forth in the prior announcement published on the same date, all of the above in accordance with Article 13 of Royal Decree 1066/2007 of July 27 on the regime for public takeover bids ("**Royal Decree 1066/2007**") and, accordingly and by means of this resolution, to ratify—where necessary—all the actions carried out by the Company to date in this regard and to consider the condition of the approval of the formulation of the Offer by the Company's General Meeting to have been fulfilled. It is expressly stated that the Offer is subject to the mandatory authorization of the Spanish Securities and Exchange Commission ("**CNMV**").

   The Offer will meet the following conditions:

   (i) The purpose of the Offer is to provide all shareholders of the Company, on equal terms, an additional liquidity opportunity beyond that provided by the operation of the stock exchanges where the Company's shares are listed. Accordingly, it is noted that, when deemed reasonable, possible and appropriate according to the conditions of the stock market at any given time, the Treasury shares acquired will be subject to orderly placement by the Company, in whole or in part, on one or more occasions, and by the procedure and under the conditions (including the placement price) that the Board of Directors deems appropriate.

(ii) The Offer will be for all shareholders of the Company and will extend to the acquisition of a maximum of 11,591,517 shares of CIE, representing 9.675% of its total share capital. The Offer will not be directed at the treasury shares held in the company's own portfolio, which will remain immobilized until the completion of the Offer. After deducting the own shares held in treasury, which will be immobilized, the Offer will effectively target 119,717,772 shares of CIE, representing 99.925% of the share capital and voting rights of the Company, and extends to the maximum number of shares of the Company indicated above. Consequently, considering the Offer Price, it will amount to a maximum aggregate amount of €278,196,408.

(iii) If the total number of values included in the acceptance statements exceeds the maximum limit of the Offer, the settlement of the operation will apply the pro-rata system provided for in Article 38.1 of Royal Decree 1066/2007.

(iv) The Offer will be made exclusively in the Spanish market and will be for all shareholders who are holders of the Company's shares (other than those held in treasury), regardless of their nationality or place of residence.

(v) The Offer will be made as a sale and the Offer Price will be paid in full in cash. The obligation to pay the aggregate price of the Offer will be guaranteed in accordance with Article 15 of Royal Decree 1066/2007. The terms of the Offer will be identical for all the shares of the Company to which it applies.

(vi) The deadline for the acceptance of the Offer will be determined by the Board of Directors, with a minimum limit of fifteen days and a maximum limit of seventy days as provided in Article 23.1 of Royal Decree 1066/2007.

(vii) If the Company were to make any distribution of dividends, reserves, or share premium, or any other distribution to its shareholders from the date of the prior announcement of the Offer, whether ordinary or extraordinary, interim or complementary, the Offer Price would be reduced by the gross amount per share of the distribution, provided that the date of publication of the Offer results in the stock exchange bulletins coincided with or was after the ex-dividend date for such distribution.

2. To delegate to the Board of Directors, with express powers of substitution and sub-delegation, even when it incurs in the legal figure of self-contracting, multiple representation or there is a conflict of interests, so that, interpreting the resolutions passed at this General Meeting, it may carry out as many actions and sign as many public or private documents as may be necessary or simply convenient to promote, process and complete the Offer in its entirety, as well as to ratify—where necessary—the powers already granted for this purpose by the Board of Directors, including, but not limited to, the following:

   (a) To sign and send to the CNMV as many communications as may be necessary, as well as to formalize as many documents as may be necessary or convenient in accordance with applicable legislation to comply with the information on the terms of the Offer and the complete processing thereof and, in particular, to appear before the CNMV and submit the appropriate request for authorization of the Offer and any additional documentation or information required by the CNMV, or required in accordance with the provisions of the applicable regulations, for the verification and registration of the prospectus explaining the Offer and, in general, for the successful completion of the transaction.

   (b) To fulfil this agreement by determining the remaining terms and conditions of the Offer in all matters not expressly provided for in this document, in particular, the determination of the deadline for acceptance of the Offer and, if necessary or convenient, to review and adjust the Offer Price as provided here, including the adaptation of the content of this resolution to meet the requirements, even if not formal, of the CNMV, the Commercial Registry or any public or administrative authority or registry.

   (c) To draw up, sign and file the prospectus of the Offer and its annexes in accordance with Royal Decree 1066/2007, assuming, where applicable, on behalf of the Company, the responsibility for the content of the prospectus and providing such additional details and information as may be necessary until its authorization by the CNMV, together with such documentation or requests as such process may require, including drawing up, signing and filing any documents amending or supplementing the initial prospectus, all in accordance with securities market legislation and the requirements of the CNMV, if any.

(d) To carry out all necessary or appropriate actions or statements before the CNMV or any competent authority for the successful completion of the Offer, with the power to assume commitments and make statements that are necessary or deemed appropriate for these purposes, with the broadest powers to do so.

(e) To publish as many announcements related to the Offer as necessary or convenient and, in particular, draw up, sign, and publish the prior announcement of the Offer in accordance with Royal Decree 1066/2007.

(f) To designate the securities company or companies (or agency or agencies) that are to intervene on behalf of the Company in the management, intermediation, and settlement of the Offer, as well as designate, if necessary or convenient, one or more independent experts to prepare one or more valuation reports of the Company's shares, appoint financial, legal, and other advisors, and enter into any contracts with such independent experts.

(g) To request the immobilization of the shares of the Company held by the Company itself and grant for this purpose the necessary or convenient public and private documents, until the issuance of the corresponding certificate of legitimacy.

(h) To modify, suspend, or cancel, as may be necessary or convenient, the liquidity contract signed with JB Capital Markets, S.V., S.A.

(i) To draw up, subscribe, and submit the documents that are necessary or convenient for obtaining, constituting, modifying, and, where applicable, extending the guarantee that ensures compliance with the obligations arising from the Offer. To request partial reductions of the guarantee, where applicable, as well as its clearance, including by way of example the withdrawal of said guarantee once the Offer has been settled and prior approval from the CNMV for this purpose. To grant the counter-guarantee documents that are necessary and open and operate the current accounts that are necessary for this purpose.

(j) To sign, where applicable, the financing contracts that may be necessary or convenient, under the terms and clauses that the attorney-in-fact freely establishes in relation to the guarantee provided in the previous section, as well as to establish and cancel real and personal guarantees, including, where applicable, the pledge on the shares acquired in the Offer. In the case of financing contracts already

signed, to make disbursements in the terms that may be necessary or convenient, even novating them if required or appropriate for that purpose.

(k) To withdraw from the Offer, and to waive any of its conditions in the cases in which it is legally possible and in the Company's interests.

(l) To sign the opening contract with the agent entity of the Offer for as many securities and cash accounts as necessary or convenient for the intervention and settlement of the Offer and to operate such accounts.

(m) To draw up, execute, sign and, where applicable, certify any type of document as part of the Offer.

(n) To carry out all actions that may be necessary or convenient to obtain all permits, authorizations and consents required for the successful completion of the Offer, including authorizations from any authority competent in relation to the Offer, whether national or supranational, in accordance with applicable Spanish and foreign legislation.

(o) To appear before any official body to carry out as many actions or formalities as may be necessary for the success of the Offer. In general, to carry out all the acts or formalities as may be necessary or advisable before the CNMV, the Stock Exchange Governing Companies (*Sociedades Rectoras de las Bolsas de Valores*), Stock Exchange Company (*Sociedad de Bolsas*), Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), and before any other public or private, national, supranational or foreign body, agency, entity or registry, signing for such purpose the public or private documents that may be necessary or convenient for the complete execution of the Offer, in particular, it may determine, clarify, specify, modify and interpret its content in all matters not provided for in the above resolutions, including modifying the wording in those aspects that may be necessary in order to adjust its text and contents to any non-binding legislative modifications or recommendations that may occur between the date of adoption of the resolution and the date of its presentation or registration in any public registry, and the qualifications that may be made on these documents by any of the aforementioned authorities and agencies or any other competent authorities, formalizing the additional documents that may be required in this regard, as well as correcting any defects, omissions

or errors that may be highlighted by the CNMV, the Commercial Registry or any other public or administrative authority or registry.

(p) In general, to carry out the actions and execute the public or private documents that may be necessary or convenient, in the opinion of the attorney-in-fact, for the success of the Offer.

(q) To appear before a Notary Public and delegate all or part of these powers of attorney to other persons or attorneys-in-fact who act jointly and severally on the Company's behalf.

PROPOSAL OF AGREEMENT REGARDING ITEM NINE OF THE AGENDA

NINE. **Submission of the Annual Report on the Remuneration of the Directors of CIE Automotive, S.A. to the General Meeting for consultation purposes.**

The Company's Board of Directors at its meeting held on February 26, 2025, following a report from the Appointments and Remuneration Committee, has prepared the Annual Report on Directors' Remuneration for the purposes laid down in Article 541 of the Companies Act.

In accordance with the aforementioned precept, this Annual Report on Directors' Remuneration is submitted to a vote, on a consultative basis and as a separate item on the agenda.

PROPOSAL OF AGREEMENT IN RELATION TO ITEM TEN OF THE AGENDA

TEN. **Delegation of powers for the execution of the foregoing resolutions.**

To empower all members of the Board of Directors and, in particular, the Chairman and the Secretary (non-director) of the Board of Directors, with express power of sub-delegation, so that any of them, jointly and severally, may carry out as many acts as may be necessary or appropriate for the execution, implementation, effectiveness and successful completion of the resolutions adopted and, in particular, for the following acts, without limitation:

a) to appear before a notary public and execute on behalf of the Company any public deeds as may be necessary or advisable in connection with the decisions adopted by the General Meeting, and may appear, as the case may be, before the corresponding Commercial Registry or before any other registries and carry out such acts as may be necessary or advisable for the effective registration of the decisions adopted by the General Meeting;

b) to clarify, specify, correct and complete the decisions adopted and resolve any doubts or aspects that may arise, correcting and completing any defects or omissions that may prevent or hinder the effectiveness or registration of the corresponding decisions;

c) to take such resolutions as may be necessary or required for the execution and implementation of the decisions adopted, and to execute any public and private documents and carry out any acts, legal transactions, contracts, declarations and operations as may be appropriate for the same purpose; and

d) to grant any other public or private documents that may be necessary or appropriate for the execution, implementation, effectiveness and successful completion of all resolutions adopted by the General Meeting, without any limitation whatsoever.