



ISSUER'S IDENTIFYING INFORMATION

Reference financial year closing date: [12/31/2020]

Tax ID [A-20014452]

Company Name:

[**CIE AUTOMOTIVE, S. A.**]

Registered office:

[ALAMEDA MAZARREDO, 69, 8º (BILBAO) VIZCAYA]

A. OWNERSHIP STRUCTURE

A.1. Fill in the following table on the company's share capital:

Date of last modification	Share capital (EUR)	Number of shares	Number of voting rights
11/25/2020	30,637,500. 00	122,550,000	122,550,000

Indicate if there are different classes of shares associated with different rights:

Yes
 No

See notes in section A. 9 on the capital reduction due to the share buyback plan implemented in the year in question.

A.2. Details of the direct and indirect significant shareholdings at end-of-year, excluding directors:

Shareholder name or company name	% voting rights assigned to the shares		% voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
CORPORACION FINANCIERA ALBA, S. A.	0. 00	12. 73	0. 00	0. 00	12. 73
ADDVALIA CAPITAL, S. A.	5. 26	0. 00	0. 00	0. 00	5. 26
MAHINDRA & MAHINDRA LTD	0. 00	7. 83	0. 00	0. 00	7. 83
ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	5. 79	9. 90	0. 00	0. 00	15. 69
ELIDOZA PROMOCION DE EMPRESAS, S. L.	10. 89	0. 00	0. 00	0. 00	10. 89
ALANTRA MULTI ASSET SGIIC, S. A.	0. 00	3. 55	0. 00	0. 00	3. 55

ALANTRA EQMC ASSET MANAGEMENT, S. G. I. I. C. , S. A. and ALANTRA MULTI ASSET SGIIC, S. A. reached an agreement to exercise in concert the voting rights of the shares they hold in the investment entities they manage (EQMC EUROPE DEVELOPMENT CAPITAL FUND PLC; MERCER INVESTMENT FUND (sub-fund of MERCER QIF COMMON CONTRACTUAL FUND); QMC III IBERIAN CAPITAL FUND FIL).

Details of indirect holdings:

Indirect holder name or company name	Direct holder name or company name	% voting rights assigned to the shares	% voting rights through financial instruments	% of total voting rights
CORPORACION FINANCIERA ALBA, S. A.	ALBA EUROPE SARL	12.73	0.00	12.73
MAHINDRA & MAHINDRA LTD	MAHINDRA OVERSEAS INVESTMENT COMPANY (MAURITIUS) LTD.	7.83	0.00	7.83
ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	RISTEEL CORPORATION, B. V.	9.89	0.00	9.89
ALANTRA MULTI ASSET SGIIC, S. A.	CONCERTED ACTION	3.55	0.00	3.55

Indicate the most significant shareholding movements from the year:

Most significant movements

The proposed changes are due to the amortization of the company's treasury stock due to the implementation of the plan to buy them back, which ended the capital reduction analyzed in section A. 1 of this report, registered in the Commercial Registry of Bizkaia on November 25, 2020.

A.3. Fill out the following tables on the members of the company's board who have voting rights from the shares in the company:

Board member name or company name	% voting rights assigned to the shares		% voting rights through financial instruments		% of total voting rights	% of voting rights that may be transferred through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
FERMIN DEL RIO SANZ DE ACEDO	0.02	0.00	0.00	0.00	0.02	0.00	0.00
ANTONIO MARIA PRADERA JAUREGUI	0.00	10.53	0.00	0.00	10.53	0.00	0.00
JESUS MARIA HERRERA BARANDIARAN	1.42	0.00	0.00	0.00	1.42	0.00	0.00

total % of total voting rights held by the board

11.97

Details of indirect holdings:

Board member name or company name	Direct holder name or company name	% voting rights assigned to the shares	% voting rights through financial instruments	% of total voting rights	% of voting rights that <u>may be transferred</u> through financial instruments
ANTONIO MARIA PRADERA JAUREGUI	GRUPO INVERSIONES INSSEC, S. L.	10.53	0.00	10.53	0.00

Grupo Inversiones INSSEC, S. L. directly holds 5.265% of the company's shares and indirectly holds (through Inversiones, Estrategia y Conocimiento Global CYP, S. L.) another 5.265% of the company's shares. Grupo Inversiones INSSEC, S. L. and Inversiones, Estrategia y Conocimiento Global CYP, S. L. are both companies controlled by Antonio María Pradera Jáuregui.

- A.4. Indicate any family, commercial, contractual, and corporate relations between the holders of the significant shareholdings, insofar as they are known to the company, except where barely relevant or if they derive from ordinary business, and except for those reported in section A. 6:

Related name or company name	Type of relation	Brief description
No information		

- A.5. Indicate any family, commercial, contractual, and corporate relations between the holders of the significant shareholdings and the company and its group, unless they are barely relevant or if they derive from the ordinary course of business:

Related name or company name	Type of relation	Brief description
No information		

- A.6. Describe any relations, unless they are barely relevant for the parties, between the shareholders who are significant or represented on the board and the directors, or their representatives, in the case of legal entity directors.

If applicable, explain how the significant shareholders are represented. Specifically, indicate any directors who were appointed in representation of significant shareholders, who were nominated by significant shareholders, or who are related to significant shareholders and entities of their group, specifying the nature of the relationships uniting them. In particular, if applicable indicate the existence, identity, and position of Board members or representatives of directors, of the listed company, who in turn are Board members, or its representatives, in companies that hold significant shareholdings in the listed company or in entities of the group of those significant shareholders:

Related board member name or company name or representative	Related shareholder name or company name	Name of the company of the group of the significant shareholder	Description of relation/position
SANTOS MARTÍNEZ- CONDE GUTIÉRREZ BARQUÍN	CORPORACION FINANCIERA ALBA, S. A.	CORPORACION FINANCIERA ALBA, S. A.	Santos Martínez-Conde Gutiérrez Barquín is an "other external" director of Corporación Financiera Alba, S. A.
JUAN MARÍA RIBERAS MERA	ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	Juan María Riberas Mera is the individual representative of one of the joint directors of ACEK Desarrollo y Gestión Industrial, S. L.
ANTONIO MARIA PRADERA JAUREGUI	INVERSIONES, ESTRATEGIA Y CONOCIMIENTO GLOBAL CYP, S. L.	INVERSIONES, ESTRATEGIA Y CONOCIMIENTO GLOBAL CYP, S. L.	Antonio María Pradera Jáuregui is chairman and CEO of Inversiones, Estrategia y Conocimiento Global CYP, S. L.
ANTONIO MARIA PRADERA JAUREGUI	GRUPO INVERSIONES INSSEC, S. L.	GRUPO INVERSIONES INSSEC, S. L.	Antonio María Pradera Jáuregui is sole director of Grupo Inversiones Inssec, S. L.
GOIZALDE EGAÑA GARITAGOITIA	ELIDOZA PROMOCION DE EMPRESAS, S. L.	ELIDOZA PROMOCION DE EMPRESAS, S. L.	Goizalde Egaña Garitagoitia, proprietary director, is director of Elidoza Promoción de Empresas, S. L.

Related board member name or company name or representative	Related shareholder name or company name	Name of the company of the group of the significant shareholder	Description of relation/position
MARIA TERESA SALEGUI ARBIZU	ADDVALIA CAPITAL, S. A.	ADDVALIA CAPITAL, S. A.	Maria Teresa Salegui Arbizu, proprietary director, is the individual representative of Addvalia Capital, S. A.
FRANCISCO JOSÉ RIBERAS MERA	ANTONIO MARIA PRADERA JAUREGUI	INVERSIONES, ESTRATEGIA Y CONOCIMIENTO GLOBAL CYP, S. L.	Francisco José Riberas Mera is director of Inversiones, Estrategia y Conocimiento Global CYP, S. L.
FRANCISCO JOSÉ RIBERAS MERA	ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	Francisco José Riberas Mera is the individual representative of one of the joint directors of ACEK Desarrollo y Gestión Industrial, S. L.
VANKIPURAM PARTHASARATHY	MAHINDRA & MAHINDRA LTD	MAHINDRA & MAHINDRA LTD	Vankipuram Parthasarathy is CFO and IT director of Mahindra & Mahindra Ltd, in addition to sitting on its Executive Committee.
SHRIPRAKASH SHUKLA	MAHINDRA & MAHINDRA LTD	MAHINDRA & MAHINDRA LTD	Shriprakash Shukla directs the subsidiary Aerospace & Defence of the Mahindra Group, heads Mahindra Sanyo Special Steels Private Limited and sits on the Executive Committee of Mahindra & Mahindra Ltd.
JACOBO LLANZA FIGUEROA	ALANTRA MULTI ASSET SGIIC, S. A.	ALANTRA MULTI ASSET SGIIC, S. A.	Jacobo Llanza Figueroa is chairman of the board and CEO of ALANTRA MULTI ASSET SGIIC, S. A.

A.7. Indicate if the communicated has been notified of any shareholder agreements that might affect it pursuant to sections 530 and 531 of the Spanish Companies Act [*Ley de Sociedades de Capital*]. If so, describe them briefly and indicate the shareholders bound by the agreement:

Yes
 No

Indicate if the company is aware of the existence of concerted actions between its shareholders. If so, describe them briefly:

Yes
 No

Participants in concerted action	% of share capital affected	Brief description of the agreement	Agreement expiration date if any
ALANTRA MULTI ASSET SGIIC, S. A. , ALANTRA EQMC ASSET MANAGEMENT, SGIIC, S. A.	3.55	According to the notification (form 1) available at the CNMV website with entry number 2018139166, ALANTRA MULTI ASSET SGIIC, S. A. and Alantra EQMC Asset Management SGIIC, S. A. (management companies of the Alantra Group) have a common policy for their shares in the investment companies they manage.	It is not specified in the notification.

Expressly indicate if there were any changes or ruptures to those agreements, covenants, and concerted actions during the year:

A.8. Indicate if there are any individuals or legal entities who exercise or may exercise control over the company pursuant to section 5 of the Spanish Security Markets Act [*Ley del Mercado de Valores*]. If so, identify them:

Yes
 No

A.9. Fill out the following tables on the company's treasury stock:

At end-of-year:

Number of direct shares	Number of Indirect shares (*)	total % of share capital
		0.00

(*) Through:

Name or company name of the direct holder of the stake	Number of direct shares
No information	

Explain any significant variations that occurred during the year:

Explain any significant variations

As a result of a stock buyback program approved by the general meeting held on April 29, 2020, the number of shares held as treasury stock of the company varied throughout the year (as periodically reported publicly), until six million four hundred and fifty thousand (6,450,000) shares acquired through the program were finally redeemed, reducing its capital by one million six hundred and twelve thousand five hundred euros (EUR 1,612,500). Subsequently and in implementation of the purpose of the share buyback program, the capital was reduced by one million six hundred and twelve thousand five hundred euros (EUR 1,612,500), as registered in the Commercial Registry of Bizkaia on November 25, 2020.

A.10. Details the conditions and term of the current mandate that the shareholders meeting gave to the board to issue, buy back or transfer treasury stock:

The mandate conferred by the General Meeting held on April 29, 2020 that empowered the Company's Board to acquire shares in the Company at any time and as many times it deems appropriate, by any means permitted by law, including using profits from the year and unrestricted reserves, as well as to subsequently dispose of or redeem the shares, all in accordance with and subject to the limits set forth in section 146 and related provisions of the Companies Act, is in force until April 29, 2025, inclusive.

Likewise, the mandate conferred by the General Shareholders Meeting held on April 29, 2020 is in force until April 29, 2025, inclusive, by virtue of which, in accordance with section 297(1)(b) of the Companies Act, it may increase the share capital, without prior consultation with the General Shareholders' Meeting, up to the amount of EUR 16,125,000, with the ability to exercise that power, up to the indicated amount, on one or several occasions, deciding in each case whether it is appropriate or convenient, and the amount and conditions that it considers appropriate.

A.11. Estimated floating capital:

	%
Estimated floating capital	32.08

A.12. Indicate whether there are any restrictions (in the by-laws, legislation or otherwise) on the transferability of securities and any restrictions on voting rights. In particular, the existence of any type of restrictions that may hinder taking of control of the company by acquiring its shares in the market must be reported, as well as any authorization and prior notice rules regarding acquisitions and transfers of the company's financial instruments that may be applicable to it under sectoral regulations.

Yes
 No

A.13. Indicate whether the General Meeting resolved to adopt measures to neutralize a public takeover bid pursuant to Spanish Act 6/2007.

Yes
 No

If so, explain the approved measures and the conditions in which the restrictions would become ineffective.

Explain the approved measures and the conditions in which ineffective

At its meeting of April 23, 2008, the Company's general meeting passed the following resolution from item six on the agenda:

"SIX. - Approval of the non-application of limitations to the actions of the governing and management bodies of the Company and its Group on the terms of section 60 *bis* (2) of Spanish Securities Market Act [*Ley 24/1988, del Mercado de Valores*] and section 28(5) of Spanish Royal Decree 1066/2007, of 27 July.

Pursuant to section 60 *bis* (2) of Securities Market Act Market and section 28(5) of Spanish Royal Decree 1066/2007, of July 27, 2007, on the rules governing public offers for the acquisition of securities [*Real Decreto 1066/2007, sobre el régimen de las ofertas públicas de adquisición de valores*], resolved to approve that the limitations on the actions of those bodies referred to in section 60 *bis* (2), and section 28(5) of Royal Decree 1066/2007, of July 27, 2007, will not apply to the governing and management bodies of the company and its group in the event that the company is the object of a public takeover offer formulated by an entity that does not have its registered office in Spain and that is not subject to those rules or equivalent ones, including those referring to the rules necessary for adopting decisions by the general meeting, or, by an entity controlled by it, directly or indirectly, in accordance with section 4 of Securities Market Act Market. "

A.14. Indicate whether the company has issued securities that are not traded on an EU regulated market.

Yes
 No

If so, indicate the various share classes and for each share class, the rights and obligations conferred:

B. GENERAL MEETING

B.1. Indicate and, if applicable, provide details, if there are differences with the rules in the Companies Act on constituting quorums of the general meeting:

Yes
 No

	quorum % difference from the % established in section 193 of the Companies Act for general cases	quorum % difference from the % established in section 194 of the Companies Act for the special cases of section 194 of the Companies Act
Quorum required on the 1 st call	50.00	50.00
Quorum required on the 2 nd call	0.00	25.00

Description of the differences

For general cases, article 13 of the Company's bylaws establishes that the general meeting, whether ordinary or extraordinary, will be validly constituted on first call when the shareholders present or represented by proxy hold at least 50% of the subscribed capital with voting rights. Therefore, a higher quorum is established for the meeting to be convened on first call in the case of general cases than the quorum specified in section 193 of the Companies Act (i. e. 25%).

No differences are established either with respect to the quorum for the second call for general cases or with respect to the quorum for the special cases provided for in section 194 of the Companies Act.

B.2. Indicate and, if applicable provide details, if there are differences with the rules in the Companies Act on adopting corporate resolutions:

Yes
 No

B.3. Indicate the rules applicable to amending the company's bylaws. In particular, specify the majorities required to amend the bylaws, and any rules on protecting shareholder rights when amending the bylaws.

The rules on amending the company's bylaws are those set forth in the Companies Act (with the particularity set forth in section B. 1 above), and there are no majorities in the bylaws other than those legally applicable or rules for protecting shareholders other than those established in the general regulations.

- B.4. Indicate the attendance figures from the general meetings held during the reference year of this report and from the two preceding years:

General meeting date	Attendance figures				Total
	% present in person	% represented by proxy	% voting remotely Electronic vote	% voting remotely Other	
4/24/2018	86.37	8.55	0.00	0.00	94.92
of which are floating capital	22.48	8.55	0.00	0.00	31.03
5/08/2019	63.55	4.40	0.00	0.00	67.95
of which are floating capital	11.73	4.40	0.00	0.00	16.13
4/29/2020	58.46	23.15	0.00	0.00	81.61
of which are floating capital	17.33	7.08	0.00	0.00	24.41

- B.5. Indicate whether the general meetings held during the year had items on their agenda that were not approved by the shareholders for any reason:

Yes
 No

- B.6. Indicate if there are any restrictions in the bylaws establishing the minimum number of shares necessary to attend the general meeting or vote remotely:

Yes
 No

- B.7. Indicate if it has been established that certain decisions, aside from those established by law, that entail acquisitions, disposals, or contributions of essential assets to other companies or other similar corporate operations, must be approved by the general meeting:

Yes
 No

- B.8. Indicate the address, and method for accessing on the corporate website, of the corporate governance information and other information on general meetings that must be made available to shareholders on the Company's website:

The corporate website where information can be accessed on corporate governance and other information on general meetings is <https://cieautomotive.com/web/investors-website>.

C. STRUCTURE OF THE COMPANY'S MANAGEMENT

C.1. Board of directors

C.1.1 Maximum and minimum number of directors specified in the bylaws and the number set by the general meeting:

Maximum number of board members	15
Minimum number of board members	6
Number of board members set by the general meeting	14

C.1.2 Fill out the following table with the Board members:

Board member name or company name	Representative	Director category	Position on the board	Date first appointed	Date of last appointment	Election procedure
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN		Proprietary director	BOARD MEMBER	4/24/2018	4/24/2018	GENERAL MEETING RESOLUTION
JUAN MARÍA RIBERAS MERA		Proprietary director	BOARD MEMBER	10/27/2010	4/29/2020	GENERAL MEETING RESOLUTION
FERMIN DEL RIO SANZ DE ACEDO		Executive	BOARD MEMBER	12/21/2005	4/29/2020	GENERAL MEETING RESOLUTION
ANTONIO MARIA PRADERA JAUREGUI		Proprietary director	CHAIRMAN	6/24/2002	4/29/2020	GENERAL MEETING RESOLUTION
CARLOS SOLCHAGA CATALÁN		Independent director	INDEPENDENT COORDINATING DIRECTOR	10/27/2010	4/29/2020	GENERAL MEETING RESOLUTION
JESUS MARIA HERRERA BARANDIARAN		Executive	CEO	1/21/2013	4/29/2020	GENERAL MEETING RESOLUTION

Board member name or company name	Representative	Director category	Position on the board	Date first appointed	Date of last appointment	Election procedure
ÁNGEL MANUEL OCHOA CRESPO		Independent director	BOARD MEMBER	10/27/2010	4/29/2020	GENERAL MEETING RESOLUTION
FRANCISCO JOSÉ RIBERAS MERA		Proprietary director	BOARD MEMBER	10/27/2010	4/29/2020	GENERAL MEETING RESOLUTION
VANKIPURAM PARTHASARATHY		Proprietary director	BOARD MEMBER	10/04/2013	4/29/2020	GENERAL MEETING RESOLUTION
SHRIPRAKASH SHUKLA		Proprietary director	BOARD MEMBER	6/25/2015	4/29/2020	GENERAL MEETING RESOLUTION
GOIZALDE EGAÑA GARITAGOITIA		Proprietary director	DEPUTY CHAIR	4/29/2020	4/29/2020	GENERAL MEETING RESOLUTION
JACOBO LLANZA FIGUEROA		Proprietary director	BOARD MEMBER	4/29/2020	4/29/2020	GENERAL MEETING RESOLUTION
MARIA TERESA SALEGUI ARBIZU		Proprietary director	BOARD MEMBER	4/29/2020	4/29/2020	GENERAL MEETING RESOLUTION
ARANTZA ESTEFANÍA LARRAÑAGA		Independent director	BOARD MEMBER	4/29/2020	4/29/2020	GENERAL MEETING RESOLUTION

Total number of board members	14
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Indicate any directors who resigned or were removed by the general meeting during the reporting period:

Board member name or company name	Director category at time of removal	Date of last appointment	Date removed	Specialized committees the director sat on	Indicate if the director was removed due to term expiring
ADDVALIA CAPITAL, S. A.	Proprietary director	4/26/2016	4/29/2020	Audit and Compliance Committee and Corporate Social Responsibility Committee (now ESG Committee)	NO
QMC DIRECTORSHIPS, S. L.	Proprietary director	4/26/2016	4/29/2020		NO
ELIDOZA PROMOCION DE EMPRESAS, S. L.	Proprietary director	4/26/2016	4/29/2020	Corporate Social Responsibility Committee (now ESG Committee)	YES

Cause of removal, if before the end of the term of office and other observations; information on whether the director sent a letter to the other members of the board and, in the case of removals of non-executive directors, an explanation or opinion on the director removed by the general meeting.

To clarify, it should be noted that the above removals were not removals as such; rather they were directors whose term expired and was not renewed, since they were designated to replace those who had been their individual representatives.

C.1.3 Fill out the following tables on the members of its board and their various categories:

EXECUTIVE DIRECTORS		
Board member name or company name	Position in the company's organizational chart	Profile
FERMIN DEL RIO SANZ DE ACEDO	Executive director	He holds a Licentiate in Business Administration and Management (San Sebastián). He began his professional career as a tax advisor in 1975 and founded Norgestión (a consulting firm specializing in Mergers and Acquisitions, tax, and financial law). He worked there until 2008. He was in charge of the of ADEGI section the (Entrepreneurs Association of Guipuzcoa) as well as a member of the Committee of Confederations of Entrepreneurs of the Basque Country (CONFEBASK). He acted as chairman of the company Autometal S. A.

EXECUTIVE DIRECTORS

Board member name or company name	Position in the company's organizational chart	Profile
		He sat on the boards of Fegemu S. A. , Viveros San Ant3n, S. A. and Global Dominion Access S. A.
JESUS MARIA HERRERA BARANDIARAN	CEO	He holds a licentiate in Economics and Business Administration from the University of the Basque Country, with a Master's Degree in Internationalization from Euroforum. He joined CIE Automotive in 1991 as Financial and HR Director at CIE Orbelan. In 1995 he was appointed deputy manager and in 1998 he took over the general management of the company. In 2000 he took over CIE Brazil, as well as CIE Plasfil in 2002. That year he was appointed worldwide director of CIE Plastics until 2005, when he took over responsibility for the general management of CIE America. Since 2010, he has been CEO of Autometal S. A. In 2011, and he was appointed COO of the entire group, although a year later he took over as CEO of CIE Automotive. In 2013, the Board appointed him CEO of CIE Automotive. He is also on the board of Global Dominion Access, S. A.

Total number of executive board members	2
% of total on board	14. 29

EXTERNAL PROPRIETARY DIRECTORS

Board member name or company name	Name or company name of the significant shareholder that the member represents or who nominated the member	Profile
SANTOS MARTÍNEZ-CONDE GUTIÉRREZ BARQUÍN	CORPORACION FINANCIERA ALBA, S. A.	He is a Civil Engineer, with a Master's in Management and Business Administration from the ICADE and a Diploma in Nuclear Technology from the ICAI. He has worked at several engineering and financial companies: Sener, Técnica Naval e Industrial, S. A. (1979-1980), Técnicas Reunidas, S. A. (1980-1987), Bestinver, S. A. (1987-1990), Corporación Borealis, S. A. (1990-1994) and Banco Urquijo, S. A. (1994-1998). He sat on the boards of numerous companies in a wide range of business sectors, both listed and unlisted. He sits on the boards of Corporación Financiera Alba, S. A. , Banca March, S. A. , Acerinox, S. A. , Indra Sistemas, S. A. , Bolsas y Mercados Españoles, SHMSF, S. A. , BME. (BME), Artá Partners, S. A. , Artá Capital SGECR, S. A. , Deyá Capital SCR, S. A. and Deyá Capital IV SCR, S. A.



JUAN MARÍA RIBERAS MERA	ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	He holds a licentiate in Law and in Economics and Business Sciences from the Pontifical University of Comillas (ICADE E-3). He began his career at the Gonvarri Group in 1992 in the Business Development Division, and was later made its
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EXTERNAL PROPRIETARY DIRECTORS

Board member name or company name	Name or company name of the significant shareholder that the member represents or who nominated the member	Profile
		CEO. In 2005, he was the creating force behind ACEK Renovables, where he became Executive Chairman in 2007. Since 2010, he has been the chairman of Gonvarri Steel Industries and the co-chair of ACEK, the family holding company. He is also a sponsor of the Fundación Juan XXIII.
ANTONIO MARIA PRADERA JAUREGUI	ANTONIO MARIA PRADERA JAUREGUI	With a degree in Civil Engineering from Madrid Polytechnic University, in 1979 he began his career as a director at Banco Bilbao, where he remained until 1985. In 1988 he was appointed Executive Director of Nerisa, where he remained until 1993, when he moved to SEAT as Director of Strategy. He played an important role in the creation of INSSEC in 1995, of which he was CEO until 2010. He has been the Executive Chairman of CIE Automotive since 2002, where he has held positions in Strategic Management and Financial Design, as well as at Global Dominion Access, S. A. Since May 2015, he has been a director of Tubacex and since June 2015, of Corporación Financiera Alba. On December 31, 2017, he stepped down from his executive position at CIE Automotive, reinforcing the company's good governance practices.
FRANCISCO JOSÉ RIBERAS MERA	ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	He holds a licentiate in Law (1987) and a licentiate in Economics and Business Sciences (1988) from the Pontifical University of Comillas (ICADE E-3) in Madrid. He began his professional career holding different positions in the Gonvarri Group, as Director of Corporate Development and later as CEO. In 1997 he created Gestamp and since then he has been its Executive Chairman, over time forming what Gestamp is today. He is a member of the Boards of Directors of Telefónica and General de Alquiler de Maquinaria (GAM). He also sits on the boards of other Gestamp companies and companies of the family holding company Acek, including Acek Energías Renovables, Inmobiliaria Acek and Sideacero in the Gonvarri Group. He is also chairman of the Instituto de Empresa Familiar and participates in the Endeavor Foundation, among others.
VANKIPURAM PARTHASARATHY	MAHINDRA & MAHINDRA LTD	He holds a Bachelor's degree in Business from Gujarat University and a degree from Harvard Business School's Advanced Management Program. He began his professional career at Xerox, where he reached the position of associate director. He joined the Mahindra&Mahindra, Ltd. Group in 2000, where he has held various senior positions. He is currently CFO and CIO of Mahindra&Mahindra, Ltd. and sits on the group's Executive Committee and serves on the boards of fourteen subsidiaries (four of which are listed). He has received various awards in the fields of Finance, M&A, and IT.

EXTERNAL PROPRIETARY DIRECTORS

Board member name or company name	Name or company name of the significant shareholder that the member represents or who nominated the member	Profile
SHRIPRAKASH SHUKLA	MAHINDRA & MAHINDRA LTD	He holds a Bachelor's degree in Technology from the Indian Institute of Technology, Banaras Hindu University and an MBA from the Indian Institute of Management, Ahmadabad. His career has spanned several companies such as Dunlop India, Swisscom Essar (now Vodafone Essar) and Reliance Group, before joining the Mahindra Group. He currently chairs several subsidiaries of Aerospace & Defence and Special Steels, and is a member of the Executive Committee of Mahindra&Mahindra, Ltd. He previously held the positions of Group Strategy Director and Group Brand Director. He is chairman of Mahindra CIE Automotive, Ltd.
JACOBO LLANZA FIGUEROA	ALANTRA ASSET MANAGEMENT, S. A SGIIC,	He holds a Licentiate in Economics and Business Administration from the University of Paris. His professional career has been linked to investment banking, where he began in 1989 in various positions at Banque Indosuez and Bancapital, before creating and directing AB Asesores Moneda in 1992, a company of the AB Asesores Group. After that company was sold to Morgan Stanley in 1999, he joined Dresdner Kleinwort Wasserstein, where he was managing director of Equities and Derivatives for Latin America, Eastern Europe, Africa, and the Middle East. In 2002, he joined Alantra (formerly N+1), where he is currently Managing Partner and CEO of Alantra Asset Management.
GOIZALDE EGAÑA GARITAGOITIA	ELIDOZA PROMOCION DE EMPRESAS, S. L.	She holds a degree in Economics and Business Administration from the University of Deusto in San Sebastián, where she also completed a postgraduate course in "Business Competitiveness and Regional Development" and an "Executive Program in Financial Management". She began her professional career in 1989 in the Financial Department of CIBENSA (Compañía Ibérica de Encuadernaciones S. A.) and, subsequently, she was a member of the audit team of Attest Consulting (1990-92). She has been a Board member of INSSEC, and is currently sits on the Boards of Global Dominion Access, S. A. and F&F Inversiones.
MARIA TERESA SALEGUI ARBIZU	ADDVALIA CAPITAL, S. A.	She holds a Licentiate in Economics and Business Administration from the University of Deusto. She began her career at the transport company La Guipuzcoana (1988-2002), where she reached the position of general manager, a position she also held at DHL Express Iberia (2002-2004). She is currently chairman of Addvalia Capital and Perth Espacio y Orden, as well as participating in the governance and administration of companies such as One Facility Management, Baztango, and F&F Inversiones, where she is a director.

Total number of proprietary directors	9
% of total on board	64.29

EXTERNAL INDEPENDENT DIRECTORS

Board member name or company name	Profile
CARLOS SOLCHAGA CATALÁN	<p>He holds a Licentiate in Economics and Business Administration from the Complutense University of Madrid and completed graduate studies at the Alfred P. Sloan School of the Massachusetts Institute of Technology (MIT). In 1980 he was elected member of the Spanish Parliament as a deputy for the Spanish Socialist Workers Party (PSOE) and was re-elected successively in 1982, 1986, 1989 and 1993, holding the post of chairman of the PSOE's Parliamentary Group in 1993-94. He was a member of the Basque Regional Government prior to the approval of the Statute of Autonomy of the Basque Country (1979-80), and was Chairman of the Interim Committee of the International Monetary Fund (1991-93), as well as being Spain's Minister of Industry and Energy (1982-85) and Minister of Economy and Finance (1985-93). He is currently an international consultant and chairman of the firm Solchaga & Recio Asociados. He also holds, among others, the positions of honorary chairman of the Euroamerica Foundation, chairman of the Architecture and Society Foundation, chairman of the Advisory Board of the Roca Junyent Law Firm, a member of the Scientific Council of the Elcano Royal Institute, an honorary member of the Reina Sofia Museum, and a Board member of Pharma Mar, S. A.</p>
ÁNGEL MANUEL OCHOA CRESPO	<p>He holds a Licentiate in Economics and Business Administration from the University of the Basque Country and a Master of International Business Administration (MIBA) from the United States International University of San Diego (USA). He has more than twenty-four years of experience in the financial sector, where he has held various positions: manager of the Multinational Department of Barclays Bank, deputy director of Corporate Banking at Lloyds Bank, deputy general manager of Banque Privée Edmond de Rothschild Europe, branch in Spain and director of the Basque Country and Cantabria for Banco Sabadell Atlántico, among others. He has also sat on the boards of several Undertakings for Collective Investment in Transferable Securities (UCITS). He is currently a financial advisor in investment matters and partner of the firm Angel Ochoa Crespo EAF. He is also chairman of ISLOPAN, S. A.</p>
ARANTZA ESTEFANÍA LARRAÑAGA	<p>She holds a degree in Law with Honors and Extraordinary End of Degree Award from the University of Deusto. She has more than thirty years of experience in the field of corporate law, where she was managing partner of the law firm Uría Menéndez Abogados S. L. P. from its founding in 2000 to January 2019. In recent years she has developed an extensive practice in the area of compliance and criminal risk prevention, as well as environmental and safety. She has also been a member of that firm's Board, sitting on its Professional Practice Management Committee and its Criminal Risk Prevention Committee. She has been recognized by Best Lawyer in Spain annually and continuously since 2013 as a leading lawyer in arbitration and mediation practices and as lawyer of the year in the procedural area. She is currently an independent director of Repsol, a member of the Appointments Committee and a member of the Sustainability Committee. She is also Chairwoman of the Economic Committee of the Economic and Social Council of the Basque Regional Government and Secretary of the Board of Bilbao Exhibition Centre S. A.</p>

Total number of independent directors	3
% of total on board	21.43

Indicate whether any directors classified as independent receive from the company, or from the same group, any sums or benefits other than director's remuneration, or maintain or have maintained, during the last fiscal year, a business relationship with the company or with any company in its group, either in their own name or as a significant shareholder, director or senior manager of an entity that maintains or has maintained such a relationship.

Where appropriate, a reasoned statement from the board must be included as to the reasons why it considers that those directors may perform their duties as an independent director.

Board member name or company name	Description of the relation	Substantiated statement
No information		

OTHER EXTERNAL DIRECTORS

Identify the other external directors and specify the reasons why they cannot be classified as proprietary or independent directors and their relations to the company, its managers, and its shareholders:

Board member name or company name	Reasons	Company, manager, or shareholder to which the director is related	Profile
No information			

Total number of external directors	N. A.
% of total on board	N. A.

Indicate any changes to each director's category over the course of the year:

Board member name or company name	Date changed	Previous category	Current category
No information			

C.1.4 Fill out the following table with the information on the number of directors at the close of the last four financial years, and those directors' categories:

	Number of directors				% of total directors in each category			
	2020	2019	2018	2017	2020	2019	2018	2017
Executive					0.00	0.00	0.00	0.00
Proprietary	2	2	2	2	22.22	25.00	25.00	25.00
Independent	1				33.33	0.00	0.00	0.00
Other external					0.00	0.00	0.00	0.00

	Number of directors				% of total directors in each category			
	2020	2019	2018	2017	2020	2019	2018	2017
Total	3	2	2	2	21.43	15.38	15.38	15.38

C.1.5 Indicate whether the company has diversity policies in relation to the company's board of directors with regard to issues such as age, gender, disability, or professional training and experience. Companies defined as small or medium under the Spanish Auditing Act [*Ley de Auditoría de Cuentas*], will have to report, at least, the policy they have established in relation to gender diversity.

- Yes
 No
 Partial policies

If so, describe these diversity policies, their objectives, the measures, and way they are applied and their results during the year. Also indicate the specific measures the Board and the Appointments and Remuneration Committee took to ensure a balanced and diverse presence of directors.

If the company does not apply a diversity policy, indicate the reasons why it does not.

Description of the policies and measures and how they are applied, and the results obtained.

The company's diversity policy is directly accessible on the corporate website, where its contents can be easily consulted. Approving the diversity policy in 2019 was the most recent concrete measure carried out by the company to achieve a balanced and diverse presence of directors.

The company considers that the composition of its board of directors reflects the objectives pursued by the diversity policy, with there being a balanced and diverse presence of directors.

The diversity policy aims at selecting candidates to achieve a diverse and balanced composition of the Board as a whole, which enriches decision-making and brings pluralistic points of view to the discussion of matters under its purview.

In this sense, the Board is committed to promoting diversity in its composition, and to this end, when selecting candidates for directors, candidates will be considered whose appointment would help ensure that the Board members have different skills, expertise, experience, origins, nationalities, ages, and genders.

The diversity criteria are chosen with regard to the nature and complexity of the businesses carried out by the Group, as well as the social and geographical context in which it operates.

Additionally, depending on the needs of the Board, other criteria may also be taken into consideration.

In the process of selecting candidates, any type of bias that may imply any discrimination, among others, for reasons of sex, ethnic origin, age, or disability, will be avoided.

The Board of Directors will periodically evaluate the degree of compliance and effectiveness of its diversity policy and, in particular, the percentage of female directors existing at any given time, in order to assess the degree of compliance with the corporate governance recommendations regarding the presence of women on the Board.

C.1.6 Explain any the Appointments Committee has agreed on to ensure that the selection procedures do not suffer from implicit biases that hinder the selection of female directors, and that the company deliberately seeks and includes women among the potential candidates who meet the professional profile sought and that allows a balanced presence of women and men to be achieved.

Also indicate whether these measures include encouraging the company to have a significant number of female senior managers:

Explanation of the measures

The Appointments and Remuneration Committee must ensure that members of both sexes are considered who meet the conditions and capabilities required both for the position of member of the Board and for holding senior management positions. In this regard, with respect to the selection of female directors, the Company follows the guidelines set forth in the policy for selecting candidates for directors and diversity on the Board.

With regard to the selection of senior managers, although there are no specific measures, the Committee follows the same criteria as those established for the selection of directors, thus ensuring the absence of implicit biases that hinder the selection of female directors and senior managers.

If, despite any measures adopted, there are few or no female directors and senior managers, explain why:

Explanation of reasons

The Company considers that the number of female directors and senior managers is sufficient, on the understanding that, as a whole, it is neither low nor zero. In any case, the Company is constantly striving to increase the number of female directors and senior managers, as evidenced by the recent appointment of independent director Arantza Estefanía Larrañaga.

By way of illustration, it should be noted that the total percentage of female directors and senior managers with respect to the total number of Board members and senior managers is 30.43%.

C.1.7 Explain the Appointments Committee's findings on the verification of compliance with the policy aimed at favoring an appropriate composition of the board.

The Appointments and Remuneration Committee understands the importance of complying with policies aimed at favoring an appropriate composition of the board. In this regard, as indicated above, the Appointments and Remuneration Committee ensures that appointments of new directors do not suffer from an implicit gender bias, mainly in the case of non-proprietary directors (since this is where it has the greatest room to maneuver in the selection process) and that, as far as possible, the number of female directors is promoted, without prejudice to always taking into consideration candidates who meet the conditions and capabilities required for the position. In this regard, for example, in 2020, the number of female directors of the Company was increased from 13 to 14, with the new member being an independent female director.

C.1.8 Explain, the case being, the reasons why proprietary directors were appointed who were nominated by shareholders that hold less than 3% of the company's share capital:

Shareholder name or company name	Justification
No information	

Indicate whether formal requests have not been met for a presence on the Board from shareholders whose shareholding is equal to or greater than that of others at whose request proprietary directors have been appointed. If applicable, explain why the requests were not fulfilled:

Yes
 No

C.1.9 Indicate any powers of attorney and representation the board has conferred upon directors and board committees:

Director or committee name	Brief description
JESUS MARIA HERRERA BARANDIARAN	The CEO has been delegated all of the board's powers, except those that may not be delegated.

C.1.10 Identify any board members who are directors, representatives, or managers of other companies in the listed company's group:

Board member name or company name	Name of the group company	Position	Does the board member have executive duties?
FERMIN DEL RIO SANZ DE ACEDO	Gescrap-Autometal Comercio de Sucatas México, S. A.	BOARD MEMBER	NO
FERMIN DEL RIO SANZ DE ACEDO	Gescrap Autometal México, S. A. de C. V.	BOARD MEMBER	NO
FERMIN DEL RIO SANZ DE ACEDO	Gescrap-Autometal México Servicios, S. A. de C. V.	BOARD MEMBER	NO
FERMIN DEL RIO SANZ DE ACEDO	Autometal, S. A.	CHAIRMAN	NO
ANTONIO MARIA PRADERA JAUREGUI	Autokomp Ingenieria, S. A. U.	CHAIRMAN	NO
ANTONIO MARIA PRADERA JAUREGUI	Autometal, S. A.	BOARD MEMBER	NO
ANTONIO MARIA PRADERA JAUREGUI	CIE Berriz, S. L.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	CIE Galfor, S. A. U. ; CIE Legazpi, S. A. U. ; Autokomp Ingeniería S. A. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Mahindra CIE Automotive, LTD	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Mahindra Forgings Europe, AG	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Plasfil Plásticos da Figueira, S. A.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	CIE Berriz México Servicios Administrativos, S. A. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	CIE Celaya, S. A. P. I. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Forjas de Celaya, S. A. P. I. de C. V.	CHAIRMAN	NO

Board member name or company name	Name of the group company	Position	Does the board member have executive duties?
JESUS MARIA HERRERA BARANDIARAN	Maquinados Automotrices y Talleres Industriales Celaya S. A. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Percaser de México, S. A. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Pintura Estampado y Montaje, S. A. P. I. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Pintura y Ensamblados de México, S. A. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Servicat Servicios Contables Administrativos y Técnicos, S. A. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	GAT México. S. A. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Newcor, Inc	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	CIE Automotive USA, Inc	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	CIE Autometal de México, S. A. P. I. de C. V.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Nova Recyd, S. A. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Gameko Componentes de Automoción, S. A.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Mecanizaciones del Sur Mecasur, S,A,	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Transformaciones Metalurgicas Norma, S. A.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Inyectametal, S. A.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Orbelan Plásticos, S. A.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Industrias Amaya Tellería, S. A. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	CIE Udalbide, S. A. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Recyde, S. A. U.	BOARD MEMBER	NO



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JESUS MARIA HERRERA BARANDIARAN	CIE Mecauto, S. A. U.	BOARD MEMBER	NO
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Board member name or company name	Name of the group company	Position	Does the board member have executive duties?
JESUS MARIA HERRERA BARANDIARAN	Alurecy, S. A. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Componentes de Automoción Recytec, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Alcasting Legutiano, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	CIE AUTOMOTIVE GOIAIN, S. L.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	Autometal, S. A.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Componentes de Automoción Recylan, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Denat 2007, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Egaña 2, S. L.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Advanced Comfort Systems Iberica, S. L.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Biodiesel Mediterraneo, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Reciclado Ecológico de Residuos, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Grupo Componentes Vilanova, S. L.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Biosur Transformación, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Reciclado de Residuos Grasos, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	Leaz Valorización, S. L. U.	BOARD MEMBER	NO
JESUS MARIA HERRERA BARANDIARAN	CIE AUTOMOTIVE BOROA, S. L.	CHAIRMAN	NO
JESUS MARIA HERRERA BARANDIARAN	CIE ROOF SYSTEMS, S. L.	CHAIRMAN	NO

C.1.11 Indicate any board members or representatives of legal entity board members of your company who sit on the board or represent legal entity board members of other companies listed in regulated markets other than your group, who have been communicated to the company:

Board member name or company name	Name of the listed company	Position
SANTOS MARTÍNEZ- CONDE GUTIÉRREZ BARQUÍN	CORPORACIÓN FINANCIERA ALBA, S. A.	BOARD MEMBER
SANTOS MARTÍNEZ- CONDE GUTIÉRREZ BARQUÍN	ACERINOX, S. A.	BOARD MEMBER
SANTOS MARTÍNEZ- CONDE GUTIÉRREZ BARQUÍN	INDRA SISTEMAS, S. A.	BOARD MEMBER
JUAN MARÍA RIBERAS MERA	GESTAMP AUTOMOCIÓN, S. A.	BOARD MEMBER
JUAN MARÍA RIBERAS MERA	GLOBAL DOMINION ACCESS, S. A.	BOARD MEMBER
ANTONIO MARIA PRADERA JAUREGUI	TUBACEX, S. A.	BOARD MEMBER
ANTONIO MARIA PRADERA JAUREGUI	CORPORACIÓN FINANCIERA ALBA, S. A.	BOARD MEMBER
ANTONIO MARIA PRADERA JAUREGUI	GLOBAL DOMINION ACCESS, S. A.	CHAIRMAN
GOIZALDE EGAÑA GARITAGOITIA	GLOBAL DOMINION ACCESS, S. A.	BOARD MEMBER
CARLOS SOLCHAGA CATALÁN	PHARMA MAR, S. A.	BOARD MEMBER
JESUS MARIA HERRERA BARANDIARAN	GLOBAL DOMINION ACCESS, S. A.	BOARD MEMBER
FRANCISCO JOSÉ RIBERAS MERA	GESTAMP AUTOMOCIÓN, S. A.	CHAIRMAN
FRANCISCO JOSÉ RIBERAS MERA	TELEFÓNICA, S. A.	BOARD MEMBER
FRANCISCO JOSÉ RIBERAS MERA	GAM GENERAL DE ALQUILER DE MAQUINARIA, S. A.	BOARD MEMBER
ARANTZA ESTEFANÍA LARRAÑAGA	GLOBAL DOMINION ACCESS, S. A.	BOARD MEMBER
ARANTZA ESTEFANÍA LARRAÑAGA	REPSOL, S. A.	BOARD MEMBER

C.1.12 Indicate and, if applicable explain whether the company has established rules on the maximum number of company boards its directors sit on, identifying, if applicable, where it is regulated:

[] Yes
[✓] No

C.1.13 Indicate the amounts of the following different types of pay related to the total remuneration of the board:

Remuneration accrued for the board in the year (thousands of euros)	5,535
Amount of total pension rights accumulated by current board members (thousands of euros)	
Amount of total pension rights accumulated by former board members (thousands of euros)	

C.1.14 Identify the senior manager who are not also executive directors, and indicate the total remuneration accrued in their favor during the year:

Name or company name	Position(s)
ALEXANDER TORRES COLOMAR	Plastics Director, Brazil, and Mexico
AITOR ZAZPE GOÑI	Director of the European Plastics and Roof Systems Divisions and Human Resources Director
JUSTINO UNAMUNO URCELAY	Director of CIE's Forging and Metal Divisions for Europe and China.
IRACHE PARDO VILLANUEVA	Director of finance, treasury, and corporate purchasing
SUSANA MOLINUEVO APELLÁNIZ	Director of corporate social responsibility and compliance
JOSÉ LUIS CASTELO SÁNCHEZ	Director of stamping, Mexico
MARIA MIÑAMBRES GARCIA	Director of corporate controlling and taxes
ANDER ARENAZA ALVAREZ	Director of the Aluminum and Machining Divisions and CEO of Mahindra CIE Automotive
LOREA ARISTIZÁBAL ABÁSOLO	Director of corporate development and investor relations

Number of female senior managers	4
Percentage of total members of senior management	44. 44

Total senior management registration (in thousands of euros)	6,073
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C.1.15 Indicate if there were any changes to the board's regulations during the year:

Yes
 No

Describe the changes

The board resolved to amend the wording of articles 3 (amendment of the regulations), 5 (general supervisory function), 10 (vice-chair or vice-chairs), 12 (coordinating director), 14 (deputy secretary of the board), 15 (board committees), 16 (delegated executive committee), 19 (ASG committee), 19 *bis* (strategy and operations committee), and 21 (venue of meetings) of the Board Regulations, in order to adapt the Company's corporate documents to the reform of the Good Governance Code [*Código de Buen Gobierno*] approved by the CNMV on June 26, 2020, and with the purpose of modifying the name of the Corporate Social Responsibility Committee, which is now called the ESG Committee.

Likewise, certain sections of the Audit and Compliance Committee Regulations and of the ESG Committee Regulations have been modified, consistent with the purposes described in the preceding paragraph.

C.1.16 Indicate the procedures for selecting, appointing, re-electing, and removing directors. Specify the competent bodies, the formalities required and the criteria to use in each procedure.

The general meeting is responsible for appointing board members, although the board has the power to designate members as replacements in the event of a vacancy. To that end, article 23 of the bylaws states that:

- "4. - It is not necessary to be a shareholder to be appointed to the board.
- 5. - Board members will hold their position for four (4) year terms, and they may be re-elected once or several times to similar terms.
- 6. - The Board members appointed by co-opting will hold office until the date of the first General Meeting.
- 7. - The Board members will cease to hold office when so decided by the General Meeting, when they notify the Company of their resignation or departure and when the period for which they were appointed has elapsed. In this latter case, the resignation will take effect on the day when the next General Meeting is held or when the legal term for holding the Meeting that must resolve on the approval of the accounts of the previous year has elapsed.
- 8. - The members of the administrative body will perform the duties stipulated by Law with the diligence of an orderly businessman, taking into account the nature of the position and the functions attributed to each of them. In addition, the Board members will perform their duties with the loyalty of a loyal representative, acting in good faith and in the best interest of the company. The Regulations of the Board will develop the specific obligations of the directors deriving from the duties included in the Law and, in particular, those of confidentiality, non-competition and loyalty, paying special attention to situations of conflict of interest. "

Article 23 of the Board Regulations also stipulates the following:

- "1. The Board Members will be appointed by the General Meeting or by the Board of Directors in accordance with the law.
- 2. The proposals for appointment and re-election of Members that the Board of Directors submits to the consideration of the General Meeting and the appointment decisions adopted by the Board, by virtue of the co-opting powers legally attributed to it, must be preceded by the corresponding proposal of the Appointments and Remuneration Committee, in the case of independent Directors, or by the report from that Committee, in the case of all other Directors. If the Board does not follow the report by the Appointments and Remuneration Committee, it must explain the reasons for not doing so and record its reasons in the minutes.
- 3. The proposals and reports of the Appointments and Remuneration Committee must expressly assess the candidates' honor, suitability, solvency, competence, experience, qualifications, training, availability, and commitment to their duties. For these purposes, the Appointments and Remuneration Committee will determine the estimated time of dedication, in number of hours per year, for non-executive Directors, stating this in the corresponding report or proposal.
- 4. The Appointments and Remuneration Committee must propose or report, in each case, the assignment of the Director to one of the categories specified in these Regulations and review it on an annual basis. "

C.1.17 Explain the extent to which the annual evaluation of the Board has led to significant changes in its internal organization and in the procedures applicable to its activities:

Describe the changes

The annual evaluation of the Board has served to reflect and take notes on the functioning of the Board and its collegiate bodies, but has not led to relevant changes in its internal organization or procedures.

Describe the evaluation process and the areas evaluated that have been carried out by the board of directors assisted, if applicable, by an external consultant, regarding the functioning and composition of the board and its committees and any other areas and aspects that have been subject to evaluation.

Description of the evaluation process and areas evaluated

The external advisor (Evaluación de Consejos) carried out the process by (i) examining all relevant corporate documents; (ii) preparing a questionnaire addressed to the directors and adapted to the objectives of the CIE Group; (iii) receiving and processing the information received; and (iv) comparing the opinions expressed in order to crystallize the most qualitative assessments.

In this context, the following areas were specifically addressed:

1. ESG aspects;
2. Operational quality and efficiency of the Board;
3. Diversity and composition of the Board;
4. Communication policy;
5. Functioning and composition of committees;
6. Succession policies and plans;
7. Performance of statutory roles;
8. Individual contributions of the Board Members.

C.1.18 For the years where an external consultant helped with the evaluation, a breakdown of the business relationships that the consultant and any companies in its group have with the company and any companies in its group.

For the annual evaluation of the year in question, the Board was assisted by Evaluación de Consejos, S. L. as an external consultant. Aside from that assistance, neither the external consultant nor any company of its group has any business relationship with the company or any company of its group.

C.1.19 Indicate the cases where directors must be dismissed.

Article 26 of the Board Regulations stipulates the following:

- "1. Board members or any of them will be dismissed in the terms provided in the legislation applicable at any given time.
2. Board members must place their position at the disposal of the Board and submit their resignation, if the Board deems it appropriate, in the following cases:
- a) In the case of proprietary Directors, when they or the shareholders they represent transfer their holdings in the Company.
 - b) In the case of executive Directors, whenever the Board deems it appropriate and, in any case, if they cease to hold an executive position in the Company and the companies of its Group.
 - c) If they have a conflict of interest or are prohibited from performing their position as specified by law.
 - d) If they are prosecuted for an allegedly criminal act or are subject to disciplinary proceedings for serious or very serious misconduct by the supervisory authorities.
 - e) In the case of CEOs, they will be dismissed from their position at the age of 65, but may continue as Board Members, without prejudice to letter (b) above.
 - f) If they are seriously reprimanded by the Board following a report from the Audit and Compliance Committee for having breached their obligations as Board Members. "

C.1.20 Are super majorities required beyond those provided by law for adopting any type of decision?

- Yes
 No

If so, describe the differences.

Description of the differences

Article 3 of the Board Regulations provides that a majority of at least two thirds of the directors present or represented at the meeting in question will be necessary to amend the Regulations, as opposed to the Companies Act, which does not provide for special majorities for this case.

C.1.21 Explain whether there are specific requirements, other than those relating to the directors, to be appointed chair of the board:

- Yes
 No

C.1.22 Indicate whether the bylaws or board regulations place an age limit on board members:

Yes
 No

	Age Limit
Chair	N. A.
CEO	65
Director	N. A.

C.1.23 Indicate whether the bylaws or the board regulations establish a limited term or other more restrictive requirements beyond those provided by law for independent board members, aside from the regulations:

Yes
 No

C.1.24 Indicate whether the bylaws or the board regulations establish specific rules for delegating voting in the board to other directors, the manner for doing so and, in particular, the maximum number of proxies that a director may have, as well as whether any limitation has been established regarding which categories may be proxies, beyond the limitations imposed by law. If so, give a brief description of these rules.

Article 22(2) of the Board Regulations stipulates the following:

"Board members must attend the meetings of the Board and, when they are unable to do so in person, they must delegate another board member to represent them, together with the appropriate instructions. Non-executive Directors may only delegate other non-executive Directors as proxies. Representation may not be delegated in relation to matters regarding which the Board Member is in any situation of conflict of interest. Proxies must be granted on a special basis for each meeting of the Board, and may be communicated by any of the means provided for convening meetings."

C.1.25 Indicate the number of times the board met during the year. Also indicate, if applicable, the number of times the board met without the chair in attendance. The calculation should include proxies with specific instructions.

Number of board meetings	8
Number of board meetings without the chair in attendance	0

Indicate the number of times the coordinating director held meetings with the other board members without a CEO in attendance:

Number of meetings	0
--------------------	---

Indicate the number of times the board's various committees met during the year:

Number of ASG Committee meetings	2
Number of Audit and Compliance Committee meetings	6

Number of Appointments and Remuneration Committee meetings	2
--	---

C.1.26 Indicate the number of times the board met during the year and the attendance information of its members:

Number of meetings with at least 80% of the board members present in person	8
In-person attendance % out of total votes during the year	93.64
Number of meetings with all board members present in person or represented by proxies with specific instructions	4
% of votes issued with in-person attendance and proxies with specific instructions, out of the total votes cast during the year	93.64

C.1.27 Indicate if the individual and consolidated annual financial statements submitted to the board for drawing up are certified first:

- [] Yes
[✓] No

If applicable, indicate the person(s) who certified the company's individual and consolidated annual financial statements, for drawing up by the board:

C.1.28 Explain any mechanisms the board put in place to ensure that the annual financial statements it submits to the general meeting are drawn up in accordance with accounting regulations.

Pursuant to Article 3 of the Audit and Compliance Committee Regulations, the committee's duties include:

- f) Analyzing, together with the auditors, any major weaknesses of the internal control system detected during the audit.
- g) Supervising the process of preparing and reporting mandatory financial and non-financial information.
- h) Proposing to the Board, for submission to the General Meeting, the appointment, re-election, or replacement of the auditors, as well as the conditions for retaining them, in accordance with the applicable regulations, and to receive regular information from them on the audit plan and its implementation, in addition to preserving their independence in the exercise of their functions.
- i) Supervising the work of the Compliance and Internal Audit areas, which will functionally report to the Audit and Compliance Committee, and ensuring their independence.
- j) Proposing the selection, appointment, and dismissal of those responsible for the Compliance and Internal Audit services; proposing the budget for these services; approving the orientation and annual work plan, ensuring that their activity is focused primarily on the relevant risks; receiving periodic information on their activities; and verifying that Senior Management takes into account the conclusions and recommendations of their reports.

k) Establishing the appropriate relationships with the auditors to receive information on any issues that may jeopardize their independence, for examination by the Committee, and any others related to the process of auditing the accounts, along with any other communications specified in the legislation on auditing of accounts and in the other auditing standards.

l) In any case, it will receive annually from the auditors written confirmation of their independence in relation to the Company or entities directly or indirectly related to it, as well as information on additional services of any kind rendered and the corresponding fees received from these entities by the aforementioned auditors, or by the persons or entities related to them in accordance with the legislation on auditing of accounts.

m) Issuing annually, prior to the audit report, a report expressing an opinion on the independence of the auditors. This report must, in any case, express an opinion on the provision of the additional services referred to in the preceding section, on the terms established by law.

n) Informing the Board regarding the financial and non-financial information that, due to its status as a listed company, the Company must periodically make public, ensuring that the interim financial statements are prepared under the same accounting criteria as the annual accounts and, to this end, considering the appropriateness of a limited review by the auditor.

C.1.29 Is the secretary of the board a board member?

Yes
 No

If the secretary is not a board member, fill out the following table:

Name or company name of the secretary	Representative
JOSÉ RAMÓN BERECHIBAR MUTIOZABAL	

C.1.30 Indicate the specific mechanisms that the company has put in place to preserve the independence of the external auditors, and the case being, the mechanisms to preserve the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practice.

Article 46 of the Board Regulations regulates the relations with the external auditors: "Article 46. Relations with

Auditors

1. The Board's relations with the Company's external auditors will be channeled through the Audit and Compliance Committee, on the terms resulting from the Bylaws and the Regulations of the Audit and Compliance Committee.

2. In its report, the Board will report the fees paid by the Company each year to the auditor for services other than auditing.

3. The Board will endeavor to draw up the annual accounts in such a way that there is no room for qualifications by the auditor. However, when the Board considers that its opinion should be kept, it must explain the content and scope of the discrepancy. "

By virtue of this mandate, the Audit and Compliance Committee will be responsible for maintaining relations with the external auditors in order to receive information on any matters that may jeopardize their independence and on any other matters related to the process of auditing the financial statements, as well as any other communications specified in the legislation on auditing the financial statements and in the technical auditing standards.

C.1.31 Indicate whether the Company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

Yes
 No



If there were disagreements with the outgoing auditor, explain their content:

- Yes
- No

C.1.32 Indicate if the audit firm performs other work for the company and its group other than auditing services, and in that case state the amount of the fees paid for that work and the percentage it represents of the fees billed to the company and its group for audit services:

Yes
 No

	Company	Group companies	Total
Amount of non-auditing services (thousands of euros)	157	311	468
Amount of non-auditing services / Amount of auditing services (in %)	100	24. 47	32. 89

The amount of the non-auditing services over the amount of auditing services is 103,29% as long as the non-auditing services are a higher amount than the auditing services in the stand-alone parent company.

C.1.33 Indicate if the audit report on the previous year's financial statements contained qualifications. If so indicate the reasons that the head of the Audit Committee gave to the general meeting to explain the content and extent of the qualifications.

Yes
 No

C.1.34 Indicate the number of years that the current audit firm has been auditing the company's individual and consolidated annual financial statements without interruption. Also indicate the percentage of years audited by the current audit firm out of the total number of years with audited annual financial statements:

	Individual	Consolidated
Number of uninterrupted years	19	19

	Individual	Consolidated
No. of years audited by the current audit firm / No. of years the company and its group have been audited (in %)	52. 77	52. 77

C.1.35 Indicate, and if applicable provide details, whether there is a procedure for board members to get the necessary information to prepare for management body meetings sufficiently in advance:

Yes
 No

Details of the procedure

In accordance with Article 20 of the Board Regulations, at the time the meeting is called, the directors will be sent the relevant information for the purposes of the meeting.

In addition, sufficiently in advance, the directors are sent a copy of the presentation that will serve as a guide for the meeting, so that they are aware in

advance of the content of the various items on the agenda and have enough time to prepare for the meetings.

In addition, Article 29 of the Board Regulations states that, in order to be assisted in the performance of their duties, any directors may request the engagement, at the company's expense, of legal, accounting, financial, technical, commercial, or other expert advisors, if they deem it necessary for the proper performance of their duties. The assignment must necessarily deal with specific problems of special complexity.

C.1.36 Indicate and, if applicable, provide details, on whether the company has put rules in place that require directors to report and, if applicable, resign when situations arise that affect them, whether or not they are related to their performance in the company itself, that could damage the credit and reputation of the company:

Yes
 No

Explain the rules

Article 26. 2(d) of the Board Regulations requires its members to place their position at the disposal of the Board in the event that "(. . .) they are prosecuted for an allegedly criminal act or are the subject of disciplinary proceedings for serious or very serious misconduct conducted by the supervisory authorities".

C.1.37 Indicate, unless there have been special circumstances recorded in the minutes, whether the board has been informed or has otherwise become aware of any situation affecting director, whether or not it is related to their performance in the company itself, which could damage the credit and reputation of the company:

Yes
 No

C.1.38 Provide details of any significant agreements that the company has reached and that come into force, are modified, or terminated in the event of a change in control of the company due to a public buyout bid, and their effects.

There are no such significant agreements.

C.1.39 Identify individually, in the case of directors, and in aggregate in all other cases, and indicate, in detail, any agreements between the company and its executives and directors or employees that provide for severance pay or golden parachute clauses if they resign or are unfairly dismissed or if the contractual relationship comes to an end as a result of a takeover bid or other types of operations.

Number of beneficiaries	1
Type of beneficiary	Description of the agreement
CEO of the company	The contract with the CEO complies with subsections (g) (clawback) and (h) (termination) of section IV of the Director Remuneration Policy. "(g) In view of the proposal, if applicable,

Type of beneficiary	Description of the agreement
	by the Appointments and Remuneration Committee, the Board has the power to claim any remuneration already paid out in relation to the commitment to remain and not compete (claw-back clauses) in the aforementioned circumstances. In addition, additional grievance measures may be taken in special situations such as fraud, and serious breach of law. " "(h) The CEO will be entitled to receive the full amount of his long-term variable remuneration and the full amount of his tenure and non-compete commitment in the event that the General Meeting and the Board decide not to retain him in office for any circumstances within the ten (10) year period from January 1, 2018. In addition, he may also be entitled to receive an additional amount (at most, equivalent to two years' worth of his fixed and variable remuneration in the short term) to be included, if applicable, in his contract. "

Indicate whether, beyond in the cases provided for by regulations, these contracts must be reported to and approved by the bodies of the company or of its group. If so, specify the procedures, the cases envisaged and the nature of the bodies responsible for approving or communicating them:

	Board of directors	General meeting
Body that authorizes the clauses	√	
	Yes	No
Is the general meeting informed of the clauses?	√	

C.2. Board committees

C.2.1 Provide details on all of the board's committees, their members, and the proportion of executive, proprietary, independent, and other external board members on them:

ASG Committee		
Name	Position	Category
SANTOS MARTÍNEZ- CONDE GUTIÉRREZ BARQUÍN	MEMBER	Proprietary director
GOIZALDE EGAÑA GARITAGOITIA	CHAIRMAN	Proprietary director
MARIA TERESA SALEGUI ARBIZU	MEMBER	Proprietary director

% of executive directors	0.00
% of proprietary directors	100.00
% of independent directors	0.00
% of other external directors	0.00

Explain the duties delegated or attributed to this committee other than those already described in section C. 1. 9, and describe its procedures and rules of organization and operation. For each of these duties, indicate its most important actions during the year and how it has exercised in practice each of the functions attributed to it, whether by law, in the bylaws or in other corporate resolutions.

The ASG Committee is an internal informative and consultative body without executive functions that has the power to provide information, advice, and proposals in areas under its purview.

To this effect, the ESG Committee will have the following responsibilities:

- a) Ensuring the existence of a Code of Conduct in the Company, proposing its approval and its subsequent modifications to the Board, and promoting any relevant issue for the promotion of knowledge and compliance with the Code of Conduct.
- b) Supervising the regulations of the Company's ethics channel and internal procedures to verify their effectiveness in preventing inappropriate conduct and identifying any policies and procedures that may be more effective in promoting the highest ethical standards.
- c) Periodically reviewing the environmental policies, including climate change, social and corporate governance policies and proposing any modifications and updates to the Board for approval or submission to the General Shareholders' Meeting, that would contribute to their development and continuous improvement.
- d) Understanding, promoting, guiding, and supervising the strategy and performance of corporate governance in matters of sustainability and reporting on them to the Board.
- e) Supervising compliance with legal requirements and corporate governance standards.
- f) Supervising and assessing the relationship processes with the different stakeholders.
- g) Evaluating and reviewing the Company's plans for implementing ESG policies and tracking their degree of compliance.
- h) Reporting on the performance by entities of a foundational nature linked to the Group of the general interest and ESG activities entrusted to them.
- i) Reporting on the Company's Annual Corporate Governance Report prior to its approval, requesting reports from the Audit and Compliance Committee and the Appointments and Remuneration Committee in relation to the sections of the report that fall within its purview, and the annual report.
- j) Any other duties that may be resolved by the Company's Board.

During the year in question, the most significant actions have been the following:

- (i) reporting on the ACGR, CRR, and Annual Financial Report in the matters under its purview;
- (ii) reporting on the consolidated Statement of Financial Information and the circumstances related to its content;
- (iii) tracking the operation of the Code of Ethics and the incidents that occurred during the year as a result of the Ethics Mailbox;
- (iv) assessing corporate policies and actions to be implemented during the year, as well as making suggestions to modify existing policies.

Audit and Compliance Committee

Name	Position	Category
CARLOS SOLCHAGA CATALÁN	MEMBER	Independent director
ÁNGEL MANUEL OCHOA CRESPO	CHAIRMAN	Independent director
MARIA TERESA SALEGUI ARBIZU	MEMBER	Proprietary director
ARANTZA ESTEFANÍA LARRAÑAGA	MEMBER	Independent director

% of executive directors	0.00
% of proprietary directors	25.00
% of independent directors	75.00
% of other external directors	0.00

Explain the duties, including, if applicable, any beyond those required by law, assigned to this committee, and describe its procedures and rules of organization and operation. For each of these duties, indicate its most important actions during the year and how it has exercised in practice each of the functions attributed to it, whether by law or in the bylaws or in other corporate resolutions.

The Audit and Control Committee has the responsibility of assisting the Company's Board in the supervision of the financial and non-financial statements as well as in the exercise of the control function in the Company and the companies that are part of its Group.

To that end, the Audit and Control Committee will have the following powers:

- a) Periodically reviewing the risk policy and proposing amendments and updates to the Board.
- b) Approving the policy on retaining the auditor.
- c) Informing the General Meeting regarding any questions the shareholders in it raise on matters under its purview.
- d) Supervising the effectiveness of the internal control mechanisms of the Company and its Group, as well as their systems for managing financial and non-financial risks, including tax risks and risks related to corruption.
- e) Generally ensuring that the internal control policies and systems in place are applied effectively in practice.
- f) Analyzing, together with the auditors, any major weaknesses of the internal control system detected during the audit.
- g) Supervising the process of preparing and reporting mandatory financial and non-financial information.
- h) Proposing to the Board, for submission to the General Meeting, the appointment, re-election, or replacement of the auditors, as well as the conditions for retaining them, in accordance with the applicable regulations, and to receive regular information from them on the audit plan and its implementation, in addition to preserving their independence in the exercise of their functions.
- i) Supervising the work of the Compliance and Internal Audit areas, which will functionally report to the Audit and Compliance Committee, and ensuring their independence.
- j) Proposing the selection, appointment, and dismissal of those responsible for the Compliance and Internal Audit services; proposing the budget for these services; approving the orientation and annual work plan, ensuring that their activity is focused primarily on the relevant risks; receiving periodic information on their activities; and verifying that Senior Management takes into account the conclusions and recommendations of their reports.
- k) Establishing the appropriate relationships with the auditors to receive information on any issues that may jeopardize their independence, for examination by the Committee, and any others related to the process of auditing the accounts, along with any other communications specified in the legislation on auditing of accounts and in the other auditing standards.
- l) In any case, it will receive annually from the auditors written confirmation of their independence in relation to the Company or entities directly or indirectly related to it, as well as information on additional services of any kind rendered and the corresponding fees received from these entities by the aforementioned auditors, or by the persons or entities related to them in accordance with the legislation on auditing of accounts.
- m) Issuing annually, prior to the audit report, a report expressing an opinion on the independence of the auditors. This report must, in any case, express an opinion on the provision of the additional services referred to in the preceding section, on the terms established by law.
- n) Informing the Board regarding the financial and non-financial information that, due to its status as a listed company, the Company must periodically make public, ensuring that the interim financial statements are prepared under the same accounting criteria as the annual accounts and, to this end, considering the appropriateness of a limited review by the auditor.
- o) Reporting to the Board, before it adopts the corresponding decision, on the creation or acquisition of shares in special purpose entities or entities domiciled in countries or territories considered as tax havens, as well as any other transactions or operations of a similar nature that, due to their complexity, might undermine the transparency of the Group.
- p) Any other duties that may be resolved by the Company's Board.

During the year in question, the most relevant actions have been the following:

- (a) Analyzing the Periodic Public Information, prior to its submission to the CNMV and the Governing Bodies of the Bilbao and Madrid Stock Exchanges.
- (b) Analyzing the annual accounts (balance sheet, profit and loss account, statement of cash flows and statement of changes in equity and notes to the financial statements) and directors report of the Company and its consolidated group for the year ended December 31, 2019.
- (c) Following-up on the external audit procedures.
- (d) Analyzing the internal audit procedures and, in particular, the procedures related to the Internal Control System on the procedure for the preparation of financial information (ICFR).
- (e) Verifying the accounting liquidity status in relation to the approval of an interim dividend paid out from 2020 profits.
- (f) Analyzing the company's risk map. This year, the Audit Committee specifically analyzed the impact of the crisis arising from the health emergency resulting from COVID-19.
- (g) Reporting on the items under its purview on the general meeting's agenda, and especially on the corresponding re-selection of the external auditor.
- (h) Reporting on the CIE Group's tax policy.

Identify any board members on the audit committee who were appointed in view of their experience in accounting, auditing, or both, and reporting on the date when the committee's chair is appointed to the position.

Names of board members with experience	CARLOS SOLCHAGA CATALÁN
Date chair was appointed to the position	2/22/2019

The Appointment and Remuneration Committee		
Name	Position	Category
CARLOS SOLCHAGA CATALÁN	CHAIRMAN	Independent director
ÁNGEL MANUEL OCHOA CRESPO	MEMBER	Independent director
FRANCISCO JOSÉ RIBERAS MERA	MEMBER	Proprietary director

% of executive directors	0. 00
% of proprietary directors	33. 33
% of independent directors	66. 67
% of other external directors	0. 00

Explain the duties, including, if applicable, any beyond those required by law, assigned to this committee, and describe its procedures and rules of organization and operation. For each of these duties, indicate its most important actions during the year and how it has exercised in practice each of the functions attributed to it, whether by law or in the bylaws or in other corporate resolutions.

The Appointments and Remuneration Committee is an internal informative and consultative body without executive functions that has the power to provide information, advice, and proposals in areas under its purview.

To that end, the Appointments and Remuneration Committee will have the following powers:

- Proposing to the Board the remuneration policies for directors and senior managers and reviewing them periodically, proposing, where appropriate, modifications to them and updating the Board.
- Reporting on and reviewing the criteria to be followed for the composition of the Board and the selection of candidates and, in particular, the skills, knowledge and experience required, as well as evaluating the time and dedication required to properly perform their duties.
- Ensuring that, when filling new vacancies or appointing new directors, the selection procedures do not suffer from implicit biases that could imply any discrimination and, in particular, that they do not hinder the selection of female directors.
- Establishing a representation target for the under-represented gender on the Board and developing guidelines on how to hit this target.
- Submitting proposals to the Board on the appointment of independent directors for appointment by co-opting or for submission to the decision of the General Meeting, as well as proposals for the re-election or removal of those directors by the General Meeting, and reporting on proposals for the removal of those directors made by the Board.
- Reporting on the proposals for the appointment of the remaining Board Members for their appointment by co-opting or for their submission to the decision of the General Meeting, as well as the proposals for the re-election or removal of those Board Members by the General Meeting.
- Reporting on and submitting the proposals for the appointment of the internal positions of the Board and the members that should sit on each committee.
- Examining and organizing the succession of the Chair of the Board and the CEO of the Company and, where appropriate, sending the Board proposals so that the succession occurs in an orderly and planned manner, in accordance with the succession plan approved by the Board.
- Proposing to the Board the system and amount of the annual remuneration of the directors, as well as the individual remuneration of the CEOs and the other basic conditions of their contracts, including any compensation or indemnities that may be fixed in the event of their departure, in accordance with all cases with the directors' remuneration policy approved by the General Meeting.

- j) Supervising the process of selecting candidates for senior management of the Company and reporting on the Company's CEO's proposals regarding the appointment or removal of senior managers.
- k) Reporting and submitting to the Board the proposals by the Company's CEO regarding the remuneration structure of senior executives and the basic conditions of their contracts.
- l) Ensuring compliance with the Company's remuneration programs and reporting on the documents to be approved by the Board for general disclosure regarding information on remuneration, including the Annual Report on Directors' Remuneration and the corresponding sections of the Company's Annual Corporate Governance Report.
- m) Any other duties that may be resolved by the Company's Board.

In relation to its basic duties regulated under the Board Regulations, the committee's main actions this year were:

- (a) Analyzing the IAGC, the IARC and the Annual Financial Report in the areas under its purview.
- (b) Reporting on the remuneration of the Board members.
- (c) Monitoring the evaluation of the Board members.
- (d) Reporting on the type of each member of the Board.
- (e) Reporting on the process of searching for new independent Board members, until the appointment of a new independent director.
- (f) Reporting on the re-election and appointment of all the Board Members that make up the Company's Board, as resolved at the Ordinary General Meeting held on April 29, 2020.

C.2.2 Complete the following table with the information regarding the number of female directors on the Board's committees at the end of the last four years:

	Number of directors							
	2020		2019		2018		2017	
	Number	%	Number	%	Number	%	Number	%
ASG Committee	2	66.66	2	66.66	2	66.66	2	66.66
Audit and Compliance Committee	2	50.00	1	33.33	1	33.33	1	33.33
Appointments and Remuneration Committee	0	0.00	0	0.00	0	0.00	0	0.00

C.2.3 Indicate, if applicable, the existence of regulations of the board committees, the place where they are available for consultation, and any changes that were made to them during the year. In turn, indicate whether an annual report on the activities of each committee has been prepared voluntarily.

Each of the committees of the Board described in the preceding sections has its own regulations. This information is available on the company's website (<http://www.cieautomotive.com/web/investors-website/comisiones-del-consejo-de-administracion>).

Certain articles of the Regulations of the Audit and Compliance Committee and of the Regulations of the ASG Committee have been amended, in coherence with the amendments made to the Regulations of the Company's Board, on October 27, 2020.

The Audit and Compliance Committee, the Appointments and Remuneration Committee and the ESG Committee have prepared the corresponding reports on their activities during 2020, which have been made available on the aforementioned website.

D. RELATED-PARTY TRANSACTIONS AND INTRAGROUP TRANSACTIONS

D.1. Explain, where appropriate, the procedure and relevant bodies for approving related-party and intragroup transactions.

The transactions that the company or group companies carry out with directors and shareholders with a significant holding or are represented on the board of directors, as well as with their related parties, in the terms established by law, must be first submitted for approval before the board of directors after the Audit and Compliance Committee having issued its own report. In any case, whatever their nature, all related-party transactions are carried out at market prices and in compliance with the applicable regulations.

D.2. Provide a breakdown of the significant transactions by their amount or due to their type made between the company or group entities and significant shareholders of the company:

Name or company name of the significant shareholder	Name or company name of group company or entity	Nature of the relationship	Type of transaction	Amount (in thousands of EUR)
MAHINDRA & MAHINDRA LTD	MCIE GROUP	Commercial	Sales of finished and unfinished goods	109,791
MAHINDRA & MAHINDRA LTD	MCIE GROUP	Commercial	Purchases of finished and unfinished goods	10,184
MAHINDRA & MAHINDRA LTD	MCIE GROUP	Commercial	Services received	1,059
MAHINDRA & MAHINDRA LTD	MCIE GROUP	Commercial	Provision of services	34
ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	MFE	Commercial	Sales of finished and unfinished goods	3,315
ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	GRUPO MÉXICO	Commercial	Sales of finished and unfinished goods	10,989
ACEK DESARROLLO Y GESTION INDUSTRIAL, S. L.	GRUPO MÉXICO	Commercial	Purchases of finished and unfinished goods	217

- D.3. Provide a breakdown of the significant transactions by their amount or their type made between the company or group entities and the directors or managers of the company:

Name or company name of director or manager	Name or company name of group company or entity	Relationship	Nature of the transaction	Amount (in thousands of EUR)
MR. JESUS MARIA HERRERA BARANDIARAN	CIE AUTOMOTIVE, S. A.	Jesús María Herrera Barandiarán CEO of CIE Automotive, S. A.	Others	9,100
MANAGEMENT TEAM	CIE AUTOMOTIVE, S. A.	Certain managers of the company group	Financing agreements: loans	22,947

- D.4. Provide a breakdown of the significant transactions between the company and other group entities, except those that are removed during the preparation of the consolidated financial statements and that do not form part of the company's normal operations with regard to their purpose and conditions:

Any intragroup transaction carried out with entities incorporated in countries or territories that are considered tax havens must be reported:

Company name of the group entity	Short description of transaction	Amount (in thousands of EUR)
No data available		N. A.

- D.5. Provide a breakdown of the significant transactions made between the company or group entities and other related parties that have not been detailed in the above sections.

Company name of the related party	Short description of transaction	Amount (in thousands of EUR)
Asociadas AEL	Sales	213
Asociadas AEL	Purchases	196
Asociadas AEL	Services received	99
SAMAP	Sales	4,205
SAMAP	Services rendered	2,703
FUNDACIÓN CIE AUTOMOTIVE I+D+i	Services received.	3,127

Company name of the related party	Short description of transaction	Amount (in thousands of EUR)
FUNDACIÓN CIE AUTOMOTIVE I+D+i	Services rendered.	15
Banca March, S. A.	Financial expenses.	145
GLOBAL DOMINION ACCESS, S. A.	Services received.	273

D.6. Detail the mechanisms established for detecting, determining, and resolving possible conflicts of interest between the company and/or its group and its board members, managers, or significant shareholders.

Article 34 of the Board Regulations states the following: "Article 34. Conflicts of Interest
Board Members must take the necessary measures to avoid being involved in situations of conflict of interest as established by law.

It will be considered that there is a conflict of interest in any situation where the personal interest of a Board Member and the interest of the Company directly or indirectly clash with one another. A personal interest exists when an issue either concerns a Board Member or a Related Party. For the purpose of this Regulation, the Related Parties of a Board Member are the following:

1. The spouse of a Board Member or person in a similar relationship;
2. Ascendants, descendants, and siblings of a Board Member and those of the Board Member's spouse;
3. Spouses of the ascendants, descendants, and siblings of the Board Member;
4. Companies in which the Board Member, directly or by proxy, is found in any of the situations described in section 4 of Securities Market Act.

With regard to legal entities that are Board Members, Related Parties are understood to be the following:

1. With regard to the legal entity Board Member, Shareholders who are found in any of the situations described in section 4 of Securities Market Act;
2. Directors in fact or in law, receivers, and proxies with general powers of attorney for legal entity Board Members.
3. Companies belonging to the same group, as described in section 4 of Securities Market Act, and its shareholders.
4. With regard to the proxy of the legal entity Board Member, persons who are Related Parties to Board Members, pursuant to this section.

When there is a conflict of interest, the following rules will be applied:

Communication: the Board Member must inform the Board of Directors and the Audit and Compliance Committee, through the Chairman or the Secretary, of any situation of conflict of interest.

Abstention: the Board Member must leave the meeting and abstain from intervening during the debate and casting a vote in relation to any items on the agenda in which there is a conflict of interest with such Board Member. Proprietary Directors must abstain from voting on matters that may represent a conflict of interest between the shareholders having proposed their appointment and the Company.

Transparency: the Company will report, when required in accordance with the law, on any situation of conflict of interest involving the Board Members during the year in question and that it is recorded in the notice regarding the party concerned or by any other means. "

D.7. Indicate whether the company is controlled by another listed or unlisted entity under the scope of section 42 of the Commercial Code and has, directly or through its subsidiaries, business relationships with such entity or its subsidiaries (other than those of the listed company) or carries out activities linked to any of their activities.

- Yes
 No

E. CONTROL AND RISK MANAGEMENT SYSTEMS

E.1. Explain the scope of the company's Control and Risk Management Systems, including tax risk:

CIE Automotive has a Risk Management System (RMS) to reduce any risks that could jeopardize its corporate objectives to tolerable levels if they ever materialized. This model, defined under its Control and Risk Management Policy follows the ISO 31000 methodology and it is the responsibility of the Board, which delegates its oversight and proper functioning to the Audit and Compliance Committee.

CIE Automotive's RMS reasonably ensures that all significant risks - strategic, operational, financial, non-financial, ESG (Environmental, Social and Good Governance) and compliance - are prevented, identified, assessed, and subjected to continuous monitoring. These risks are approved by the Board of Directors and managed based on their risk appetite and risk tolerance levels.

Principles of the risk management framework:

- Promote a constructive view of the concept of risk.
- Commitment and skills of the persons involved.
- Communicate in a common language.
- Transparent communication within organization.

CIE Automotive's global corporate risk management process is based on the ISO 31000 methodology and has a five-step continuous cycle:

1. Identify key risks that may affect the achievement of the organization's objectives, including all the control objectives for financial and non-financial information, including tax risk.
2. Assess these based on their probability of occurring and their impact on the organization, always taking into account the existing controls. This ranking is used to place each risk on the Risk Map, being the main risk assessment tool.
3. Determine the response for each one.
4. Follow up on all agreed actions.
5. Report the outcome following the analysis.

E.2. Identify the company's bodies responsible for the preparation and performance of the Control and Risk Management Systems, including tax risk:

Responsibility for the performance of the risk management system, including the tax risk, rests with the Board of Directors, which relies specifically on the Audit and Compliance Committee for its oversight and proper operation.

CIE Automotive's control and risk management policy requires that all business divisions identify and assess the risks they face when achieving their business objectives, in order to identify the appropriate mitigating measures sufficiently in advance to reduce or eliminate the likelihood of the risk occurring and/or its possible impact on the objectives if it were to materialize.

E.3. Indicate the main risks, including tax risks and to the extent of the significance of those due to corruption (these under the scope of Royal Decree Law 18/2017), which may affect the achievement of the business objectives:

During the development of its activity, CIE Automotive is exposed to a range of risks inherent to the various lines of business carried out and the countries in which they are carried out.

Moreover, a shift in the degree of socioeconomic uncertainty existing in the markets where CIE Automotive operates may lead to risk factors, currently unknown or not considered relevant, which could affect the business, the results and/or the financial position of the company.

The following are the risk categories that CIE Automotive faces while meeting its business objectives:

- Strategic Risks: affect the high-level objectives directly connected to the Strategic Plan.
- Operational Risks: affect the objectives linked to the effective and efficient use of resources.
- Financial Risks: affect the planned information reliability objectives, both internally and externally.

- Compliance Risks: non-compliance risk enacted by Senior Management, the Management Team or employees associated with external and internal regulations.
- ESG (Environmental, Social and Good Governance) Risks: affect environmental, social, ethical, and corporate governance aspects and also compliance with laws and regulations.

The 2020 Risk Map highlights the growing concern of cybersecurity and the economic damage it can cause due to its poor management, as well as the increased perception of possible cases of fraud and corruption within the company associated with cybersecurity.

Also, the map shows the consolidation, as the main risks, of those intrinsic to the sector and their evolution, such as the risk of market trend changes and customer satisfaction, and another specific to the trajectory, growth, and future of CIE Automotive, which is inorganic growth management. For both scenarios, taking care of people, the company's greatest asset, is key and the risks that reside here are: having a training and talent policy and an appropriate generational change (succession plan).

E.4. State whether the entity has risk tolerance levels, including tax risks:

The Board of Directors has approved acceptable risk levels for each type of risk, business, and geographic location, as well as the levels of allowable deviation based on the strategic objectives and the strategic lines for their achievement. Acceptable risk levels are periodically updated in line with changes made to the corporate strategy and the business risk profile.

Risks that threaten the achievement of business objectives, including tax risk, are identified on a yearly basis, and are assessed according to how likely they are to occur and their possible economic, reputational and organizational impact, in order to determine the risk severity level.

E.5. Indicate which risks, including tax risks, have materialized during the year:

The review of the 2020 Risk Assessment shows the alignment of the Risk Map with CIE Automotive's strategy, as well as the effectiveness of the Operational Internal Control System since none of the key risks materialized during the year.

E.6. Explain the response and oversight plans for the entity's main risks, including tax risks, as well as the procedures implemented by the company to ensure that the board of directors can respond to any new challenges as they arise:

The assessment and verification of the effectiveness of the corporate risk control and oversight system is carried out periodically by the Compliance department, which has qualified and expert personnel working independently of the business lines and every year a Risk Map is presented to the Audit and Compliance Committee for its monitoring and approval which is later reported to the Board of Directors.

The Risk Map is a comprehensive report, broken down by region, technology and by region and technology, which shows the impact (in EUR) on the EBITDA of any possible materialization for each risk, as well as the evolution of the main risks over the last three years for all listed categories. The entire process is monitored using the internal management tool called SAP GRC.

Measures adopted by CIE Automotive to oversee the main risks of the 2020 Risk Map: Cybersecurity:

CIE Automotive initiated a project in 2018 to protect these assets with an approach incorporating process reengineering and social engineering and based on the pillars of international standards, in order to manage information security in real time and maintain the traceability of all security management processes. The services that have been worked on from the beginning of the project and until now are the following:

- o SOC (Security Operations Center).
- o SIEM (Security Information and Event Management).
- o Incident Response.

Complementing these actions was work to improve access and user policies for information systems, contingency plans for data and equipment losses and antivirus improvements and, also, at the end of 2020 a pilot cybersecurity awareness project was launched that will be deployed within the organization after its approval and final test.

Fraud and Corruption

CIE Automotive has a Criminal Risk Prevention Model, through which it identifies possible crimes that could be committed and establishes the internal controls necessary to mitigate or eliminate them. The model, created in 2015 and updated in 2019 following the collaborative project carried out with the external consultant Deloitte, has been implemented locally during 2020 in Mexico, Brazil, China, and India (still in production) and in 2021 it will be implemented at a global level.

There is a Support Unit, composed of:

- o The General Secretary of CIE Automotive, who will carry out functions of the Chair, Management and Coordination of the Support Unit. o A representative of the CIE Automotive Internal Audit Department.
- o Others that are required due to the subject matter.

This body has autonomous powers of initiative and control within the organization and is responsible for ensuring compliance with the Criminal Risk Prevention Model.

The company relies on this model as a means to combat money laundering through its internal control system (via the SAP GRC tool), so as to ensure it is compliant with the external regulations and the policies and procedures in place to mitigate this risk.

Apart from this, it must be highlighted that training courses on criminal liability and anti-corruption were delivered to the Board of Directors, Senior Management, and most of the Management Team at the end of 2020, whose scope will be extended further in 2021, a year in which global training in the Code of Professional Conduct will take place, being the cornerstone of the criminal liability model, for everyone working at CIE Automotive.

Change in market trends:

The company is working at being flexible in the face of new trends, in order to adapt to current or future customer needs. The main lines of action are the following:

- o Include electric vehicle parts in the portfolio (such as battery, motor, and electronic components) by setting yearly commercial objectives with the expectation of the market and its customers increasing these volumes.
- o Focus commercial efforts on functions not affected by electrification. Due to its technological and geographical diversification and its financial capacity, CIE Automotive is prepared to adapt to market change. Proof of this is that more than 80% of the portfolio can be used for any vehicle.
- o Plan for the reduction in diesel engines and saturate the media with gasoline engines.
- o Be a local provider for a global scope. Being close to manufacturers and not depend on global supply chains. Ultimately, continue working on one of the pillars of the group: multi-location.

[due to the length of the explanation of this section, it continues under section H2 - Others of this Report]

F. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS FOR THE PROCESS OF REPORTING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms comprising the control and risk management framework regarding internal control over financial reporting (ICFR) of the entity.

F.1. Control environment of the entity.

Provide information on at least the following, indicating their main characteristics:

F.1.1 Which bodies and/or functions are responsible for (i) the existence and maintenance of an adequate and effective Internal Control over Financial Reporting framework; (ii) its implementation; and (iii) its oversight.

The Board of Directors is the body responsible, among other aspects, for the ongoing updates and improvements made to the company's corporate governance system, within the legislative framework and the most recognized recommendations on good corporate governance, while using its powers to adopt the necessary or appropriate resolutions or to propose them to the General Meeting. These functions include the responsibility for the existence and to maintain the Internal Control over Financial Reporting (ICFR) System.

The Audit and Compliance Committee is the body responsible for supervising the ICFR effectiveness of the company, Internal Audit, and the risk management process, as well as discussing with the external auditor any significant weaknesses in the internal control system detected during the audit.

The Audit and Compliance Committee relies on the Compliance Department to carry out these functions, which is responsible for the implementation of the ICFR and, in general, for the entire internal control system at CIE Automotive and ensuring that the Internal control procedures that must be implemented in the company's operations are defined and designed, as well as compliance with legal regulations, internal policies and established procedures.

F.1.2 If there are any of following structures or elements, especially those relating to the financial reporting preparation process:

Departments and/or mechanisms to ensure: (i) the design and review of the organizational structure; (ii) a clear definition of the lines of responsibility and powers, with an adequate distribution of tasks and functions; and (iii) there are sufficient procedures for a proper dissemination within the entity:

The Board of Directors is the body responsible for defining and periodically reviewing the CIE Automotive's organizational structure at the highest level and it delegates the responsibility of ensuring that dependent structures have sufficient human and material resources to Senior Management.

With regard to the process of preparing financial reports, there is an interrelated global financial department made up of the Controlling and Tax Departments, as well as Treasury and the Finance Department.

Within the CIE Automotive's internal policies and procedures framework, the responsibilities and functions are defined and duly communicated to all those directly carrying out the preparation and review of financial information.

There are internal protocols ensuring that any change made to the preparation of the financial reporting is distributed to the appropriate personnel in a timely manner. Furthermore, there are controls to identify any incident in this regard.

Code of conduct, approval body, degree of dissemination and instructions, included principles and values (indicating if there are specific notes made to the transaction records or the preparation of the financial reports), body responsible for reviewing non-compliance issues and proposing corrective actions and sanctions:

Currently, CIE Automotive has a Code of Conduct as well as an Internal Code of Conduct for the Securities Markets, where there is a specific section referring to the reliability of financial information and that establishes a set of specific rules for everyone participating in the process of preparing financial reports.

Both documents are published on the corporate website and are distributed to all personnel concerned through the communication channels established for this purpose. For both cases, the Board of Directors is responsible for its definition and its approval.

The Code of Conduct establishes the basic rules and principles to ensure the commitment and transparency of relationships and operations with stakeholders, the maximization and protection of shareholder investments while safeguarding health, safety, and the environment. Also, it defines the need to control payments and any situation arising where there is a conflict of interest with employed staff.

The ESG (Environmental, Social and Good Governance) Committee has the function of, among others, the monitoring of compliance with these Codes of Conduct.

Whistle-Blowing Channel, communicating to the audit committee on financial and accounting irregularities, including any possible breach of the code of conduct and irregular activities within the organization, while stating, where appropriate, whether it is confidential in nature:

CIE Automotive has an ethics channel whose purpose is to receive reports and/or complaints related to irregular conduct or activities stemming from a breach of the principles and ethical standards of the Code of Conduct as well as an Internal Code of Conduct for the Securities Markets.

The ethical channel operating process is strengthened with a regulation that ensures that complaints can be made anonymously, ensuring the confidentiality of the complainant at all times if it is requested, as well as respecting the rights of the complainant and of the accused.

CIE Automotive has an action protocol to review received complaints and notify the ESG Committee (Environmental, Social and Good Governance Committee) for their monitoring.

Training programmes and periodic upskilling for staff involved in the preparation and review of financial information, as well as for the ICFR review, covering at least accounting standards, auditing, internal control, and risk management:

Apart from having various training programmes for its staff, CIE Automotive has the following additional training and support for staff involved in the preparation and review of financial information and in the ICFR review:

- There is an Accounting Policies Manual that is updated continuously.
- There is an ICFR Policy.
- There is a Controlling and Tax Department, responsible for resolving any interpretative issues regarding the Accounting Policies Manual, as well as advising on the treatment of any complex transaction.
- Involvement of divisional/regional controllers in supporting all members of the financial function at all plants and companies, through continuous internal training and assessment.
- If new companies are incorporated into the Group, support strategies are developed to train new employees in accordance with CIE Automotive's regulations and criteria.
- External advisers involved in updates on accounting, legal and tax matters that may affect the company.

F.2. Financial information risk assessment.

Provide information on at least the following:

F.2.1 What are the main characteristics of the risk identification process, including those of error or fraud, in terms of:

Whether the process exists and if it is documented:

CIE Automotive's global corporate risk management process is based on the ISO 31000 methodology and has a five-step continuous cycle:

1. Identify key risks, including error and fraud risks, which may affect the achievement of the organization's objectives, including all the control objectives for financial information, including tax risk.
2. Assess these based on their probability of occurring and their impact on the organization, always taking into account the existing controls. This ranking is used to place each risk on the Risk Map, being the main risk assessment tool.
3. Determine the response for each one.

- 4. Follow up on all agreed actions.
- 5. Report the outcome following the analysis.

Senior Management and the Management Team are responsible for the risk identification and assessment process, who conduct a self-assessment on the identified risks together with the Compliance Department acting as coordinator of the process.

The result is a Risk Map, as well as a list of actions that need to be carried out to ensure a proper risk management.

This is supplemented through actions that monitor the management of certain risks, which are carried out by the Compliance Department.

- Whether the process covers all of the financial information objectives (existence and occurrence; integrity; valuation; presentation, breakdown, and comparability; and rights and obligations) and if it is updated and how often:

Based on what is indicated in the procedure, during the risk identification and analysis, all aspects of financial information are treated that may have a material impact on its reliability.

At least once a year the Risk Map is updated. However, if during the year circumstances become apparent that require specific actions to manage a potential risk, the appropriate measures will be taken.

- If there is a process to determine the perimeter of consolidation, taking into account, among other aspects, the possible existence of complex corporate structures or special purpose vehicles:

All processes, Group companies and their various structures, the specificities of each country and business lines are taken into account during the process of identifying and assessing risks and special attention is paid to the risks derived from transactions that require specialized management due to their expected complexity or relevance.

- Whether the process takes into account the impact of other types of risks (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent they affect the financial statements:

As already mentioned, the model is based on the ISO 31000 methodology and since it is based on the organization's objectives it translates into a Risk Map that is updated at least once a year, ensuring all significant risks - strategic, operational, financial, non-financial, ESG (Environmental, Social and Good Governance) and compliance - are prevented, identified, assessed, and subjected to continuous monitoring.

- The governing body of the entity overseeing the process:

This entire process is reviewed and validated by the Audit and Compliance Committee, which must ultimately determine whether the process of identification, assessment and monitoring of the company's risks and, specifically, the measures used to identify material risks affecting financial information, is appropriate and sufficient.

F.3. Control activities.

Provide available information on at least the following, indicating the main characteristics:

- F.3.1 Procedures for the review and approval of financial information and a description of the ICFR, to be published in the securities markets, indicating the ICFR officers and managers, as well as descriptive documentation of the activity and control flows (including those for fraud risk) of the various types of transactions that could have a material impact on the financial statements, including the closing of accounts procedure and the specific review of relevant opinions, estimates, valuations and projections

The Board of Directors is the ultimate body responsible for approving and overseeing the financial statements of the company.

CIE Automotive publishes financial information for the securities market every quarter. This information is prepared by the Controlling and Tax department, which carries out a series of control activities during the closing of accounts to ensure the reliability of the financial information.

Apart from the closing of accounts procedure and before the financial information preparation and reviewing process, CIE Automotive has control procedures and activities in other key areas of the company in order to ensure the proper recording, valuation, presentation, and breakdown of transactions, as well as to prevent and detect fraudulent activities, and consequently treat any transactions that may have a material impact on the company's financial statements.

The following are the company's key processes, including the closing of accounts, which have defined risk and control matrices:

- Closing of accounts, consolidation, and reporting.
- Property, plant, machinery.
- Inventories.
- Income/Customers.
- Cash.
- Provisions.
- Procurements/Accounts Payable
- Human Resources.
- Taxes.

The financial statements are prepared in accordance with the reporting schedule and delivery dates, which are known to all those involved in this process and takes into account the legal deadlines for their presentation.

On the other hand, and for the review of opinions, estimates, valuations and projections, the Accounting Policies Manual determines the application criteria used at CIE Automotive.

The Board of Directors reviews these relevant transactions through a procedure consisting of a set of actions (review, approval and oversight of the Strategic Plan and Budget, as well as reviewing the most significant accounting estimates and opinions used for the preparation of financial information) after the Audit and Compliance Committee has first validated that the information is adequate.

- F.3.2 Internal control policies and procedures relating to information systems (including but not limited to access security, change control, operation, business continuity and functional divisions) that support the entity's key processes in its preparation and publication of financial information.

CIE Automotive has internal control policies and procedures for its information systems that support the entity's key processes, including the process for the preparing and reviewing its financial information. This policy and the associated regulatory framework is based on the ISO 27000 series.

CIE Automotive uses information systems to keep adequate records and control over its operations and, accordingly, is highly dependent on its proper operation.

As part of the process for identifying the risks of error in financial information, CIE Automotive has identified the relevant systems and applications for each of the key areas or processes. These identified systems and applications include those directly used in the preparation of financial information, as well as those that are relevant for the effectiveness of the controls mitigating the risk of errors.

CIE Automotive has system security policies established at a corporate level that are to achieve the defined overall security objectives.

The objective is to adopt the pertinent organizational, technical, and documentary measures required to ensure the desired level of security. In this regard, work is carried out in the following areas:

- User access and management control.
- Change management.
- Backup and recovery.
- Physical security.
- Subcontractor control.
- Provision of resources, elimination of risks and business maintenance.

The essential business processes for CIE Automotive have different organizational and technological solutions ensuring business continuity.

F.3.3 Internal control policies and procedures in place to manage outsourced third-party activities and the evaluation, calculation and valuation processes entrusted to independent experts, which may have a material impact on the financial statements.

As a general note, CIE Automotive does not outsource any activity considered relevant that could have a significant impact on the financial information.

However, the company has a management procedure in place for the activities outsourced to third parties, whose objective is to define the controls required for these outsourced activities that have a relevant impact on the financial information prepared by the company.

Based on the analysis, it has been considered that the only outsourced area in 2020 that could have a possible material impact on the financial information is the Information Systems area. Accordingly, the company has verified that the company providing the service has been certified, demonstrating an adequate control environment, and that these certifications are periodically validated by an external reviewer.

Also, CIE Automotive carries out periodic control activities (included in the risk and control matrices), which help validate the control environment in this area.

In relation to any other actions on relevant transactions requested to independent experts (such as tax advice, relationship with actuarial consultants and management of derivatives), CIE Automotive maintains this responsibility within the company, which requires specific control activities to ensure the reliability of such actions and, also, the Audit and Compliance Committee approves all actions of the company's external financial auditor to ensure its independence.

F.4. Information and communication.

Provide available information on at least the following, indicating the main characteristics:

F.4.1 A specific function responsible for defining, keeping the accounting policies updated (accounting policies area or department) and that resolves any doubts or conflicts arising from their interpretation, maintaining a fluid communication with those responsible for operations within the organization, as well as keeping the accounting policy manual updated and disseminating it to the units through which the entity operates.

Management of the accounting policies is the responsibility of the Controlling and Tax Department, which reports directly to the CEO. To carry out this function, the department assumes the following responsibilities:

- Maintenance, updating and dissemination of the Group's Accounting Policies Manual, based on the International Financial Reporting Standards adopted by the European Union.
- Updating and dissemination of any change made to the accounting regulations applicable to all members of the Group's financial function.
- Clarification of any doubts arising (at an individual or consolidated level) in the interpretation of the accounting regulations applicable at any given time.
- Mechanisms for capturing and preparing economic-financial information that is homogeneous in nature.

F.4.2 Mechanisms for capturing and preparing financial information with homogeneous formats, which is applied and used by all units of the entity or group, which support the main financial statements and notes, as well as the information detailed in the ICFR.

CIE Automotive has a specific system for the reporting and consolidation of financial and management information used in all the Group's units and it facilitates the regular reporting of the information in a homogeneous way. This system, which is based on the SAP BPC tool, is also used for the aggregation and consolidation of the reported data.

Also, to ensure the reliability of the ICFR information, CIE Automotive has implemented the internal control tool SAP GRC in all the Group's units.

F.5. Oversight of the functioning of the system

Provide information on at least the following, indicating the main characteristics:

F.5.1 The ICFR monitoring activities carried out by the audit committee, as well as whether the entity has an internal audit function entrusted with the task of supporting the committee in its monitoring of the internal control system, including the ICFR. Also, provide information on the scope of the ICFR review during the year and the procedure communicated by the manager in charge for evaluating its results, whether the entity has an action plan that details the possible corrective measures, and if any impact on financial information has been taken into consideration.

The Audit and Compliance Committee has the following ICFR oversight responsibilities:

- Oversight of the periodic financial and non-financial information.
- Oversight and assessment of the functioning of the ICFR.
- Be aware of the financial information reporting process and the internal control systems associated with the relevant risks of the Company.
- Regularly review the systems for internal control, risk management and financial and non-financial information management, ensuring that any major risks are adequately identified, managed, and reported.

CIE Automotive has an Internal Audit Department that reports to the Audit and Compliance Committee, which coordinates the Internal Audit teams in Europe (whose scope includes Russia and Morocco), North America, Brazil and Asia, whose staff members are exclusively dedicated to these functions.

The main function of the Internal Audit department is to oversee the internal control system, which includes aspects such as the monitoring of the correct implementation of the risk management system, including the risk of fraud, and reliability oriented controls over financial and non-financial information.

Each year and based on the results of the risk assessment, the Internal Audit Department prepares the annual plan, which is submitted each period for the approval of the Audit and Compliance Committee being responsible for the monitoring the ICFR.

The ICFR information announced to the market or interest groups is done on a yearly basis and refers to the corresponding year of the financial report.

F.5.2 If there is an audit discussion procedure allowing the external auditor (in accordance with the Spanish Technical Auditing Standards), the internal audit function and other experts to communicate any significant internal control weaknesses identified during the review processes of the financial statements or those others that have been entrusted to them to senior management and the audit committee or the board of directors of the entity. Also, detail whether there is an action plan that addresses or mitigates the identified weaknesses.

The auditor actively participates at the Audit and Compliance Committee meetings. Also, each year the auditor issues a report on internal control weaknesses, which is presented to the Audit and Compliance Committee for the adoption of any measures that are considered appropriate.

Also, CIE Automotive has a procedure enabling any external expert that has detected an internal control weakness while carrying out a tasks can, through the Compliance Department, communicate these detected incidents to the Audit and Compliance Committee so they can be raised for their discussion, analysis, and evaluation.

F.6. Other relevant information.

There is no relevant information worth noting regarding the ICFR implemented in the Group that has not been presented in the above sections of this heading.

F.7. External Auditor's report.

Provide information on:

F.7.1 Whether the ICFR information announced to the market has been reviewed by the external auditor, in which case the entity must attach the corresponding report. If not, an explanation must be given.

CIE Automotive has submitted the effectiveness of the ICFR to an External Auditor to review the financial information presented in the consolidated financial statements dated 31 December 2020.

A copy of the report with the External Auditor's opinion is attached.

G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors, and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.

Complies [X] Explain []

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with that entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:

- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.
- b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies []Complies partially [] Explain [] Not applicable [X]

3. That, during the ordinary General Shareholders' Meeting, as a complement to the distribution of the written Annual Corporate Governance Report, the chairman of the Board should inform shareholders orally, in sufficient detail, of the most significant aspects of the company's corporate governance, and in particular:

- a) Changes that have occurred since the last General Shareholders' Meeting.
- b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies []Complies partially [X] Explain []

As part of the ordinary operation of the General Meeting, the significant aspects that have arisen since the last meeting are reported, including those relating to corporate governance. However, it is not considered relevant to emphasize the reasons why the company does not follow any specific recommendation to the extent that (i) no circumstances seem sufficiently significant and that (ii) these circumstances, if any, are included in the Annual Corporate Governance Report (to which all shareholders have timely access from the time it is prepared).

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through any channels it considers appropriate (communication media, social networks or other channels) that helps to maximize the dissemination and quality of information available to the market, investors and other stakeholders.

Complies [] Complies partially [X]

Explain []

Although the company complies with the first part of the recommendation, to date no general policy has been approved regarding the communication of economic-financial, non-financial and corporate information through any channels it considers appropriate (communication media, social networks or other channels), because the content it will feature has not yet been defined. This policy is expected to be approved shortly once the Board of Directors defines its content.

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the Board of Directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies [] Complies partially []

Explain [X]

The General Meeting has approved a proposal to delegate powers to the Board of Directors so that it may increase the share capital up to a limit of EUR 16,125,000, allowing for the possibility of issuing new shares, including the power to exclude preemptive rights. In this regard, the Board of Directors Considers that at the appropriate time, the Company may make use (as applicable) of any instruments that are suitable according to the needs for new resources stemming from the Company's activities and the circumstances of each specific case.

6. That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the General Shareholders' Meeting, even if their publication is not mandatory:

- a) Report on the auditor's independence
- b) Reports on the workings of the Audit and Appointments and Remuneration committees.
- c) Report by the Audit Committee on related party transactions.

Complies [X] Complies partially []

Explain []

7. That the company should transmit in real time, through its website, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by remote means.

Complies Complies partially

Explain

The company had not considered it relevant to transmit the meetings of the General Shareholders' Meeting in real time on its website due to the characteristics of its shareholders and the level of attendance at the meetings. In view of the company's size and capitalization, the composition of its share capital and the usual unfolding of the General Meeting's sessions, the company considered that real time transmission would not be widely adopted or have a significant following, it would entail more costs than the advantages gained and, therefore, it was not a measure that would, if implemented, add value to the company's corporate governance.

The above notwithstanding, and given the situation arising from the pandemic caused by Covid-19, measures were adopted to transmit Ordinary General Meeting of April 29, 2020. It is expected that the 2021 General Meeting will adopt the same format already applied in 2020, which will also be taken into account for future years.

8. That the Audit Committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the Audit Committee should clearly explain to the General Meeting the opinion of the Audit Committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies Complies partially

Explain

9. That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies Complies partially

Explain

10. That when a duly authenticated shareholder has exercised their right to complete the agenda or to make new proposals for resolutions in advance of the General Shareholders' Meeting, the company:
- Should immediately distribute such complementary points and new proposals for resolutions.
 - Should publish the attendance, proxy, and remote voting card specimen with the necessary changes so that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.
 - Should submit all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.
 - That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.

Complies [] Complies partially [] Explain [] Not applicable []

11. That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies [] Complies partially [] Explain [] Not applicable []

12. That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximizing the business economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies [] Complies partially [] Explain []

13. That the Board of Directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies [] Explain []

14. That the Board of Directors should approve a policy aimed at favoring an appropriate composition of the Board and that:
- Is concrete and verifiable.
 - ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
 - favors diversity of knowledge, experience, age, and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favor gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the Appointments Committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The Appointments Committee will annually verify compliance with this policy and explain its findings in the Annual Corporate Governance Report.

Complies Complies partially Explain

15. That proprietary and independent directors should constitute a substantial majority of the Board and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors should represent at least 40% of the members of the Board before the end of 2022 and thereafter, and no less than 30% prior to that date.

Complies Complies partially Explain

The first paragraph is complied with, taking into account that the company only has two executive directors out of the fourteen members that make up the administration body. However, the requirement that the number of female directors should represents 30% of the members of the Board (currently 21. 43%) has not been met, although efforts are being made in this regard, as shown by the appointment of a new female independent director at the Ordinary General Meeting of April 29, 2020.

16. That the number of proprietary directors as a percentage of the total number of non-executive directors should not be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

- In large-cap companies where very few shareholdings are legally considered significant.
- In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies Explain

In keeping with paragraph (b) of the recommendation, the company has a plurality of significant shareholders represented on the Board of Directors with no ties among them.

Any possible over-representation of proprietary directors that could be identified is mitigated by the composition of the Board, with a diversity of shareholders who have a plurality of potential interests.

For this reason, the company believes that the balance that emerges from the recommendation is sufficiently attenuated by the plurality of interests of the major shareholders who are represented by proprietary directors with different profiles, knowledge, and experience.

17. That the number of independent directors should represent at least half of the total number of directors.

That, however, when the company does not have a high level of market capitalization or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies []

Explain [X]

Although the company is highly capitalized, it considers that the number of independent directors correctly reflects the company's current shareholding composition.

In particular because the proportion of "independent" directors amounts to 21.43%, but the aggregate proportion of "independent" directors and other "external" directors amounts to 85.71%.

The company considers that these proportions are adequate for the configuration of the Board given the composition of its shareholders and, therefore, for the time being it is not necessary to appoint more independent directors. The company believes that the number of external directors (practically three quarters of the total) allows the decision-making process of the Board to have the levels of quality, objectivity, and independence necessary for the correct formation of the corporate will. Notwithstanding this, in subsequent appointments that may be proposed from the Board of Directors to the General Meeting, the incorporation of independent directors will be encouraged.

18. That companies should publish the following information on its directors on their website, and keep it up to date:

- a) Professional profile and biography.
- b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) Date of their first appointment as a company director, and any subsequent re-elections.
- e) Company shares and share options that they own.

Complies []

Complies partially [X]

Explain []

Although there is no specific section on the website that groups the information contained in the recommendation, all the content of the information on the directors referred to in this recommendation is contained in the Annual Corporate Governance Report (available at any time on the website) and in the section of the website reserved for the Board of Directors; with which the company understands that the recommendation is partially complied with.

19. That the Annual Corporate Governance Report, after verification by the Appointments Committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honored, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honored.

Complies [] Complies partially [] Explain [] Not applicable []

20. That proprietary directors representing significant shareholders should resign from the Board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies [] Complies partially [] Explain [] Not applicable []

21. That the Board of Directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the Board of Directors finds just cause and a prior report has been prepared by the Appointments Committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with their ability to dedicate the time necessary for attention to the duties inherent to their post as a director, fails to complete the tasks inherent to their post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies [] Explain []

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the Appointments and Remuneration Committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that they be dismissed. And that these events must be reported in the Annual Corporate Governance Report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies []

Complies partially []

Explain []

Article 26. 2 (d) of the Board Regulations establishes the following as a case for resignation: When they [the directors] are incurred in an allegedly illegal event or are subject to a disciplinary proceeding for serious or very serious misconduct pursued by supervisory authorities".

On the one hand, the company considers that the wording of the recommendation regarding the general nature of situations "which may harm the standing and reputation" of the company is too broad and vague to be a cause, among other things, for resignation. The company also considers that the wording of article 26. 2 (d) of the Board Regulations covers most of the cases in which the company's standing or reputation may be affected -in abstract- by the actions of a director, either within their scope of action with respect to the company or beyond that scope.

Furthermore, the company considers that the procedural investigative phase is a merely a preliminary stage in a criminal investigation, for which reason it has chosen to maintain the reference to the pursuit of the misconduct as a cause for resignation. However, it should be noted that company has chosen to go beyond the scope of the criminal jurisdiction to which the recommendation refers and, in that sense, it has reinforced the causes of resignation by introducing a reference to the existence of administrative disciplinary proceedings.

As for the rest of the recommendation, none of the situations mentioned have occurred yet.

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board, even they are a director.

Complies []

Complies partially [] Explain []

Not applicable []

24. That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of their term of office, the director should explain the reasons for their decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board.

And that, without prejudice to all this being reported in the Annual Corporate Governance Report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies] Complies partially] Explain] Not applicable]

25. That the Appointments Committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies] Complies partially] Explain]

The company's Board Of Directors has a balanced composition in terms of the typology of its directors. Those directors who perform duties as directors in other companies have shown that those duties do not prevent them from sufficiently dedicating themselves to their duties as directors in the company.

In addition to the above, the Appointments and Remuneration Committee, when appointing an independent director or when requesting information regarding any other type of director proposed, assesses, among other matters, the candidate's capacity of dedication to the company.

Therefore, the company understands that it is not necessary to include this limitation in the Board Regulations.

26. That the Board of Directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies] Complies partially] Explain]

27. That director absences occur only when absolutely necessary and be quantified in the Annual Corporate Governance Report. And when absences do occur, that the director appoint a proxy with instructions.

Complies] Complies partially] Explain]

Directors' absences are quantified in the Annual Corporate Governance Report. It should be noted that in most cases, the absent directors delegate their representation to other directors, although they do not appoint proxies with specific instructions, leaving voting decisions to the discretion of the proxy director.

Although this practice does not comply with the recommendation, in all the sessions in which this circumstance has occurred the number of absences (although represented without instructions) has not been significant, the absent directors having been duly represented through their appointed proxies.

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, these concerns should be included in the minutes at the request of the director expressing them.

Complies [] Complies partially [] Explain [] Not applicable []

29. That the company should establish adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies [] Complies partially [] Explain []

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies [] Explain [] Not applicable []

31. That the agenda for meetings should clearly indicate those matters on which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information beforehand.

When, in exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors will be necessary, and that consent will be duly recorded in the minutes.

Complies [] Complies partially [] Explain []

32. That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies [] Complies partially [] Explain []

33. That the chairman, as the person responsible for the efficient workings of the Board, in addition to carrying out the duties assigned by law and the articles of incorporation, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organize and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, is responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies [] Complies partially [] Explain []

34. That when there is a coordinating director, the articles of incorporation or Board regulations should confer upon them the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairman.

Complies] Complies partially] Explain] Not applicable]

35. That the secretary of the Board should pay special attention to ensure that the activities and decisions of the Board take into account any recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.

Complies] Explain]

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board' work.
- b) The workings and composition of its committees.
- c) Diversity in the composition and skills of the Board.
- d) Performance of the chairman of the Board and of the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the Appointments Committee.

Every three years, the Board of Directors will rely for its evaluation upon the assistance of an external advisor, whose independence must be verified by the Appointments Committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the Annual Corporate Governance Report.

The process and the areas evaluated must be described in the Annual Corporate Governance Report.

Complies] Complies partially] Explain]

37. That if there is an Executive Committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.

Complies] Complies partially] Explain] Not applicable]

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the Executive Committee and that all members of the Board receive a copy of the minutes of the Executive Committee's meetings.

Complies [] Complies partially [] Explain [] Not applicable []

39. That the members of the Audit Committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies [] Complies partially [] Explain []

40. That under the supervision of the Audit Committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the Audit Committee.

Complies [] Complies partially [] Explain []

41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the Audit Committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies [] Complies partially [] Explain [] Not applicable []

42. That in addition to applicable law, the Audit Committee is responsible for the following:

1. With regard to information systems and internal control:
 - a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group –including operational, technological, legal, social, environmental, political and reputational risk, or risk related to corruption– reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.
 - b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.
 - c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors, or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.
 - d) Generally ensuring that internal control policies and systems are effectively applied in practice.
2. In relation to the external auditor:
 - a) In the event of the resignation of the external auditors, to examine the circumstances that gave rise to the resignation.
 - b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
 - c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents of those differences.
 - d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.
 - e) Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.

Complies []

Complies partially [X]

Explain []

A Despite the fact that some of the above functions are not expressly attributed to the committees by the corporate bylaws, they have been performing those tasks de facto, especially those that are expressly imposed by sections 529 quaterdecies and 529 quidecies of the Spanish Companies Act [Ley de Sociedades de Capital] (which are, therefore, directly applicable).

The Regulations of the Company's Audit Committee expressly include the following functions (referring to the matters included in Recommendation 42) that account for, at least partially and certainly not literally, the ensemble of recommendations indicated, for the preparation of information and internal control systems as well as in relation to the external auditor:

"(. . .)

- a) Ensure that internal control policies and systems are effectively implemented and in practice.
- b) Analyze, together with the auditors, any major weaknesses of the internal control system detected during the audit.
- c) Supervise the process for preparing and reporting regulated financial and non-financial information.
- d) Propose to the Board of Directors, for submission to the General Shareholders Meeting, the appointment, re-election, or replacement of the auditors, as well as the terms of their engagement, in accordance with the applicable regulations, and to regularly receive information about the audit plan and its execution from the auditors, as well as preserving their independence in the exercise of their functions.
- e) Supervise the activity of the Compliance and Internal Audit units, which will functionally report to the Audit and Compliance Committee and ensure their independence.
- f) Propose the selection, appointment, and dismissal of the heads of Compliance and Internal Audit units; propose the budget for these areas; approve the orientation and annual work plan, ensuring that their activity is mainly focused on relevant risks; receive periodic information on their activities; and verify that senior management takes into account the conclusions and recommendations of their reports.
- g) Establish the appropriate relationships with auditors or audit firms for the purpose of receiving information on any matter that may compromise their independence, to be examined by the Audit Committee, and any other matter relating to the process of auditing the accounts, in addition to any other communication laid down in legislation regarding auditing accounts and auditing standards.
- h) In any event, the Audit Committee should annually receive from the external auditor written confirmation of the latter's independence versus the Company or institutions directly or indirectly related to the Company, as well as information on additional services of any kind provided by the aforementioned auditor or by related persons or institutions and the fees received from those entities, in accordance with the regulations governing the auditing of accounts.
- i) Annually issue, prior to the issuance of the audit report, a report in which it expresses an opinion on the independence of the auditor. This report must contain, in any case, a summary of the additional services provided as referred to in the above paragraph, in the terms established by law.

(. . .)")

43. That the Audit Committee be able to require the presence of any employee or manager of the company, even stipulating that they appear without the presence of any other member of management.

Complies []

Complies partially []

Explain []

44. That the Audit Committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the Board of Directors on the economic conditions and accounting implications and, in particular, the proposed exchange ratio.

Complies []

Complies partially []

Explain [] Not applicable []

45. That the risk management and control policy identify or determine, as a minimum:

- a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political, and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks, contingent liabilities, and other off-balance sheet risks.
- b) A risk control and management model based on different levels, which will include a specialized Risk Committee when sector regulations so require or the company considers it to be appropriate.
- c) The level of risk that the company considers to be acceptable.
- d) Measures in place to mitigate the impact of the risks identified should they materialize.
- e) Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies Complies partially Explain

46. That under the direct supervision of the Audit Committee or, if applicable, of a specialized committee of the Board, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage, and quantify all material risks affecting the company.
- b) Actively participating in drawing up the risk strategy and in important decisions regarding risk management.
- c) Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.

Complies Complies partially Explain

47. That in designating the members of the Appointments and Remuneration Committee –or of the Appointments Committee and the Remuneration Committee if they are separate– care be taken to ensure that they have the knowledge, skills and experience appropriate to the functions that they are called upon to perform and that the majority of the members are independent directors.

Complies Complies partially Explain

48. That large-cap companies have separate appointments and remuneration committees.

Complies Explain Not applicable

As the company understands, this will not be necessary, either now or in the foreseeable future, given that the activity carried out by the committee in recent times –and currently– has not been affected by the mere fact that the company’s shares are now considered for the calculation of a stock index (nor for any other reasons).

In any case, the Company takes the content of this recommendation into account in the context of its constant efforts to improve the corporate governance system and, therefore, will periodically evaluate the advisability of proceeding with splitting these committees, not only from the perspective of the Company’s capitalization, but also from the perspective of the circumstances inherent in the activities of the Appointments and Remuneration Committee and criteria of rationality and organizational and functional efficiency.

49. That the Appointments Committee consult with the chairman of the Board and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the Appointments Committee to consider potential candidates that they consider suitable to fill a vacancy on the Board of Directors.

Complies [X] Complies partially [] Explain []

50. That the Remuneration Committee exercise its functions independently and that, in addition to the functions assigned to it by law, it is responsible for the following:

- a) Proposing the basic conditions of employment for senior management to the Board of Directors.
- b) Verifying compliance with the company’s remuneration policy.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company’s other directors and senior managers.
- d) Ensuring that potential conflicts of interest do not undermine the independence of external advice given to the committee.
- e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

Complies [] Complies partially [X] Explain []

The Regulations of the Company’s Appointments and Remuneration Committee expressly include the following functions (referring to the matters set forth in Recommendation 50), which reflect, at least partially and certainly not literally, the ensemble of recommendations mentioned above:

“a) Propose the remuneration policies of the directors and senior executives to the Board of Directors and review them periodically, proposing, where appropriate, their amendments and updates to the Board of Directors. (Recommendation 50 a) and c)

k) Inform and submit to the Board of Directors the proposals of the Company’s Chief Executive on the structure of remuneration of senior managers and the basic terms of their contracts (Recommendation 50 a)).

l) Oversee compliance with the Company’s remuneration programs and inform the documents approved by the Board of Directors for general disclosure in relation to information on remuneration, including the Annual Report on Remuneration of Directors and the corresponding sections of the Company’s Annual Corporate Governance Report. (Recommendation 50 b) and e))”.

With regard to section d) of this recommendation, Article 9. 2 of the Regulations of the Appointments and Remuneration Committee establishes the possibility of the Committee seeking external advice in the performance of its duties. In this sense, and regardless of whether or not it is expressly provided for by the Appointments and Remuneration Committee –in practice and as an intrinsic and inseparable part of the debate on the possible appointment of any external advisor– the Committee evaluates the existence of current or potential conflicts of interest. This evaluation may result in the introduction of the necessary precautions in rendering of the external advisor’s services, or even cause the external advisor in question not to be appointed. For all these reasons, the Company does not consider it necessary to literally include the contents of section d) of Recommendation 50 in the Regulations of the Appointments and Remuneration Committee.

51. That the Remuneration Committee should consult with the chairman and the chief executive of the company, especially on matters relating to executive directors and senior management.

Complies] Complies partially] Explain]

52. That the rules regarding the composition and workings of the supervision and control committees should appear in the Board Regulations and that they should be consistent with those applying to legally mandatory committees in line with the above recommendations, including:

- a) That they be composed exclusively of non-executive directors, with a majority of independent directors.
- b) That they be chaired by independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the Board held after each committee meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and their minutes be made available to all directors.

Complies] Complies partially] Explain] Not applicable]

With regard to the ESG Committee, paragraphs a) and b) of the applicable recommendations are not complied with, insofar as there are no independent directors on the Committee. Therefore, the company considers that the functions attributed to this committee are correctly carried out by external directors, who have the same criteria of correctness and independence of criteria as the independent directors, with whom there would be unity of analysis; therefore, it is not considered necessary that either the chairman or any of its members be appointed from among the company's independent directors.

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board, which may be the Audit Committee, the Appointments Committee, a specialized committee on sustainability or corporate social responsibility or any other specialized committee that the Board of Directors, in the exercise of its powers of self-organization, may have decided to create. And that this committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned that committee.

Complies] Complies partially] Explain]

Although the rest of the recommendation is complied with, the ESG Committee –which is responsible for oversight in the indicated matters– is made up solely of non-executive directors, but all of them are proprietary directors. In this regard, after evaluating the profile and origin of the different directors, the company understands that those appointed to the ESG Committee are best-suited for performing the functions attributed to the committee, regardless of their status as proprietary directors.

54. The minimum functions referred to in the above recommendation are the following:

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the social interest and take the legitimate interests of other stakeholders into account, as appropriate.
- d) Supervision of the company's environmental and social practices to ensure that they are in line with the established strategy and policy.
- e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies [X]

Complies partially []

Explain []

The company understands that all of the above minimum functions are attributed to the ESG Committee (according to its functions as indicated in Article 3 of the Regulations of the ESG Committee), although the recommendation and the text of Article 3 of the Regulations of the ESG Committee are not identically worded.

55. That environmental and social sustainability policies identify and include at least the following:

- a) The principles, commitments, objectives, and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct.
- b) Means or systems for monitoring compliance with these policies, their associated risks, and their management.
- c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
- d) Channels of communication, participation, and dialogue with stakeholders.
- e) Responsible communication practices that impede the manipulation of data and protect integrity and reputation.

Complies [X]

Complies partially []

Explain []

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies [X]

Explain []

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options, or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other mutual benefit systems.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The above will not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies Complies partially Explain

58. That as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that this remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that these criteria take into account the risk incurred to achieve a given result.
- b) Promote the company's sustainability and include non-financial criteria that are aimed at creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.
- c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, ensuring that the elements used to measure performance are not associated only with one-off, occasional, or extraordinary events.

Complies Complies partially Explain Not applicable

The CEO receives annual variable remuneration, dependent on the achievement (in a generic sense, since no target levels of achievement are determined) of economic objectives (Net Income, EBITDA) that can be assessed and evaluated by the Appointments and Remuneration Committee.

The Company does not consider it relevant to the intended purpose of the variable remuneration to link it to measurable and direct objective elements linking the remuneration to the Company's performance, beyond a generic element of compliance with the levels of Net Income and EBITDA forecasts for the year (budget).

As a consequence of the relationship between the Company and its CEO and the CEO's commitment, value generation and loyalty shown to the Group, the company does not contemplate the need to introduce control or correction mechanisms such as those indicated in sections b and c of the recommendation.

The performance of the executive directors receiving this type of remuneration has traditionally been of high commitment and dedication to the Company and the Company's performance has been sufficiently satisfactory not to introduce this kind of performance-linked measures.

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies [] Complies partially [] Explain [] Not applicable []

The company complies with the first part of the recommendation, since the payment of the variable components of the remuneration is effectively linked to the adequate checks listed in the annual report on directors' remuneration.

However, the company is not considering the inclusion of a reduction clause (malus). The company believes that there are other ex post mechanisms that more effectively cover this risk. In this regard, the variable long-term remuneration based on the evolution of the share price to which the CEO is entitled is generated over a ten-year period. Therefore, there is a long-term link that allows checks to be performed on short- or medium-term events that might make it advisable to suspend the accrual of the variable compensation.

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies [] Complies partially [] Explain [] Not applicable []

The CEO's remuneration does not take these circumstances into account, on the understanding that there are other ex post mechanisms that more effectively cover this risk. In addition, it should be noted that the external auditor has not issued any qualifications of the financial statements.

In the event that these existed, it would be necessary to understand the circumstances in which they arose, and therefore, the consequences of this fact would be subject to assessment by the Board of Directors at all times.

61. That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies [] Complies partially [] Explain [] Not applicable []

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of their fixed annual remuneration through the ownership of shares, options, or other financial instruments.

The above will not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favorable assessment by the Appointment and Remuneration Committee, to deal with such extraordinary situations as may arise and so require.

Complies Explain Not applicable

The CEO's long-term variable compensation is instrumented through rights (referred to in the compensation plan as "units") that the company understands do not fall into the category of shares, options, or financial instruments. In any case, these units may not be transferred and may not be exercised before three years have elapsed.

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies Explain Not applicable

The company does not comply with the recommendation in the proposed terms.

The rationale for this is as follows: the remuneration to which executive directors are entitled is not linked to performance or equivalent objective parameters: it is the Board of Directors that determines autonomously and at its discretion the amounts to be paid as variable remuneration (except for the CEO, whose variable remuneration does indeed depend on objective criteria, albeit not quantified).

For this reason, to the extent that they are not taken into account when granting variable remuneration, mechanisms cannot be established up that imply a reimbursement linked to a subsequent demonstration of unfulfilled performance.

64. That payments for contract termination should not exceed an amount equivalent to two years' total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies Explain Not applicable

The CEO's contract with the company contains a clause providing for an early termination indemnification that does not strictly comply with the second part of the first paragraph of the recommendation. Thus, in accordance with the directors' remuneration policy available on the company's website:



"h) Indemnification clauses: The CEO will be entitled to receive all of their variable long-term remuneration and the total amount of their continuance and non-compete compensation in the event that the General Meeting and the Board of Directors decide not to keep the CEO in office for any reason in the period of ten (10) years from January 1, 2018. In addition to the above, the CEO may be entitled to receive an additional amount (at most, equivalent to two years of their fixed and short-term variable remuneration) to be included, where appropriate, in their contract. "

H. FURTHER INFORMATION OF INTEREST

1. If there is any significant aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but should be included in order to provide a more comprehensive and reasoned picture of the structure and governance practices in the company or its group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to any corporate governance legislation other than that of Spain and, if so, include any information required under this legislation that differs from the data required in this report.

3. The company may also indicate whether it has voluntarily subscribed to other ethical or best practice codes, whether international, sector-based, or other. In this case, name the code in question and the date on which the company subscribed to it. Specific mention must be made as to whether the company adheres to the Code of Good Tax Practices of July 20, 2010.

On October 15, 2015, the company adhered to the Global Compact, an international initiative promoting the implementation of 10 universally accepted principles to bolster Corporate Social Responsibility (CSR) in the areas of Human Rights and business, labor standards, the environment, and the fight against corruption in the activities and strategies of businesses.

[continuation of section E6 of this Report]

Failure to meet customer expectations:

- Although there is no single action or specific plan to mitigate this risk, all divisions and regions are working on improving production processes that not only help them to be more efficient, but also more flexible to adapt to customer requirements.

Succession plan for key personnel, and Training and junior staff policy:

- The corporate HR department, in collaboration with senior management and the various geographic areas and Business Divisions, has worked on succession plans for key positions in order to achieve CIE Automotive's strategic objectives, and has identified the successors or strategies to be followed to ensure that the company will not be affected in the event should key personnel no longer be available. In addition, the general and personalized training plans have been increased, as evidenced by a steady increase in the number of training hours in recent years. The motivation and talent retention associated with the pride of belonging to the company is essential.

- In addition, it is important to note that as part of ESG strategy developed by the ESG Committee and the Board of Directors, which is strongly supported by the CEO, there are specific actions and KPIs to monitor that this risk does not lead to a negative impact on the company.

Inorganic growth management:

In order to streamline and optimize the integration of new additions to the group, the company is carrying out the following actions:

- Participation of the management team in corporate M&A transactions.
- Definition and implementation of a clear management model that quickly allows control over new companies to be established.
- Promoting the flexibility and availability of key internal staff to handle offboarding.

It is important to note that CIE Automotive has analysis, supervision, and control units in various areas of risk management, such as:

- Financial risk management and control.
- Reporting and tax risk control.
- Information systems risks.
- Safety and environment.



- Compliance and ESG, supervising ESG (Environmental, Social and Governance) risks.

- A total of 66 people took part in the preparation of this Risk Map (14% more than in 2019), who have responded according to the scope of each of the risks within the time horizon until 2025, and pursuant to their geographical and technological scope, meaning that some people may assess risks present in more than one region and for more than one technology.

This Annual Corporate Governance Report was approved by the Board of Directors of the company in its meeting held on:

[23/02/2021]

Indicate whether any director voted against or abstained from approving this report.

[] Yes
[✓] No