

CIE AUTOMOTIVE, S.A.

Call to General Shareholders Meeting 2019

By resolution of the Board of Directors CIE Automotive, S.A., (the “Company”), the Company’s General Shareholders Meeting is called to be held on **8 May 2019 at 12:30 pm** on first call and, if applicable, the same time on the next day on second call, in Bilbao (Bizkaia), Palacio Euskalduna Jauregia - Avenida Abandoibarra, No. 4, with the purpose of deliberating and deciding on the following items of the agenda:

- 1.- Examine and approve, where applicable, the financial statements and management report of CIE Automotive, S.A. and the financial statements and management report of its consolidated group of companies for 2018.
- 2.- Approve the management of the Board.
- 3.- Approve the distribution of earnings corresponding to FY 2018.
- 4.- Examine and approve the consolidated statement of non-financial information of CIE Automotive S.A. and its subsidiaries for FY 2018.
- 5.- Authorise the Board of Directors to proceed with the buyback of treasury shares, directly or through group companies, in accordance with sections 146 and 509 of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*), superseding the authorisation granted by the General Shareholders Meeting of 24 April 2018; reduction of share capital to redeem treasury shares, delegating the powers necessary for its implementation to the Board.
- 6.- Appoint or reappoint the auditors of the Company and its consolidated group.
- 7.- Delegate to the Board of Directors for a period of five years, of the power to issue simple bonds or convertible and/or exchangeable bonds and/or other fixed income securities with a maximum limit of EUR 1,000 million, with allocation of the power to disapply the pre-emptive right of purchase of shareholders and holders of convertible securities. Authorisation for the Company to guarantee issues of securities by subsidiaries within the limits described above.
- 8.- Annual Report on Remuneration of Directors of CIE Automotive S.A. to be submitted to the General Shareholders Meeting for consultation purposes.
- 9.- Delegation of powers to implement the above resolutions.
- 10.- Approve the minutes of the meeting.

Right to include items on the Agenda. In accordance with section 519 of the Spanish Corporate Enterprises Act, shareholders representing at least three percent (3%) of the Company's capital stock may request that an addendum be published with the notice of the General Shareholders Meeting that includes one or more items on the Agenda.

The right must be exercised by reliable notice –addressed the Secretary to the Board– received at the registered office within five (5) days from the publication of this call, expressly (a) requesting the publication of an addendum to this call that includes one or more Agenda items, provided the new items are accompanied by a justification or, as appropriate, of a justified resolution proposal; and (b) presenting justified grounds for matters already included or that should be included in the Agenda.

The notice must state the name or corporate name of the shareholder or shareholders requesting the addendum, and be accompanied by the appropriate documentation –copy of the attendance card or certificate of legitimacy– proving their status as shareholders, in order to cross-check this information with the information provided by "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (IBERCLEAR).

The addendum to the notice must be published at least fifteen (15) days ahead of the scheduled date for the ordinary General Shareholders Meeting in question.

Right to attend. The holders of shares registered in the corresponding book entry at least five (5) days before the General Meeting is due to be held will be entitled to attend the General Meeting. This status must be proven by means of the appropriate attendance card or validation certificate issued by the entity or entities responsible for keeping the book entries, or in any other manner permitted by law.

Right to information Shareholders have the right to examine the documents listed below at the registered office, located in Alameda Mazarredo nº 69, 8º piso - 48009 Bilbao (Bizkaia), or through the Company's website (<http://www.cieautomotive.com/web/investors-website>), and are entitled to the free delivery or sending of copies of those documents:

1. Full text of the proposed resolutions of the items on the agenda, submitted by the Board of Directors together with the Directors' Report on items five and seven of the Agenda.
2. Full text of the Financial Statements (Balance Sheet, Profit and Loss Statement, Notes, Statement of Changes in Equity and Cash Flow Statement) and Management Report of the Company and its Consolidated Group for FY 2018, as well as the respective Auditors' Reports.
- 3.- The consolidated statement of non-financial information of CIE Automotive S.A. and its subsidiaries for FY 2018.
- 4.- Annual Corporate Governance Report for FY 2018 approved by the Board of Directors at its meeting of 22 February 2019.
- 5.- Annual Report on Remuneration of Directors of CIE Automotive S.A. for FY 2018 approved by the Board of Directors at its meeting of 22 February 2019.
- 6.- Annual report of the Audit and Compliance Committee for FY 2018, together with the report on the independence of the Auditors referred to in section 529 quaterdecies of the Spanish Corporate Enterprises Act.
- 7.- Annual activities report of the Appointments and Remuneration Committee, together with the annual activities report of the Corporate Social Responsibility Committee.
- 8.- Rules of the Online Shareholders Forum.
- 9.- Attendance, proxy and voting card.

Under article 12bis of the Articles of Association and article 9 of the Board Regulations, from the day of publishing the call of the General Shareholders Meeting and until the fifth day, inclusive, before the day scheduled for it to be held on first call, the shareholders may request in

writing the information or clarifications they consider necessary or submit in writing any queries they consider relevant regarding the matters included on the Agenda.

Moreover, with the same notice period and in the same manner, the shareholders may seek information or clarifications or submit questions in writing regarding any information accessible to the public provided by the Company to the National Securities Market Commission since the date of the last General Shareholders Meeting –of 24 April 2018– and regarding the auditor's report.

These notices must include the full name of the shareholder, accrediting the shares held, and must be accompanied by the appropriate documentation –copy of the attendance card or certificate of legitimacy– proving their status as shareholders, in order to cross-check this information with the information provided by "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (IBERCLEAR). Requests for information – addressed to the attention of the Shareholder Relations Office (General Secretariat)– may be made by delivering the request at the registered office, by sending it to the Company by postal correspondence addressed to Alameda Mazarredo nº 69, 8º piso - 48009 Bilbao (Bizkaia), stating the number of shares held, the securities account where they are deposited and other circumstances specified on the Company's website, for the purpose of cross-checking this information with the information provided by IBERCLEAR. The Company's website will detail the pertinent explanations for shareholders to be able to exercise their right to information.

Special information instruments. In accordance with section 539 of the Spanish Corporate Enterprises Act, the Company has a website (<http://www.cieautomotive.com/web/investors-website>) for enabling shareholders to exercise their right to information and to disseminate relevant information, as required by stock market legislation.

The Company's website will feature an **Online Shareholders' Forum**, to which individual shareholders will be entitled to access with the appropriate guarantees, together with voluntary associations of shareholders constituted under section 539.2 of the Spanish Corporate Enterprises Act, for the purpose of facilitating their communications prior to the holding of the General Meeting, all in accordance with section 539 of the Spanish Corporate Enterprises Act.

Right of representation In accordance with article 16 of the Articles of Association and article 12 of the Regulations of the General Meeting, any shareholder entitled to attend may be represented at the General Meeting by another person, even if they are not a shareholder, by granting a proxy in writing and specifically for that Meeting. The Company's website (<http://www.cieautomotive.com/web/investors-website>) will include, from the call of the Meeting, a model card for delegation of representation by proxy. The delegation of representation must be completed and signed by the shareholder, signing the corresponding attendance and delegation card. This delegation must be accepted by the proxy, without which it may not be exercised. To this end, the proxy must also sign the attendance card. The shareholder granted the proxy can exercise it by attending the Meeting in person, delivering the attendance and delegation card to the shareholder registration desk, at the place and time appointed for the holding of the General Meeting and from one hour before the time scheduled for the start of the meeting. Likewise, attendance and delegation cards may be delivered in the days before the Meeting at the registered office, Alameda Mazarredo nº 69, 8º piso- 48009 Bilbao (Bizkaia). Under the Articles of Association and the Board Regulations, the Chairman and the Secretary of the General Meeting have the broadest powers permitted by law to admit the validity of documents proving representation.

Representation by postal correspondence In accordance with article 14 of the Regulations of the General Shareholders Meeting, shareholders may grant their representation by postal correspondence. Duly completed and signed attendance and delegation card may be sent to “CIE Automotive, Sociedad Anónima” by postal correspondence addressed to the Company at Alameda Mazarredo nº 69, 8º piso- 48009 Bilbao (Bizkaia). Shareholders granting proxy by postal correspondence must state their name and evidence of the shares they order to cross-check with the information submitted by “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.” (IBERCLEAR). The proxy document must be signed by the shareholder and the signature must be legalised before notary. In cases of legal representation, the powers of the proxy signing on behalf of the shareholder must be proven by means of a certified copy of the power of attorney executed before notary.

Shareholders conferring their representation by postal correspondence must notify the shareholder appointed as proxy of the powers granted to them. Proxies granted by postal correspondence must be accepted by the representative. To this end, the representative must sign the attendance and delegation card and keep a copy of it for the purposes of presentation and delivery to the shareholders registration desk at the place and time appointed for the holding of the General Meeting. Therefore shareholders to whom a proxy is granted by postal correspondence must exercise it by attending the meeting in person.

Proxies granted by postal correspondence may be rendered void by express revocation of the shareholder using same means employed to grant the proxy, within the period established for granting it, or by the personal attendance of the shareholder at the General Meeting. Shareholders granting a proxy by postal correspondence and who do not mark any or some of the checkboxes provided to give voting instructions on the items of the Agenda will be understood as wishing to vote in favour of the respective proposals made by the Board of Directors.

Voting by postal mail In accordance with the provisions of article 14 of the Regulations of the General Shareholders Meeting, shareholders may exercise their right to vote by postal mail. To vote by postal mail, shareholders must complete and sign the attendance, delegation and voting card issued by the entity or entities responsible for keeping the book entry register, in which they must record the vote to be cast –for or against–, abstention or blank vote, by marking the corresponding box with a cross. The duly completed and signed card may be sent to “CIE Automotive, Sociedad Anónima” by postal correspondence addressed to Alameda Mazarredo nº 69, 8º piso- 48009 Bilbao (Bizkaia). Shareholders who cast their vote by postal correspondence and who do not mark any or some of the checkboxes provided to vote on the items of the Agenda will be understood as wishing to vote in favour of the respective proposals made by the Board of Directors. Votes issued by postal mail will be rendered ineffective by the subsequent and express revocation of the shareholder, using the same means for casting the vote, within the deadline established for this purpose, or by the attendance at the General Meeting of the shareholder who cast the vote by mail or the attendance of their proxy.

Votes cast by mail must be received by the Company at least 24 hours of the day before the scheduled date for holding the General Meeting in first call, i.e., at least 24 hours before 7 May 2019. Otherwise, the vote will be considered not to have been cast. After this deadline, only votes cast in person by the shareholder or their legitimate proxy at the General Meeting will be considered valid. Shareholders casting their votes remotely by postal correspondence will be considered present for the purposes of the quorum of the General Meeting.

Delegation and voting in the case of addendum to the call. If, as a result of exercising the right to include new items on the Agenda by shareholders representing at least three percent

(3%) of the share capital, an addendum is published to this call, any shareholders who had delegated their representation or cast their vote before the publication of the addendum, may choose to:

- (a) Confer the representation again with the corresponding voting instructions, or re-cast the vote, with respect to all the items of the Agenda (including both the original items and the new items incorporated through the addendum), in which case the representation conferred will be considered revoked and any votes cast in advance will remain without effect; or
- (b) Complete the corresponding voting instructions to the initially appointed proxy (who must be the same person, without appointing another) solely with respect to the new items of the Agenda included via the addendum, all in accordance with the procedures and methods mentioned in the preceding paragraphs, and by the same means originally used to confer the delegation or cast the vote.

If the shareholder had issued remote vote before the publication of the addendum without carrying out any of the actions mentioned in sections (a) and (b) above, the shareholder will be understood as wishing to abstain on the new items.

Data protection. The personal data that the shareholders provide to the Company in the exercise of their attendance, delegation and voting rights at the General Shareholders Meeting, or that are provided by the credit institutions and securities agencies in which those shareholders have deposited their shares, through the entity legally authorised to keep the book entry register (Iberclear) will be processed by the for the purpose of managing the development and monitoring of the existing shareholder relationship.

Furthermore, shareholders are informed that the data protection regulations are available at <http://www.cieautomotive.com/politica-de-privacidad-y-cookies>. This data will be incorporated to computerised files belonging to the Company and shareholders will be able to exercise their rights of access, rectification, cancellation and opposition, as provided by applicable data protection legislation by means of written communication addressed the Company's registered office located at Ibáñez de Bilbao, 28, 8º piso, 48009 Bilbao (Bizkaia).

Although two calls are contemplated in this announcement, the Board of Directors informs the shareholders, to spare them unnecessary inconvenience, that the quorum required by the Spanish Corporate Enterprises Act, the Articles of Association and the Regulations of the General Meeting is expected to be reached at first call, meaning that the Meeting is likely to be held on 8 May 2019, at 12:30 pm, in Bilbao (Bizkaia), Palacio Euskalduna Jauregia - Avenida Abandoibarra, número 4.

Bilbao, 26 March 2019 On behalf of the Board, the Secretary. Mr Roberto Alonso Ruiz.