

*This document is a translation into English of an original document drafted in Spanish. This document contains: (i) Individual Annual Financial Statements and the Consolidated Annual Financial Statements of the Company and its subsidiaries for Fiscal Year 2019, drawn up by the Board of Directors at its meeting of February 27, 2020; (ii) Individual and Consolidated Management Reports of the Company and the companies included in its scope of consolidation drawn up by the Board of Directors at its meeting of February 27, 2020; (iii) the signing page and (iv) the Responsibility Statement of the Directors of the Company. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail. The Spanish version of this document is available on the official website of the Company ([www.gestamp.com](http://www.gestamp.com)).*

**Audit Report on Financial Statements  
issued by an Independent Auditor**

**GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES  
Consolidated Financial Statements and  
Consolidated Management Report  
for the year ended  
December 31, 2019**

## **AUDIT REPORT ON CONSOLIDATED FINANCIAL STATEMENTS ISSUED BY AN INDEPENDENT AUDITOR**

(Translation of a report and financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails)

To the shareholders of GESTAMP AUTOMOCIÓN, S.A.:

### **Audit report on the consolidated financial statements**

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#### **Opinion**

We have audited the consolidated financial statements of GESTAMP AUTOMOCIÓN, S.A. (the parent) and its subsidiaries (the Group), which comprise the consolidated balance sheet at December 31, 2019, the consolidated income statement, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity, the consolidated cash flow statement, and the notes thereto, for the year then ended.

In our opinion, the accompanying consolidated financial statements give a true and fair view, in all material respects, of consolidated equity and the consolidated financial position of the Group at December 31, 2019 and of its financial performance and its consolidated cash flows, for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union (IFRS-EU), and other provisions in the regulatory framework applicable in Spain.

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#### **Basis for opinion**

We conducted our audit in accordance with prevailing audit regulations in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those related to independence, that are relevant to our audit of the consolidated financial statements in Spain as required by prevailing audit regulations. In this regard, we have not provided non-audit services nor have any situations or circumstances arisen that might have compromised our mandatory independence in a manner prohibited by the aforementioned requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our audit opinion thereon, and we do not provide a separate opinion on these matters.

### *Measurement of intangible assets and property, plant, and equipment*

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**Description** At December 31, 2019, the Group had goodwill, other intangible assets, and property, plant, and equipment in the respective amounts of 95,731 thousand, 384,087 thousand, and 4,579,793 thousand euros. Management conducts impairment tests annually for cash generating units (CGUs) with goodwill or assets with assigned indefinite useful lives or property, plant, and equipment with indications of the impairment. These impairment tests are made through calculating value in use based on a cash flow discount rate forecasted in CGU budgeted projections. These analyses require making significant estimates and judgments on future cash flows. We considered this area to be a key audit matter, since the analyses made by Group management require making significant estimates and judgments. The measurement standard and method for calculating calculation of value in use, recoverability analyses of CGUs, and the applicable accounting framework disclosures are discussed in Notes 6.7, 7. 10, and 11 of the accompanying Notes to the consolidated financial statements.

**Our response** Among others, our procedures to response to this key audit matter have been focused on:

- ▶ Verifying the Group's indicators for determine whether there is any indication of impairment are consistent with IAS 36 requirements.
- ▶ Reviewing, for CGUs subject to impairment testing, the reasonableness of the financial information and projected cash flows included in the business plan. For this purpose, we corroborated that the projected cash flows are consistent with other information sources: historic information, budgets approved by the Board of Directors, and external sources of information.
- ▶ Involving our valuation specialists to verify the reasonableness of the methodology used for calculating value in use for each CGU included in the recoverability analysis, mainly covering the discount rate used, as well as long-term growth rate and certain sales ratios.
- ▶ Review of disclosed information included in the notes to the financial statements in accordance with the financial reporting framework applicable to the company.

### *Recoverability of deferred tax assets*

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**Description** As indicated in Note 24, at December 31, 2019, the Group had deferred tax assets totaling 441,860 thousand euros corresponding to tax credits and other deductible temporary differenced which Group management expects to recover or reverse in the future. Management's assessment of the recoverability of the deferred tax assets is based on its estimates on future taxable profit based on the Company's financial projections and business plans and contemplating applicable tax regulations at any given time. The determination of the amount to be recovered in the future entails management making serious judgments based on a reasonable period and the consolidated tax group's taxable profit. The assessment of these assets is relevant for our audit as it requires making judgments and complex estimates and the recognized amounts are significant. The accounting policies and the information required under the applicable accounting framework are provided in the accompanying Notes 6.18, 24, and 29 to the consolidated financial statements.

**Our response** Our audit procedures mainly included evaluating management's assumptions and estimates based on the probability of generating sufficient future taxable profit based on: forecasts, business performance, historic experience, sensitivity analyses, and meetings with Management for a sample of Group components. We involved our team of tax specialists in the analysis and assessment of specific estimates. We also reviewed the appropriateness of the information breakdown in accompanying Notes 24 and 29 regarding the applicable regulatory framework for financial information in Spain.

### *Revenue Recognition*

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**Description** As explained in Notes 1 and 6.11 to the accompanying consolidated financial statements, the Group's business focuses on the development and manufacture of metal parts for the automobile industry, via stamping, assembly, welding and joining of formats, as well as the construction of tools (matrices for manufacturing parts) and machinery. The Group's contracts include variable consideration resulting from price changes under negotiation that are estimated based on the expected probability method, and are limited to the amount that is highly probable will not be reversed in the future. We determined this issue to be a key audit matter because the analysis performed by Group management requires the use of estimates and judgments regarding future events.

**Our response** Among others, our audit procedures included:

- ▶ Understanding the Group's revenue recognition policies and procedures, including an analysis of the design, implementation and the operating effectiveness of controls related to revenue recognition processes employed by the Group's significant components.

- ▶ Analyzing variable consideration through validation of the reasonableness of the hypotheses applied for a sample of contracts. We likewise reviewed the reasonableness of prior year estimates against actual data obtained in the year for the Group's significant components.
- ▶ Carrying out analytical procedures for the Group's significant components, analyzing the reasonableness of the variable consideration based on client category, the actual performance of revenues and prior year data.

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### **Other information: Consolidated Management Report**

Other information refers exclusively to the 2019 consolidated management report, the preparation of which is the responsibility of the parent Company's directors and is not an integral part of the financial statements.

Our audit opinion on the consolidated financial statements does not cover the consolidated management report. Our responsibility for the information contained in the consolidated management report is defined in prevailing audit regulations, which distinguish two levels of responsibility:

- a. A specific level applicable to the non-financial information statement, as well as certain information included in the Corporate Governance Report, as defined in article 35.2 b) of Law 22/2015 on auditing, which solely requires that we verify whether said information has been included in the consolidated management report or where applicable, that the consolidated management report includes the corresponding reference to the separate non-financial report as stipulated by prevailing regulations and if not, disclose this fact.
- b. A general level applicable to the remaining information included in the consolidated management report, which requires us to evaluate and report on the consistency of said information in the consolidated financial statements, based on knowledge of the Group obtained during the audit, excluding information not obtained from evidence. Moreover, we are required to evaluate and report on whether the content and presentation of this part of the consolidated management report are in conformity with applicable regulations. If, based on the work carried out, we conclude that there are material misstatements, we are required to disclose them.

Based on the work performed, as described above, we have verified that the information referred to in paragraph a) above is provided in the consolidated management report, and that the remaining the information contained therein is consistent with that provided in the 2019 consolidated financial statements and their content and presentation are in conformity with applicable regulations.

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## **Responsibilities of the parent company's directors and the audit committee for the consolidated financial statements**

The directors of the parent company are responsible for the preparation of the accompanying consolidated financial statements so that they give a true and fair view of the equity, financial position and results of the Group, in accordance with IFRS-EU, and other provisions in the regulatory framework applicable to the Group in Spain, and for such internal control as they determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the parent company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The audit committee is responsible for overseeing the Group's financial reporting process.

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## **Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with prevailing audit regulations in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with prevailing audit regulations in Spain, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee of the parent company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee of the parent company with a statement that we have complied with relevant ethical requirements, including those related to independence, and to communicate with them all matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## **Report on other legal and regulatory requirements**

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### **Additional report to the audit committee**

The opinion expressed in this audit report is consistent with the additional report we issued to the audit committee of the Parent Company on February 27, 2020.



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### Term of engagement

The Ordinary General Shareholders' meeting held on May 6, 2019 appointed us as auditors for the period ended December 31, 2019 or the GROUP GESTAMP AUTOMOCIÓN, S.A.

Previously, we were appointed as auditors by the shareholders for 1 year and we have been carrying out the audit of the consolidated financial statements continuously since December 31, 1999.

ERNST & YOUNG, S.L.  
(Registered in the Official Register of  
Auditors under No. S0530)

(Signed on the original version)

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Ramón Masip López  
(Registered in the Official Register of  
Auditors under No. 16253)

February 27, 2020

**GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES**

**Consolidated Financial Statements  
and Consolidated Directors' Report  
for the year ended  
31 December 2019**



**GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES**
**CONTENTS**

<b>NOTE</b>	
	Consolidated statement of financial position
	Consolidated statement of profit or loss
	Consolidated statement of comprehensive income
	Consolidated statement of changes in equity
	Consolidated statement of cash flow
	Notes to the Consolidated financial statements
<b>1</b>	Background and General Information
<b>2</b>	Scope of Consolidation
	2. a Breakdown of scope of consolidation
	2. b Changes in scope of consolidation
<b>3</b>	Business combinations
<b>4</b>	Basis of presentation
	4. 1 True and fair view
	4. 2 Comparison of information
	4. 3 Basis of consolidation
	4. 4 Going concern
	4. 5 Hyperinflation adjustment Argentina
	4. 6 Alternative performance measures
<b>5</b>	Changes in accounting policies
<b>6</b>	Summary of significant accounting policies
	6. 1 Foreign currency transactions
	6. 2 Property, plant and equipment
	6. 3 Business combinations and goodwill
	6. 4 Investment in associates and joint ventures
	6. 5 Other intangible assets
	6. 6 Financial assets
	6. 7 Impairment losses
	6. 8 Assets and liabilities held for sale and discontinued operations
	6. 9 Trade and other receivables
	6. 10 Inventories
	6. 11 Revenue recognition and assets from contracts with customers
	6. 12 Cash and cash equivalents
	6. 13 Government grants
	6. 14 Financial liabilities (trade and other payables and borrowings)
	6. 15 Provisions and contingent liabilities
	6. 16 Employee benefits
	6. 17 Leases
	6. 18 Income tax
	6. 19 Derivative financial instruments
	6. 20 Related parties
	6. 21 Environmental expenses
<b>7</b>	Significant accounting judgments, estimates and assumptions
<b>8</b>	Changes in significant accounting policies and estimates and restatement of errors
<b>9</b>	Segment reporting
<b>10</b>	Intangible assets
<b>11</b>	Property, plant and equipment
<b>12</b>	Financial assets
<b>13</b>	Inventories
<b>14</b>	Assets from contracts with customers
<b>15</b>	Trade and other receivables/ Other current assets/ Cash and cash equivalents
<b>16</b>	Issued capital and share premium
<b>17</b>	Retained earnings
	17. 1 Legal reserve
	17. 2 Unrestricted reserves
	17. 3 Availability of reserves at fully-consolidated companies
	17. 4 Approval of the Financial Statements and proposed distribution of profit
<b>18</b>	Translation differences
<b>19</b>	Non-controlling interests
<b>20</b>	Deferred income
<b>21</b>	Provisions and contingent liabilities
<b>22</b>	Provision for employee compensations
<b>23</b>	Non-trade liabilities
<b>24</b>	Deferred tax
<b>25</b>	Trade and other payables
<b>26</b>	Operating revenue
<b>27</b>	Operating expenses
<b>28</b>	Financial income and financial expenses
<b>29</b>	Income tax
<b>30</b>	Earnings per share
<b>31</b>	Commitments
<b>32</b>	Related party transactions
	32. 1 Balances and transactions with Related Parties
	32. 2 Board of Directors' remuneration
	32. 3 Senior Managements' remuneration
<b>33</b>	Other disclosures
	33. 1 Auditors' fees
	33. 2 Environmental matters
<b>34</b>	Financial risk management
	34. 1 Financial risk factors
	34. 2 Hedge accounting
	34. 3 Fair value of financial instruments
	34. 4 Capital risk management
<b>35</b>	Information on payment deferrals to suppliers in trade operations
<b>36</b>	Subsequent events
<b>37</b>	Information on compliance with article 229 of the Spanish Companies Law
<b>APPENDIX I</b>	Scope of Consolidation
<b>APPENDIX II</b>	Indirect investments
<b>APPENDIX III</b>	Guarantors

GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT DECEMBER 31, 2019 AND DECEMBER 31, 2018

(In thousands of euros)

	Note	December 31, 2019	December 31, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	10	479,818	450,707
Goodwill		95,731	98,343
Other intangible assets		384,087	352,364
Property, plant and equipment	11	4,579,793	3,877,695
Land and buildings		1,412,865	1,172,492
Plant and other PP&E		2,687,792	2,032,335
PP&E under construction and prepayments		479,136	672,868
Financial assets	12	71,312	58,015
Investments in associates accounted for using the equity method		14,131	2,390
Loans and receivables		32,848	37,407
Derivatives in effective hedges		12,238	6,019
Other non-current financial assets		12,095	12,199
Deferred tax assets	24	441,860	322,888
<b>Total non-current assets</b>		<b>5,572,783</b>	<b>4,709,305</b>
<b>Current assets</b>			
Inventories	13	451,024	490,745
Commodities and other consumables		382,727	404,794
By-products and scrap		884	1,266
Prepayments to suppliers		67,413	84,685
Assets from contracts with customers	14	538,400	678,217
Work in progress		214,290	204,612
Finished products and by-products		143,821	142,589
Trade receivables, tooling		180,289	331,016
Trade and other receivables	15	1,067,471	1,001,710
Trade receivables		776,810	717,165
Other receivables		17,622	44,501
Current income tax assets		41,649	28,333
Receivables from public authorities		231,390	211,711
Other current assets	15	110,877	109,926
Financial assets	12	88,541	94,258
Loans and receivables		22,212	35,320
Securities portfolio		22,250	4,316
Other current financial assets		44,079	54,622
Cash and cash equivalents	15	658,581	616,497
<b>Total current assets</b>		<b>2,914,894</b>	<b>2,991,353</b>
<b>Total assets</b>		<b>8,487,677</b>	<b>7,700,658</b>

GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AT DECEMBER 31, 2019 AND DECEMBER 31, 2018**  
(In thousands of euros)

	Note	December 31, 2019	December 31, 2018
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Capital and reserves attributable to equity holders of the parent</b>			
Issued capital	16	287,757	287,757
Treasury shares	16	(2,872)	(6,041)
Share premium	16	61,591	61,591
Retained earnings	17	1,951,058	1,829,418
Translation differences	18	(363,222)	(387,381)
Interim dividend	17	(31,601)	(37,346)
<b>Equity attributable to equity holders of the parent</b>		<b>1,902,711</b>	<b>1,747,998</b>
<b>Equity attributable to non-controlling interest</b>	19	<b>489,406</b>	<b>430,997</b>
<b>Total equity</b>		<b>2,392,117</b>	<b>2,178,995</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Deferred income	20	23,660	22,695
Non-current provisions	21-22	147,580	121,915
Non trade liabilities	23	3,329,172	2,751,784
Interest-bearing loans and borrowings and debt issues		2,725,530	2,589,086
Derivative financial instruments		66,138	56,117
Other non-current financial liabilities		527,136	96,571
Other non-current liabilities		10,368	10,010
Deferred tax liabilities	24	369,514	285,795
Other non-current liabilities		17,226	18,164
<b>Total non-current liabilities</b>		<b>3,887,152</b>	<b>3,200,353</b>
<b>Current liabilities</b>			
Non trade liabilities	23	423,695	446,747
Interest-bearing loans and borrowings and debt issues		138,706	75,897
Derivative financial instruments		-	1,197
Other current financial liabilities		77,334	182,350
Other non-trade liabilities		207,655	187,303
Trade and other payables	25	1,757,782	1,857,193
Trade accounts payable		1,463,521	1,539,592
Current tax liabilities		33,419	32,568
Other accounts payable		260,842	285,033
Current provisions	21	16,555	13,246
Other current liabilities		10,376	4,124
<b>Total current liabilities</b>		<b>2,208,408</b>	<b>2,321,310</b>
<b>Total liabilities</b>		<b>6,095,560</b>	<b>5,521,663</b>
<b>Total equity and liabilities</b>		<b>8,487,677</b>	<b>7,700,658</b>

**GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS  
FOR THE PERIOD ENDED DECEMBER 31, 2019 AND DECEMBER 31, 2018  
(In thousands of euros)**

	Note	December 31, 2019	December 31, 2018
<b>CONTINUING OPERATIONS</b>			
OPERATING INCOME	26	9,286,968	8,842,960
Revenue		9,065,146	8,547,638
Other operating income		211,592	215,287
Changes in inventories		10,230	80,035
OPERATING EXPENSE	27	(8,783,005)	(8,315,625)
Raw materials and other consumables		(5,453,818)	(5,156,642)
Personnel expenses		(1,615,923)	(1,556,819)
Depreciation, amortization, and impairment losses		(567,765)	(433,190)
Other operating expenses		(1,145,499)	(1,168,974)
<b>OPERATING PROFIT</b>		<b>503,963</b>	<b>527,335</b>
Financial income	28	13,494	8,956
Financial expenses	28	(172,815)	(146,528)
Exchange gains (losses)		4,184	(19,175)
Share of profits from associates - equity method	12	2,060	(46)
Change in fair value of financial instruments	23	(14,587)	(8,035)
Impairment and gains (losses) on sale of financial instruments		168	-
Inflation result	4.5	(2,385)	(5,111)
<b>PROFIT BEFORE TAXES FROM CONTINUING OPERATIONS</b>		<b>334,082</b>	<b>357,396</b>
Income tax expense	29	(66,947)	(71,947)
<b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>		<b>267,135</b>	<b>285,449</b>
<b>PROFIT FOR THE YEAR</b>		<b>267,135</b>	<b>285,449</b>
Profit (loss) attributable to non-controlling interest	19	(54,863)	(27,759)
<b>PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY</b>		<b>212,272</b>	<b>257,690</b>

**Earnings per share (euros)**

-Basic	30	0.37	0.45
From continuing operations		0.37	0.45
From discontinued operations		-	-
-Diluted	30	0.37	0.45
From continuing operations		0.37	0.45
From discontinued operations		-	-

GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE PERIOD ENDED DECEMBER 31, 2019 AND DECEMBER 31, 2018**  
(In thousands of euros)

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
PROFIT FOR THE YEAR	267,135	285,449
OTHER COMPREHENSIVE INCOME		
<i>Other comprehensive income not to be reclassified to income in next years:</i>		
Actuarial gains and losses	17	(9,433)
<i>Other comprehensive income to be reclassified to income in next years:</i>		
From cash flow hedges	23.b.1)	4,991
Translation differences	<u>32,819</u>	<u>(19,961)</u>
Attributable to Parent Company	18	24,159
Attributable to non-controlling interest	19	8,660
<b>TOTAL COMPREHENSIVE INCOME NET OF TAXES</b>	<b><u>295,512</u></b>	<b><u>276,491</u></b>
Attributable to:		
- Parent Company	231,989	247,846
- Non-controlling interest	<u>63,523</u>	<u>28,645</u>
	<b><u>295,512</u></b>	<b><u>276,491</u></b>

GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR PERIOD ENDED 31 DECEMBER 2019

(In thousands of euros)

	Issued capital (Note 16)	Treasury Shares (Note 16)	Share premium (Note 16)	Retained earnings (Note 17)	Translation differences (Note 18)	Interim Dividend (Note 17)	Total capital and reserves	Non-controlling interest (Note 19)	Total equity
<b>AT JANUARY 1, 2019</b>	<b>287,757</b>	<b>(6,041)</b>	<b>61,591</b>	<b>1,829,418</b>	<b>(387,381)</b>	<b>(37,346)</b>	<b>1,747,998</b>	<b>430,997</b>	<b>2,178,995</b>
Profit for the period				212,272			212,272	54,863	267,135
Fair value adjustments (hedge) (Note 23.b.1)				4,991			4,991		4,991
Variation in translation differences (Note 18)					24,159		24,159	8,660	32,819
Actuarial gains and losses				(9,433)			(9,433)		(9,433)
<b>Total comprehensive income</b>				<b>207,830</b>	<b>24,159</b>		<b>231,989</b>	<b>63,523</b>	<b>295,512</b>
Dividends distributed by the Parent Company (Note 17.2)				(77,575)		5,745	(71,830)		(71,830)
Dividends distributed by subsidiaries (Note 17.2 and Note 19)								(9,696)	(9,696)
Treasury Shares acquisition (Note 17.2)		3,169		(874)			2,295		2,295
Business Combinations (Etem Automotive Bulgaria, S.A)								4,854	4,854
Other movements and adjustments from prior years				(7,741)			(7,741)	(272)	(8,013)
<b>AT DECEMBER 31, 2019</b>	<b>287,757</b>	<b>(2,872)</b>	<b>61,591</b>	<b>1,951,058</b>	<b>(363,222)</b>	<b>(31,601)</b>	<b>1,902,711</b>	<b>489,406</b>	<b>2,392,117</b>



GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR PERIOD ENDED 31 DECEMBER 2018  
(In thousands of euros)

	Issued capital (Note 16)	Treasury Shares (Note 16)	Share premium (Note 16)	Retained earnings (Note 17)	Translation differences (Note 18)	Interim Dividend (Note 17)	Total capital and reserves	Non-controlling interest (Note 19)	Total equity
<b>AT JANUARY 1, 2018</b>	<b>287,757</b>		<b>61,591</b>	<b>1,551,924</b>	<b>(366,516)</b>		<b>1,534,756</b>	<b>435,799</b>	<b>1,970,555</b>
Profit for the period				257,690			257,690	27,759	285,449
Fair value adjustments (hedge) (Note 23.b.1)				6,413			6,413		6,413
Variation in translation differences					(20,865)		(20,865)	904	(19,961)
Actuarial gains and losses				4,608			4,608	(18)	4,590
<b>Total comprehensive income</b>				<b>268,711</b>	<b>(20,865)</b>		<b>247,846</b>	<b>28,645</b>	<b>276,491</b>
Dividends distributed by the Parent Company (Note 17.2)				(71,939)		(37,346)	(109,285)		(109,285)
Dividends distributed by subsidiaries (Note 17.2 and Note 19)								(15,149)	(15,149)
Treasury Shares acquisition (Note 17.2)		(6,041)		(767)			(6,808)		(6,808)
Increased ownership interest in companies with previous control (Note 2.b)				(4,162)			(4,162)	(34,857)	(39,019)
Decreased ownership interest in companies with previous control (Note 2.b)				2,895			2,895	13,438	16,333
Increased ownership interest in companies with takeover of control (Note 2.b)								1,794	1,794
IFRS 15 adoption impact				11,194			11,194	1,263	12,457
IFRS 9 adoption impact				82,260			82,260		82,260
Other movements and adjustments from prior years				(10,698)			(10,698)	64	(10,634)
<b>AT DECEMBER 31, 2018</b>	<b>287,757</b>	<b>(6,041)</b>	<b>61,591</b>	<b>1,829,418</b>	<b>(387,381)</b>	<b>(37,346)</b>	<b>1,747,998</b>	<b>430,997</b>	<b>2,178,995</b>

GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

**CONSOLIDATED STATEMENT OF CASH FLOW**  
**FOR THE PERIOD ENDED DECEMBER, 31 2019 AND DECEMBER, 31 2018**  
(In thousands of euros)

	Note	December 31, 2019	December 31, 2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Profit for the year before taxes and after non-controlling interest</b>		<b>279,219</b>	<b>329,637</b>
<b>Adjustments to profit</b>		<b>792,509</b>	<b>630,888</b>
Depreciation and amortization of intangible assets and PP&E	10-11	567,765	433,190
Gain (loss) attributable to non-controlling interest	19	54,863	27,759
Financial income	28	(13,494)	(8,956)
Financial expenses	28	172,815	146,528
Exchange rate differences		(4,184)	19,175
Share of profit/(loss) from associates - equity method	12	(2,060)	46
Change in fair value of financial instruments		14,587	8,035
Impairment and gain (loss) from disposal of financial instruments		(168)	-
Result of exposure to inflation		2,385	5,111
<b>TOTAL EBITDA</b>		<b>1,071,728</b>	<b>960,525</b>
<b>Other adjustments to profit</b>		<b>26,342</b>	<b>(41,857)</b>
Change in provisions	21	29,635	(17,765)
Grants released to income	20	(5,407)	(4,616)
Gain (loss) from disposal of intangible assets and PP&E		(32)	(5,569)
Unrealized exchange rate differences		5,665	(9,173)
Other incomes and expenses		(3,519)	(4,734)
<b>Changes in working capital</b>		<b>23,424</b>	<b>(101,834)</b>
(Increase)/Decrease in Inventories	13-14	30,239	(137,798)
(Increase)/Decrease in Trade and other receivables	14-15	100,575	49,015
(Increase)/Decrease in Other current assets	15	(941)	(38,869)
Increase/(Decrease) in Trade and other payables	25	(109,086)	24,688
Increase/(Decrease) in Other current liabilities		2,637	1,130
<b>Other cash-flows from operating activities</b>		<b>(272,020)</b>	<b>(204,314)</b>
Interest paid		(172,751)	(129,264)
Interest received		13,494	8,956
Income tax received/(paid)		(112,763)	(84,006)
<b>Cash flows from operating activities</b>		<b>849,474</b>	<b>612,520</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
<b>Payments on investments</b>		<b>(840,889)</b>	<b>(937,851)</b>
Group companies and associates		(12,000)	(16,113)
Addition to consolidation scope		4,083	815
Other intangible assets	10-23	(113,093)	(113,217)
Property, plant and equipment	11-23	(718,473)	(793,976)
Net change in financial assets		(1,406)	(15,360)
<b>Proceeds from divestments</b>		<b>23,418</b>	<b>13,162</b>
Other intangible assets	10	577	3,075
Tangible assets	11	18,242	7,409
Net change of financial assets		4,599	2,678
<b>Grants, donations and legacies received</b>	20	<b>6,295</b>	<b>5,095</b>
<b>Cash flows from investing activities</b>		<b>(811,176)</b>	<b>(919,594)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
<b>Proceeds and payments on equity instruments</b>		<b>(39,493)</b>	<b>(34,409)</b>
Net Change in non-controlling interests	19	(2,772)	(24,266)
Treasury shares	16	3,169	(6,041)
Other movements in equity		(39,890)	(4,102)
<b>Proceeds and payments on financial liabilities</b>		<b>129,048</b>	<b>194,831</b>
Issue		493,319	975,497
Bonds and other marketable securities		184,906	392,394
Interest-bearing loans and borrowings		308,055	415,203
Borrowings from related parties		-	149,319
Other borrowings		358	18,581
Repayment of		(364,271)	(780,666)
Interest-bearing loans and borrowings		(105,876)	(727,689)
Net change in credit facilities, discounted bills and factoring		(186,514)	(52,977)
Borrowings from related parties		(70,943)	-
Other borrowings		(938)	-
<b>Payments on dividends and other equity instruments</b>		<b>(84,288)</b>	<b>(87,087)</b>
Dividends	17-19-23	(84,288)	(87,087)
<b>Cash flows from financing activities</b>		<b>5,267</b>	<b>73,335</b>
<b>Effect of changes in exchange rates</b>		<b>(1,481)</b>	<b>(10,002)</b>
<b>NET INCREASE/ (DECREASE) OF CASH OR CASH EQUIVALENTS</b>		<b>42,084</b>	<b>(243,741)</b>

## GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2019

#### **Note 1. Activity of Gestamp Automoción, S.A. and Subsidiaries (hereinafter, the Group)**

GESTAMP AUTOMOCIÓN, S.A., hereinafter the "Parent Company", was incorporated on 22 December 1997. Its registered office is in Abadiano (Vizcaya, Spain), at the Lebario Industrial Park.

Its corporate purpose is to provide advisory and financing services to the automobile industry for all its subsidiaries.

Since 7 April 2017 the shares of the Parent Company are listed on the four Spanish Stock Exchanges (Madrid, Barcelona, Valencia and Bilbao).

The Parent, in turn, forms part of a group headed by its majority shareholder, Acek, Desarrollo y Gestión Industrial, S.L., and the companies forming such group perform significant commercial and financial transactions under the terms and conditions established among the parties on an arm's length basis. Intra-Group and related parties transfer prices are duly documented in a transfer price dossier as stipulated by the prevailing legislation.

All the Group's subsidiaries centre their activities around the development and manufacture of metal components for the automotive industry via stamping, assembly, welding, tailor welded blanks, the construction of tools (moulds for the manufacture of parts) and machinery and the Group also has services companies and companies engaging in the research and development of new technologies.

Most of the Group's activities are located in the Western Europe segment; the North America segment constitutes the second most significant geographic market and the Asia segment the third one (Note 9).

Group sales are concentrated across a limited number of customers due to the nature of the automotive industry. But the Group currently supplies products to all top 12 OEMs globally by volumes, and new customers are being incorporated, in line with our stated growth and diversification strategy.

#### **Note 2. Scope of Consolidation**

##### **2.a Breakdown of scope of consolidation**

Appendix I lists the companies forming the scope of consolidation, together with the consolidation method used, registered office, line of business, ownership interest (direct and indirect) and the auditors of such companies.

Appendix II lists the companies that hold the indirect investments, corresponding to 31 December 2019 and 31 December 2018.

No significant subsidiaries have been excluded from the scope of consolidation.

The closing of the financial year for the companies included in the scope of consolidation is 31 December, with the exception of the subsidiaries Gestamp Services India Private, Ltd., Gestamp Automotive India Private, Ltd, Gestamp Automotive Chennai Private Ltd. and Gestamp Pune

Automotive Private Ltd, whose financial years close on 31 March. However, an accounting close at 31 December was performed to include the financial statements of these companies in the Group's Consolidated Financial Statements at 31 December 2019 and 31 December 2018.

The following German subsidiaries are included in these consolidated financial statements using the full consolidation method and are exempt from the responsibility of auditing their financial statements and publishing their own consolidated accounts for 2019 in Germany, using the additional regulation of §264 (3) German Commercial Code:

- Edscha Holding GmbH (Remscheid, Germany)
- Edscha Engineering GmbH (Remscheid, Germany)
- Edscha Kunststofftechnik GmbH (Remscheid, Germany)
- Edscha Automotive Hengersberg GmbH (Hengersberg, Germany)
- Edscha Automotive Hauzenberg GmbH (Hauzenberg, Germany)

There are no significant restrictions on the capability to access or use the assets or settle the liabilities of the subsidiaries included in the scope of consolidation.

## **2.b Changes in the scope of consolidation**

### **2019**

The main changes in the scope of consolidation during 2019 were the following:

- On 22 October 2019 the name of the company NCSG Sorocaba Industria Metalúrgica Ltda. was changed to Gestamp Sorocaba Industria de Autopecas Lda.
- On 8 July 2019, the company Edscha Automotive Components Shanghai Co., Ltd. was formed, being wholly owned by Shanghai Edscha Machinery Co., Ltd. It was included in the scope of consolidation using the full consolidation method.
- On 24 April 2019, the subsidiary Gestamp North Europe Services, S.L. acquired 51% of the share capital of Etem Automotive Bulgaria, S.A. This company was included in the scope of consolidation using the full consolidation method (Note 3). Subsequently, this company became known as Gestamp Etem Automotive Bulgaria, S.A. The net effect of this business combination is operating profit that amounted to 2,523 thousand euros (Note 3).
- Also, on 24 April 2019, the subsidiary Gestamp North Europe Services, S.L. acquired 49% of the share capital of Etem Aluminium Extrusions, S.A for an amount of 9,500 thousand euros. This company was included in the scope of consolidation using the equity method (Note 12). Subsequently, this company became known as Etem Gestamp Aluminium Extrusions, S.A. The net effect is income under "Share of Profits From Associates Accounted for Using the Equity Method" from this acquisition, which amounted to 1,956 thousand euros. (Note 12.a).
- In January 2019, Edscha North America Technologies, LLC. was formed. This company was wholly owned by the subsidiary Edscha Automotive Michigan, Inc. It was included in the scope of consolidation using the full consolidation method.

**2018**

The main changes in the scope of consolidation during 2018 were the following:

- On 14 December 2018, Autotech Engineering Spain, S.L. was formed, in which the subsidiaries Gestamp Bizkaia, S.A. and Autotech Engineering, S.L. have shareholdings of 0.01% and 99.99%, respectively. This company was included in the scope of consolidation using the full consolidation method.
- On 14 December 2018, Autotech Engineering France, SAS was formed, in which the subsidiaries Gestamp Bizkaia, S.A. and Autotech Engineering, S.L. have shareholdings of 55% and 45%, respectively. This company was included in the scope of consolidation using the full consolidation method.
- On 10 October 2018, the merger operation took place between Gestamp Palencia, S.A. (the acquiring company) and Gestamp Galvanizados, S.A.U. (the acquired company).
- On 18 September 2018, Gestamp Auto Components Sales (Tianjin), Co., Ltd. was formed, in which the subsidiary Gestamp China Holding Co., Ltd. has an ownership interest of 49% and the non-controlling interest Beijing Hainachuan Automotive Parts, Co., Ltd. has an ownership interest of 51%. This company was included in the scope of consolidation using the equity method.
- On 14 September 2018, the Parent Company and the subsidiary, Gestamp Bizkaia, S.A., acquired 99.99% and 0.01%, respectively, of the share capital of Reparaciones Industriales Zaldibar, S.L., with 14 November being the effective acquisition date. This company was included in the scope of consolidation using the full consolidation method (Note 3).
- On 30 July 2018, an increase was recognised in the share capital of the subsidiary of Gestamp Auto Components (Tianjin) Co., Ltd., whereby the non-controlling interest, Beijing Hainachuan Automotive Parts, Co., Ltd. was incorporated with the acquisition of 49% of the company's share capital. Accordingly, the Group went from owning 100% of the capital of that company to owning 51%.

Given the result of this agreement GMF has increased its shareholding in the subsidiaries retaining control over them, the difference between the adjustment of the non-controlling interest (13,438 thousands of euros) (Note 19) and the fair value of the consideration paid (16,333 thousands of euros) is directly recognised in equity (2,895 thousands of euros).

- On 3 July 2018, Edscha Pha Automotive Components (Kunshan) Co., Ltd. was formed. (China), in which the Group owns 100% of its share capital. This company was included in the scope of consolidation using the full consolidation method.
- On 17 May 2018, the subsidiary GMF Holding GmbH acquired from the non-controlling interest 35% of the capital of its investee Sofedit S.A.S. Accordingly, it became the owner of 100% of the capital of that company and of its investee (Gestamp Wroclaw, sp. Z.o.o.). Since the transaction involves a change in the ownership interest retaining the control, the difference between the adjustment of the non-controlling interest (34,857 thousand euros) (Note 19) and the fair value of the consideration paid (39,019 thousand euros) is directly recognised in equity (4,162 thousand euros) (Note 17).
- On 8 May 2018, Gestamp Autocomponents Beijing Co., Ltd was formed. This company was included in the scope of consolidation using the full consolidation method.

- On April 26, 2018 Tuyauto Gestamp Morocco (Morocco) was created, in which the Group holds a 50% stake. As a result of assuming control over this company, non-controlling interests of 1,765 thousand euros arose (Note 19).
- On 9 March 2018, Gestamp Mejicana de Servicios Laborales II, S.A. de C.V. was formed. This company was included in the scope of consolidation using the full consolidation method.
- On 5 February 2018, Gestamp Brasil Industria de Autopeças, S.A, in which the Group holds a 70% stake, acquired 100% of the capital of NCSG Sorocaba Industria Metalúrgica Ltda. (Brazil) (Note 3). As a result of assuming control over this company, non-controlling interests amounting to 29 thousand euros were generated (Note 19).

### **Note 3. Business combinations**

#### **2019**

##### **Gestamp Etem Automotive Bulgaria, S.A.**

On 24 April 2019, the subsidiary Gestamp North Europe Services, S.L. signed a purchase and sale agreement with Etem Automotive Bulgaria, S.A. , acquiring 51% of the capital of that company for 2,529 thousand euros, which were paid in full at the acquisition date. Subsequently, this company became known as Gestamp Etem Automotive Bulgaria, S.A.

The company's object is the marketing and industrialisation of post-extrusion products and activities.

The fair value of the assets and liabilities of Gestamp Etem Automotive Bulgaria S.A. obtained from the balance sheet upon consolidation is as follows:

	<b>Thousands of euros</b>
Intangible assets (Note 10)	247
Property, plant and equipment	
Plant and other PP&E (Note 11)	6,723
Inventories	
Commodities and other consumables (Note 13)	598
Finished and semi-finished products	804
Prepayments	26
Trade receivables	4,157
Deferred Tax Assets (Note 24)	38
Cash and cash equivalents	4,083
Other assets	10
	<hr/> 16,686 <hr/>
Other non-current liabilities	27
Other current liabilities	3,615
Trade accounts payable	3,138
	<hr/> 6,780 <hr/>
Net assets	9,906
Percentage of direct shareholding acquired	51.00%
Attributable net assets	5,052
Total consideration	2,529
Net effect of the business combination	(2,523)

The net effect of the business combination amounted to 2,523 thousand euros and was registered under the heading Other operating income in the Consolidated Income Statement at 31 December 2019 (Note 26.b)).

Additionally, this business combination implies the incorporation of new non-controlling interests by 4,854 thousand euros (Note 19).

Revenue and profit attributable to the business combination from the date of incorporation to 31 December 2019 was not significant.

The headcount of this business unit incorporated into the Group comprised approximately 124 people.

There were no significant costs associated with this transaction.

## **2018**

### **Reparaciones Industriales Zaldívar, S.L.**

On 14 September 2018, the Parent Company and the subsidiary, Gestamp Bizkaia, S.A. signed an agreement to purchase Reparaciones Industriales Zaldibar, S.L. , acquiring 100% of the capital of that company for 4,000 thousand euros, of which a contingent liability amounting to 2,000 thousand euros was pending payment at 31 December, subject to certain conditions stipulated in the agreement.

At 31 December 2019, the conditions for payment of the first milestone relating to this contingent liability had been met, for which 667 thousand euros had been paid. Since more than one year has passed since the date of acquisition, this amount has been recorded in the Consolidated Income Statement under the heading Other operating expenses.

The effective date of that agreement was 14 November 2018.

This business combination originated a 444 thousand euros Goodwill (Note 10).

The company's object is to provide integral assembly, disassembly, improvements, transfers and other works related with the industrial equipment.

The fair value of the assets and liabilities of Reparaciones Industriales Zaldibar, S.L., obtained from the consolidation balance sheet was as follows:

	<b>Thousands of euros</b>
Property, plant and equipment	
Plant and other PP&E ( Note 11)	100
Trade receivables	1,026
Cash and cash equivalents	815
Financial Assets (Note 12)	29
	<hr/> 1,970 <hr/>
Other non-current liabilities	1
Other current liabilities	10
Trade accounts payable	396
Deferred Taxes (Note 24)	7
	<hr/> 414 <hr/>
Net assets	1,556
Percentage of direct shareholding acquired	100.00%
Attributable net assets	1,556
Total consideration	2,000
Net effect of the business combination	444
Percentage of indirect shareholding	100.00%
Final net effect of the business combination	444

The revenue and the income attributable to this business combination since the incorporation date to 31 December 2018 amounted to 360 thousand euros and 77 thousand euros of profit, respectively.

The headcount of this business unit incorporated into the Group comprised approximately 17 people.

There were no significant costs associated with this transaction.

*NCSG Sorocaba Industria Metalúrgica Ltda.*

On 5 February 2018, Gestamp Brasil Industria de Autopeças, S.A. signed an agreement to purchase NCSG Sorocaba Industria Metalúrgica Ltda. , acquiring 100% of the capital of that company for 80,000 thousand Brazilian reais (19,671 thousand euros). Of this amount, 23,532 thousand Brazilian reais (5,215 thousand euros) were pending at 31 December 2019 and the outstanding payment is booked under the heading "Other current liabilities" (Note 23.d).

The agreement entered into force on 2 April 2018.

The company's main activity is the manufacturing of automobile components.



The fair value of the assets and liabilities of NCSG Sorocaba Industria Metalúrgica Ltda., obtained from the balance sheet upon consolidation, was as follows:

	<b>Thousands of euros</b>
Intangible assets (Note 10)	8
Property, plant and equipment (Note 11)	
Land and buildings	6,592
Plant and other PP&E	9,514
Inventories	
Commodities and other consumables (Note 13)	1,412
Finished and semi-finished products	510
Trade receivables	4,864
	<hr/> 22,900 <hr/>
Deferred Taxes (Note 24)	389
Other current liabilities	1,331
Trade accounts payable	1,413
	<hr/> 3,133 <hr/>
Net assets	19,766
Percentage of direct shareholding acquired	100.00%
Attributable net assets	19,766
Total consideration	19,671
Net effect of the business combination	(95)
Percentage of indirect shareholding	70.00%
Final net effect of the business combination	(67)

The net effect of the business combination amounted to 67 thousand euros and was registered under the heading Other operating income in the Consolidated Income Statement at 31 December 2018.

The revenue and the income attributable to this business combination since the incorporation date to 31 December 2018 amounted to 28,819 thousand euros and 2,073 thousand euros of profit, respectively.

The headcount of this business unit incorporated into the Group comprised approximately 482 people.

There were no significant costs associated with this transaction.

#### **Note 4. Basis of presentation**

##### **4.1 True and fair view**

The Group's Consolidated Financial Statements at 31 December 2019 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, approved by the European Commission regulations in force at the aforementioned date.

The Consolidated Financial Statements have been prepared on the basis of the accounting records of each Group company at 31 December 2019 and 2018. Each company prepares its Financial Statements in accordance with the accounting principles and standards in force in the country in which it operates; the required adjustments and reclassifications were made in the consolidation process in order to harmonise the policies and methods used to adapt them to IFRS.

These Consolidated Financial Statements for the year ended 31 December 2019 were prepared by the Board of Directors of Gestamp Automoción, S.A. at its meeting held on 27 February 2020, to be submitted to the approval of the General Shareholders' Meeting, and it is considered that they will be approved without any changes.

The figures contained in these Consolidated Financial Statements are expressed in thousands of euros, unless otherwise indicated and, consequently, they may be rounded off.

#### 4.2 Comparison of information

The following companies were incorporated in the scope of consolidation in 2019:

- Edscha Automotive Coponents (Shanghai) , Co., Ltd.
- Edscha North America Technologies, LLc.
- Gestamp Etem Automotive Bulgaria, S.A.
- Etem Gestamp Aluminium Extrusions, S.A.

The first three companies were included in the scope of consolidation by the full consolidation method and the latter company using the equity method.

The following companies were incorporated into the scope of consolidation in 2018 using the full consolidation method:

- Reparaciones Industriales Zaldívar, S.L.
- Autotech Engineering Spain, S.L.
- Autotech Engineering France, S.A.S.
- Edscha Pha Automotive Components (Kunshan) Co., Ltd.
- NCSG Sorocaba Industria Metalúrgica Ltda.
- Tuyauto Gestamp Morocco, S.A.
- Gestamp Autocomponents (Beijing), co. Ltd.
- Gestamp Mejicana de Servicios Laborales, II S.A. de C.V.

Also, Gestamp Auto Components Sales (Tianjin), Co., Ltd. was incorporated using the equity method.

Lastly, the merger by absorption took place between Gestamp Palencia, S.A. (the acquiring company) and Gestamp Galvanizados, S.A.U. (the acquired company).

#### 4.3 Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of the Parent Company and subsidiaries at 31 December 2019.

The Group controls a subsidiary if and only if the Group in turn:

- Power over the subsidiary (rights that give the ability to direct the relevant activities of the subsidiary)
- Exposure, or rights to variable returns from its involvement in the subsidiary and
- The ability to use its power over the subsidiary to affect the said variable returns.

When the Group does not hold the majority of voting rights or similar rights of the subsidiary, the Group considers all relevant facts and circumstances to assess the existence of control. This includes:

- Contractual agreements with other investors holding voting rights of the subsidiary
- Rights arisen from other contractual agreements
- Potential voting rights of the Group
- Power over relevant activities of the subsidiary

When facts and circumstances indicate changes in one or more elements determining control over a subsidiary, the Group reassesses the existence of control over such subsidiary (Note 7).

Subsidiaries are fully consolidated from the acquisition date, when the Group obtains control, and continue to be consolidated until the date when such control ceases. If the Group loses or relinquishes control of a subsidiary, the Consolidated Financial Statements include that subsidiary's results for the portion of the year during which the Group held control thereover.

The financial statements of the subsidiaries have the same closing date as the Parent Company, except for the companies mentioned in Note 2.a. The said companies have an additional closing for the financial year for their inclusion in the Consolidated Financial Statements, being elaborated with the same accounting policies in a uniform and coherent procedure.

The profit or loss of a subsidiary company is attributed to non-controlling interests, even if it involves recording a debit balance with them.

Changes in shareholding percentage that do not mean loss of control are reflected as an equity transaction. When the Group loses control of a subsidiary:

- The Group derecognises the assets (including goodwill) and liabilities of the subsidiary.
- Derecognises the carrying amount of non-controlling interests.
- Derecognises translation differences taken to equity.
- Recognises the fair value of the consideration received for the transaction.
- Recognises the fair value of any retained investment.
- Recognises any excess or deficit in the Consolidated Income Statement.
- Reclassifies the shareholding of the Parent Company in the items previously registered in Other Comprehensive Income to profit or to retained earnings, as appropriate.

#### Subsidiaries

The full consolidation method is used for companies included in the scope of consolidation, controlled by the Parent Company, in accordance with the definition included at the beginning of this section.

#### Joint ventures

Interests in joint ventures are consolidated using the equity method until the date on which the Group ceases to have joint control over the venture.

A joint venture is an arrangement whereby the parties have joint control of the rights to the net assets of the joint venture. Joint control is the contractual agreement to share control and it exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

#### Joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities. Those parties are called joint operators.

The joint operations where the Group acts as joint operator are consolidated under interest in assets, liabilities, income and expenses.

### Associates

Investments in which the Group has significant influence but not control have been consolidated under the equity method. Significant influence is the power to participate in the financial and operating policy decisions of the subsidiary but it does not imply control or joint control on those policies. Considerations to make in order to decide whether there is significant influence are similar to those made to decide whether there is control over a subsidiary.

For the purposes of preparing these Consolidated Financial Statements, significant influence is deemed to exist in investments in which the Group, directly or indirectly, holds over 20% of the investment, and in certain instances in which the Group's holding is less than 20%, but significant influence can be clearly demonstrated.

### Translation of financial statements of foreign companies

The assets and liabilities and income statements of companies included in the Consolidated Financial Statements, whose functional currency is different from the presentation currency, are translated to euros using the closing foreign exchange rates method as follows:

- All assets, rights, and liabilities of foreign operations are translated at the exchange rate prevailing at the closing date of the Consolidated Financial Statements.
- Income and expenses are translated using the average exchange rate, as long as that average is a reasonable approximation of the cumulative effect of the actual exchange rates prevailing at the transactions dates and except for hyperinflationary economies (Note 4.5).

The differences between the net carrying amount of equity of the foreign companies converted using historical exchange rates and including the result net of taxes from the Profit and Loss Account, reflecting the above-mentioned treatment of income and expenses in foreign currencies, and the net carrying amount of equity resulting from the translation of goods, rights and liabilities are registered, with the corresponding negative or positive sign, as Translation differences in the Equity of the Consolidated Balance Sheet (Note 18).

Exchange gains and losses due to the impact of changes in the functional currency relative to the euro on foreign currency borrowings between Group companies considered permanent are taken directly to equity under Translation differences, net of their tax effect. Such reclassification in 2019 represents an increase of translation differences amounting to 15.1 million euros (decrease of 21.4 million euros in 2018).

Permanent financing transactions are considered to be intragroup loans to subsidiaries whose repayment is not foreseen and are therefore treated as equity.

At 31 December 2019, the Parent Company held own shares representing 0.12% of its share capital (0.19% at 31 December 2018) (Note 16.b). The subsidiaries do not own investments issued by the Parent Company at 31 December 2019 or at 31 December 2018.

The effect of the change in exchange rates when presenting the Statement of Cash Flows using the indirect method has been calculated taking into account an average of the year for Cash and cash equivalents and the change in exchange rates has been applied at the end of each of the years.

### Transactions between companies included in the scope of consolidation

The following transactions and balances were eliminated upon consolidation:

- Reciprocal receivables/payables and expenses/income relating to intra-Group transactions.

- Income from the purchase and sale of property, plant and equipment and intangible assets as well as unrealised gains on inventories, if the amount is significant.
- Intra-Group dividends and the debit balance corresponding to interim dividends recognised at the company that paid them.

#### Non-controlling interests

The value of non-controlling interests in the equity and profit (loss) for the year of consolidated subsidiaries is recognised in “Non-controlling interests” in “Equity” in the Consolidated Balance Sheet and in “Non-controlling interests” in the Consolidated Income Statement and Consolidated Statement of Comprehensive Income, respectively.

#### 4.4 Going concern

The Parent Company's directors have drawn up these Consolidated Financial Statements on a going concern basis since it considered that there are no uncertainties regarding its ability to continue as a going concern.

The Group has sufficient financing in place to fund its operations. The outstanding balance at 31 December 2019 of the Group's gross financial debt amounted to 3,468.7 million euros (2,944 million euros at 31 December 2018) (Note 4.6), of which 94% matures at over 12 months (91% at 31 December 2018).

At 31 December 2019, the Group had cash and cash equivalents totalling 1,751.9 million euros (1,508.7 million euros at 31 December 2018), whose breakdown was as follows.

	Million euros	
	2019	2018
Cash and Cash equivalents	658.5	616.4
Short-term investments	22.3	4.3
Undrawn credit facilities		
Maturing at over 12 months	378.5	287.0
Revolving Credit Facility	325.0	280.0
Maturing at under 12 months	367.6	320.0
<b>TOTAL</b>	<b>1,751.9</b>	<b>1,508.7</b>

#### 4.5 Argentina hyperinflation adjustment

Since all the inflation indicators for Argentina point to cumulative inflation in three years exceeding 100%, and there are no qualitative matters to mitigate the situation, Argentina must be considered to be a hyperinflationary economy from 1 July 2018, so IAS 29 “Financial Reporting in Hyperinflationary Economies”, applies, requiring the Consolidated Financial Statements to be expressed in terms of the current measurement unit on the date of the year reported. This restatement of accounting values was carried out as follows:

- Separation and identification of all balance sheet items between monetary and non-monetary. The monetary items are cash and the balances receivable or payable in Argentine pesos, including the assets from customer contracts. The non-monetary items are intangible assets, property, plant and equipment, tooling and other similar assets. The income statement and equity items are also deemed to be non-monetary items for the purposes of calculating hyperinflation. No significant items measured at current cost were identified.

- Non-monetary assets and liabilities: These assets were recognised at cost from their acquisition date. These items are restated from their acquisition date, multiplying the carrying amount at historical cost by the index obtained as a result of dividing the index at year-end by the index at the acquisition date.
- Income and expenses: These items were restated in line with the performance of the price index from the date on which they were recognised until the period-end date.
- The Income Statement of the Argentine companies in the Consolidated Financial Statements was translated to euros at the year-end exchange rate.
- Calculation and recognition of the deferred taxes arising from the change in accounting values with respect to tax values.

The index used for the restatement was a synthetic index. To restate the balances prior to 31 December 2016, the wholesale price index was used and, from 1 January 2017, the National Consumer Price Index was used.

The comparative figures in the Consolidated Financial Statements at 31 December 2018 with respect to the companies in Argentina are those of the previous year, that is, they are not adjusted by hyperinflation nor will they be adjusted for subsequent changes in the level of prices or exchange rates in subsequent years. This gives rise to differences between equity at the end of the 2017 and equity at the beginning of 2018 and, as an accounting policy option, these changes were presented in the Translation Differences heading.

The accumulated effect on the Consolidated Financial Statements at 31 December 2019 of the inflation adjustment made in the manner described in the previous paragraphs was as follows:

	31-12-19			31-12-18		
	Gestamp	Gestamp	Total	Gestamp	Gestamp	Total
	Córdoba, S.A.	Baires, S.A.		Córdoba, S.A.	Baires, S.A.	
Plant and other PP&E	11,569	25,459	37,028	11,451	25,227	36,678
Intangible Assets	19	45	64	21	-	21
Accounts receivable by stage of completion, tools	0	0	0	1,773	2,531	4,304
Trade payables (Tooling)	0	0	0	(3,042)	(3,956)	(6,998)
Deferred tax assets	-	0	0	-	0	0
Deferred tax liabilities	(2,897)	(6,376)	(9,273)	(2,487)	(5,950)	(8,437)
<b>EFFECT NON-MONETARY ASSETS AND LIABILITIES (Asset increase)</b>	<b>8,691</b>	<b>19,128</b>	<b>27,819</b>	<b>7,716</b>	<b>17,852</b>	<b>25,568</b>
Revenue	2,166	3,486	5,652	3,504	13,041	16,545
Cost of materials used	(1,648)	(2,043)	(3,691)	(1,248)	(7,136)	(8,384)
Staff costs	(359)	(851)	(1,210)	(1,446)	(2,308)	(3,754)
Other operating expenses	(277)	(667)	(944)	(733)	(1,118)	(1,851)
<b>EFFECT ON EBITDA</b>	<b>(118)</b>	<b>(75)</b>	<b>(193)</b>	<b>77</b>	<b>2,479</b>	<b>2,556</b>
Depreciation and amortisation and impairment	1,020	1,539	2,559	955	2,369	3,324
Finance income	(118)	71	(47)	10	438	448
Finance costs	4	(140)	(136)	(80)	(1,011)	(1,091)
Exchange gains (losses)	60	(142)	(82)	(116)	(26)	(142)
Income tax	731	1,518	2,249	143	188	331
Result of exposure to inflation	1,087	1,298	2,385	952	4,159	5,111
<b>EFFECT ON RESULTS FOR THE YEAR (Loss)</b>	<b>2,666</b>	<b>4,069</b>	<b>6,735</b>	<b>1,941</b>	<b>8,596</b>	<b>10,537</b>
<b>EFFECT ON RESERVES (Losses from previous years)</b>	<b>1,941</b>	<b>8,596</b>	<b>10,537</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>PRIOR EFFECT ON TRANSLATION DIFFERENCES (Asset increase)</b>	<b>(13,298)</b>	<b>(31,793)</b>	<b>(45,091)</b>	<b>(9,657)</b>	<b>(26,448)</b>	<b>(36,105)</b>
Effect non-controlling interests due allocation of translation differences	(3,773)	(8,914)	(12,687)	(2,813)	(6,691)	(9,504)
Effect non-controlling interests due allocation of income and expenses	625	1,219	1,844	499	1,336	1,835
Effect non-controlling interests due allocation of reserves	499	1,336	1,835	-	-	-
<b>EFFECT ON NON-CONTROLLING INTEREST (Equity and liabilities increase)</b>	<b>(2,649)</b>	<b>(6,359)</b>	<b>(9,008)</b>	<b>(2,314)</b>	<b>(5,355)</b>	<b>(7,669)</b>
<b>TOTAL EFFECT ON TRANSLATION DIFFERENCES (Assets increase)</b>	<b>(9,525)</b>	<b>(22,879)</b>	<b>(32,404)</b>	<b>(6,844)</b>	<b>(19,757)</b>	<b>(26,601)</b>
<b>TOTAL EFFECT ON INCOME AND EXPENSES (loss)</b>	<b>2,041</b>	<b>2,850</b>	<b>4,891</b>	<b>1,442</b>	<b>7,260</b>	<b>8,702</b>
<b>EFFECT ON RESERVES (Equity and liabilities decrease/losses from previous years)</b>	<b>1,442</b>	<b>7,260</b>	<b>8,702</b>	<b>-</b>	<b>-</b>	<b>-</b>

Balance-sheet accounts with a positive sign relate to receivable balances and the negative sign to payable balances. Income statement accounts with a positive sign relate to expenses and the negative sign to income.

#### 4.6 Alternative management indicators

Together with the indicators given in the IFRS, the Group uses a set of alternative management indicators, since it considers that they help in the decision-making process and economic-financial situation and are widely used by investors, financial analysts and other stakeholders. These indicators are not defined by IFRS and thus may not be directly comparable with other similar indicators used by other companies.

##### EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)

EBITDA is an alternative management indicator because it provides useful information regarding the plants' ability to generate operating results (before financial expenses, taxes and amortisation), segments and the Group as a whole, and it is one of the indicators used by lenders to measure our financial capacity, on comparing it with debt.

The impact of the amendments to the IFRS in the year (Note 5) have not changed the definition of EBITDA, since it represents the operating profit before depreciation, amortization and impairment losses. It is calculated as the difference between two aggregates defined under IFRS, without performing any adjustments thereto.

The calculation of EBITDA at 31 December 2019 and 31 December 2018 is as follows:

	2019	2018
Operating Profit	503,963	527,335
Depreciation and amortisation and impairment	567,765	433,190
	<b>1,071,728</b>	<b>960,525</b>

For the purposes of providing comparable figures, the proforma EBITDA for 2019 excluding the impact of the application of IFRS 16 would be 984,452 thousand euros.

The calculation of the EBITDA at 31 December 2019, based on the information contained in the Consolidated Statement of Cash Flows was as follows:

	Thousands of euros	
	2019	2018
<b>Profit before taxes attributable to equity holders of the company</b>	<b>279,219</b>	<b>329,637</b>
<b>Adjustments to profit</b>	<b>792,509</b>	<b>630,888</b>
Depreciation and amortization of assets	567,765	433,190
Gain (loss) attributable to non-controlling interest	54,863	27,759
Financial incomes	(13,494)	(8,956)
Financial expenses	172,815	146,528
Exchange rate differences	(4,184)	19,175
Share of profit/(loss) from associates - equity method	(2,060)	46
Change in fair value of financial instruments	14,587	8,035
Deterioro y rdo enajenac instrum financieros	(168)	0
Result of exposure to inflation	2,385	5,111
<b>TOTAL EBITDA</b>	<b>1,071,728</b>	<b>960,525</b>

##### EBIT (Earnings Before Interest and Taxes)

EBIT is the Operating Profit. It is calculated before financial and Tax expenses.

CAPEX

The Group uses the CAPEX as an alternative management indicator, since it provides significant information on the investment decisions performed by the Group, and it is also related with the financing of operations.

CAPEX is calculated by adding the additions to Other intangible assets and to Property, plant and equipment.

CAPEX at 31 December 2019 and 31 December 2018 is as follows (Notes 10.b and 11):

	2019	2018
Additions to Other intangible assets	108,075	112,411
Additions to Property, plant and equipment	714,440	807,804
	<b>822,515</b>	<b>920,215</b>

Net Financial Debt

Net Financial Debt provides useful information with regard to the level of debt held by the Group related with compliance with financial obligations (“covenants”), and the changes therein relate to cash generation before lending transactions more directly than the changes in gross debt. The impact of IFRS 9 in the year (Note 23) did not change the definition of such Alternative Management Indicator, calculating it by reference to the data from the Consolidated Financial Statements.

The calculation of the Net Financial Debt at 31 December 2019 and 31 December 2018 is as follows (Note 23):

	Thousands of euros	
	2019	2018
Interest-bearing loans and borrowings and debt issues	2,864,236	2,664,983
Finance lease	59,029	46,638
Borrowings from related parties	132,442	203,527
Other borrowings	20,368	28,756
Operating lease ( IFRS 16)	392,631	-
<b>Gross Financial Debt (Note 23 and Note 4.4)</b>	<b>3,468,706</b>	<b>2,943,904</b>
Current financial assets	(88,541)	(94,258)
Cash and cash equivalents	(658,581)	(616,497)
<b>Subtotal</b>	<b>(747,122)</b>	<b>(710,755)</b>
<b>Net financial debt</b>	<b>2,721,584</b>	<b>2,233,150</b>

For the purposes of providing comparable figures, the proforma net financial debt at 31 December 2019 excluding the impact of the application of IFRS 16 would be 2,328,953 thousand euros.



**Note 5. Changes in accounting policies****a) Standards and interpretations approved by the European Union and applied for the first time during the period****IFRS 16 - Leases**

IFRS 16 replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions in the Legal Form of a Lease. This standard establishes the principles for the recognition, measurement, presentation and disclosures to be revealed regarding the leases, and requires the lessees to recognise all the leases under a single balance-sheet model.

The Group has adopted IFRS 16 with an initial application date of 1 January 2019 using the modified retroactive method, which means that the cumulative effect of the initial application has been recorded as an adjustment to the opening balance of the initial accumulated profits for 2019, and that the comparative figures for the previous year have not been restated.

For transition purposes, at the date of first-time application, the Group decided to use the practical solution of applying IFRS 16, exclusively for the leases that were already identified as such, in accordance with the previous standards (IAS 17 and IFRIC 4). The Group has also decided to apply the exemptions proposed under the standard to the lease arrangements that ended within 12 months of the date of first-time application ("short-term leases"), and for the lease arrangements for which the underlying asset has a low value ("low value assets").

The impact of the adoption of IFRS 16 was as follows at 1 January 2019:

	Thousands of euros
<b>Assets</b>	
Assets for rights of use	395,110
<b>Liabilities</b>	
Lease liabilities	395,110

In addition to these lease liabilities recognised at the date of first application, at 1 January 2019 the Group had recognised rights of use on leases (gross cost) and lease liabilities amounting to 63,251 thousand euros and 46,638 thousand euros, respectively, relating to leases previously classified as finance leases (see Note 11).

***Nature of the impact of IFRS 16***

The Group is lessee of buildings, warehouses, machinery and vehicles. Prior to the adoption of IFRS 16, the Group assessed at the commencement of these arrangements whether an operating lease or a finance lease was involved. The lease was classified as a finance lease if substantially all the risks and benefits of ownership of the asset were transferred; otherwise they were classified as operating leases.

In the finance leases, a fixed asset was recognised for the fair value of the asset, or for the present value of the minimum lease payments, if lower. The financial liability was subsequently recognised at amortised cost.

With regard to operating leases, an asset was not recognised on the balance sheet and, in exchange, an expense was recognised on a straight-line basis in the income statement during the lease period. All advance payments or accrued income are recognised as prepaid expenses or accounts payable, respectively.

However, with the adoption of IFRS 16, the Group applies a single recognition and measurement model for all leases in which it operates as lessee, except for low value assets and short-term leases.

The standard provides certain practical solutions and requirements in the transition that have been applied by the Group:

- *Leases previously classified as finance leases*

The Group has not modified the carrying amount of the assets and liabilities recognised at the date of first-time application of the leases that had previously been classified as finance leases. That is, the rights of use and the leased liabilities are the same as the leased assets and liabilities recognised under IAS 17. Accordingly, the requirements of IFRS 16 for this type of lease will be applied from 1 January 2019.

- *Leases previously classified as operating leases*

The Group recognised the rights of use and the leased liabilities for those leases previously classified as operating leases, except for short-term leases and those relating to low value assets.

The leased liabilities were calculated at the present value of the outstanding payments, using the incremental interest rate at the date of first-time application. For most of the leases, the rights of use were calculated as if the standard had always been in force, but using the incremental interest rate at the date of first-time application. For the remaining leases, rights of use were calculated at the same amount for lease liabilities, adjusting the advance payments made.

The Group also applied the following practical solutions available: such as considering short-term leases as those that end in the following 12 months or less from the date of first-time application and using current information.

In relation to the presentation, the rights of use and lease liabilities were presented separately from other assets and liabilities in the Consolidated Balance Sheet.

The reconciliation of lease liabilities recognised in the transition to IFRS 16 on 1 January 2019 to the operating lease commitments detailed in the financial statements at 31 December 2018 was as follows:

	Thousands of euros
<b>Operating leases commitments at December 31, 2018</b>	<b>524,279</b>
Detail:	
Commitments relating to IFRS 16 at December 31, 2018	479,688
Commitments relating to software at December 31, 2018	7,696
Commitments related to current lease agreements and non material assets at December 31, 2018	36,895
Commitments relating to IFRS 16 at December 31, 2018	479,688
weighted average discount rate	5.16%
<b>Lease agreements liabilities at January 1, 2019 (Discounted commitments relating to IFRS 16)</b>	<b>395,110</b>

## **IFRIC 23 – Uncertainty over Income Tax Treatments**

The Interpretation addresses the accounting for income tax when the tax treatment involves uncertainty that affects the application of IAS 12. This Interpretation does not apply to taxes or levies that are outside the scope of IAS 12, nor does it include the treatment of interest and related penalties that may arise. The interpretation specifically addresses the following aspects:

- ▶ When an entity should consider uncertainty as to tax separately.
- ▶ The hypothesis that must be made by an entity about whether the tax treatment will be reviewed by the tax authorities.
- ▶ How an entity should determine taxable income, tax bases, tax losses to be offset, tax deductions and tax rates.
- ▶ How an entity should consider changes in facts and circumstances.

Any entity must determine to consider every uncertainty over income tax separately or jointly with other uncertainties over income tax. The criterion to be applied is that which best clarifies the uncertainty linked to income tax. Following the assessment performed by the Group, it was concluded that this interpretation did not have a significant effect on the Consolidated Financial Statements.

According to Note 21, the Group has recognised uncertain tax positions amounting to 8,579 thousand euros at 31 December 2019 (8,229 thousand euros at 31 December 2018).

### **b) Standards and interpretations issued by the IASB, but not applicable in this year**

#### **Amendments to IFRS 3 - Business combinations**

The amendments change the business definition of IFRS 3 to help entities to determine whether a transaction must be recognised as a business combination or as the acquisition of a group of assets. This distinction is highly important, since the acquirer only recognises goodwill when a business is acquired.

The new business definition emphasises that the purpose of a business is to provide goods and services to customers, which generate investment income (such as dividends or interest) or which generate other income from ordinary activities, while the previous definition focused on providing return in the form of dividends, less costs or other economic benefits directly to investors or other owners, members or participants.

The new business definition will be applied by the Group to acquisitions that take place from 1 January 2020, or later.

#### **Amendments to IAS 1 and IAS 8 – Definition of material**

The amendments to the definition of material are made so that it is easier to make judgements on what is material. The definition of material helps the entities to decide whether the information must be included in the Consolidated Financial Statements. These amendments clarify this definition and include guides on how it must be applied. Also, the explanations accompanying this definition were improved and it was ensured that the definition of material is consistent in all the standards.

The amendments will be applied to the annual periods beginning on 1 January 2020 or later, and their early application is permitted. The Group will assess the content of its Consolidated Financial Statement in accordance with the new definition, although it does not expect significant changes.

## Note 6. Summary of significant accounting policies

### 6.1 Foreign currency transactions

#### Functional and presentation currency

Line items included in the financial statements of each entity are valued using the functional currency of the primary economic environment in which it operates.

The Consolidated Financial Statements are presented in thousands of euros, and the Euro is the Group's presentation currency and the functional currency of the Parent Company.

#### Transactions in foreign currency other than the functional currency of each company

Transactions in foreign currencies different to the functional currency of each company are translated to the Group's functional currency at the exchange rate prevailing at the date of the transaction. Exchange gains and losses arising on the settlement of these transactions or on translating foreign currency denominated monetary assets and liabilities at closing rates are recognised in the Consolidated Income Statement.

### 6.2 Property, plant and equipment

Property, plant and equipment is carried at either acquisition, transition cost to IFRS (1 January 2007), or production cost, including all the costs and expenses directly related with assets acquired until ready for use, less accumulated depreciation and any impairment losses. Land is not depreciated and is presented net of any impairment charges.

Acquisition cost includes:

- Purchase price.
- Cash discounts that reduce the value of the asset.
- Directly attributable costs incurred to ready the asset for use.

Prior to the date of transition to international accounting standards (1 January 2007), certain Group companies remeasured certain tangible assets under various legal provisions (RDL 7/1996; Norma foral del Gobierno vasco 6/1996 and various international legal provisions), the amount of these remeasurements being considered as part of the cost of the assets in accordance with IAS 1.

At the date of transition to EU-IFRS (1 January 2007), all property, plant and equipment was measured at fair value at that date on the basis of a report by an independent expert, which led to a revaluation of the Group's assets (Note 11).

The carrying value of Property plant, and equipment acquired by means of a business combination is measured at its fair value, determined by an independent expert at the moment of its incorporation into the Group (Note 6.3).

Specific spare parts: certain major parts of some items of Property, plant and equipment may require replacement at irregular intervals. The cost of these parts is capitalised when the part is replaced and depreciated over their estimated useful lives. The net carrying amount of replaced parts is retired with a charge to income when the replacement occurs.

Ordinary repair or maintenance work is not capitalised increasing the value of PP&E.

An item of Property, plant and equipment is retired upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on retirement of the asset (calculated as

the difference between the net disposal proceeds and the net carrying amount of the asset) is included in the Consolidated Income Statement in the year in which the asset is retired.

As permitted under IAS 23, borrowing costs directly attributable to the acquisition or development of a qualifying asset - an asset that takes a substantial period to be ready for its intended use - are capitalised as part of the cost of the respective assets. The amount of these capitalised finance costs is not significant.

Annual depreciation is calculated using the straight-line method based on the estimated useful lives of the various assets.

The estimated useful lives of the various asset categories are:

	Estimated useful life (years)	
	2019	2018
Buildings	17 to 35	17 to 35
Plant and machinery	3 to 20	3 to 20
Other plant, tools and furniture	2 to 10	2 to 10
Other PP&E items	4 to 10	4 to 10

The estimated assets' useful lives are reviewed at each financial year end, and adjusted prospectively if revised expectations differ significantly from previous estimates.

No significant residual values at the end of useful lives are expected.

When the net book value of an individual item from Property, plant and equipment is higher than their recoverable value, impairment is considered and the value of the item is decreased to the recoverable value.

### 6.3 [Business combinations and consolidation goodwill](#)

#### Business combinations

Business combinations are accounted for using the acquisition method. The acquisition cost is the sum of the total consideration transferred, measured at fair value at the acquisition date, and the amount of non-controlling interest of the acquired company, if any.

For each business combination, the Group measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

Acquisition costs incurred are registered under the heading "Other operating expenses".

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions at the acquisition date. This includes the separation of the implicit derivatives of the main contracts of the acquired company.

#### Consolidation goodwill

Goodwill acquired in a business combination is initially measured, at the time of acquisition, at cost, that is, the excess of the total consideration paid for the business combination over the Parent Company's interest in the net fair value of the identifiable assets, liabilities, and contingent liabilities of the acquired business.

For companies whose functional currency is different from the presentation currency, the value of the goodwill recognised is updated using the closing exchange rate, recognising in Translation differences the differences between beginning and ending balances, according to IAS 21, considered to be belonging to the acquired business assets.

If the Parent Company's interest in the net fair value of the identifiable acquired assets, assumed liabilities, and contingent liabilities exceeds the cost of the business combination, the Parent Company reconsiders the identification and measurement of the assets, liabilities, and contingent liabilities of the acquired company, as well as the measurement of the cost of the business combination (even non-monetary) and recognises any excess that continues to exist after this reconsideration in the Consolidated Income Statement.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's Cash-Generating Units or group of Cash-Generating Units (Note 6.7) expected to benefit from the business combination's synergies, irrespective of any other Group assets or liabilities assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit or groups of cash-generating units to which the goodwill relates. If the recoverable amount of the Cash-Generating Unit or group of Cash-Generating Units is less than the carrying amount, the Group recognizes an impairment loss (Note 6.7).

#### 6.4 [Investment in associates](#)

The Group has interests in associates, which are companies over which the Group has significant influence.

The Group records its interest in associates using the equity method.

According to this method, the investment in an associate is initially recorded at cost. From the acquisition date on, the carrying amount of the investment is adjusted to reflect the changes of the investor's share of the net assets of the associate. The goodwill related to the associate entity is included in the carrying amount of the investment and it is not amortised and no related impairment test is performed.

The share of the Group in profits of operations of the associate is reflected in the Consolidated Income Statement. When there has been a change recognised directly in equity by the associate, the Group recognises its share of this change, when applicable, in the Consolidated Statement of Changes in Equity. Non-realized gains or losses resulting from transactions between the Group and the associate corresponding to the share of the Group in the associate are eliminated.

The share of the Group in profits of the associate is reflected directly in the Consolidated Income Statement and it represents profit after taxes and non-controlling interests existing in subsidiaries of the associate.

The financial statements of the associate are prepared for the same period as the Group; the required adjustments and reclassifications have been made in consolidation in order to harmonise the policies and methods used by the Group.

After using the equity method, the Group decides if impairment losses on the investment in the associate have to be recognised. At the closing date the Group considers if there are evidences of impairment of the investment in the associate. If so, the impairment is calculated as the difference between the recoverable amount and the carrying amount of the associate, and the amount of such impairment is recognised in Share of Profits From Associates Accounted for Using the Equity Method in the Consolidated Income Statement.

When the significant influence of the Group in the associate ceases, the Group recognises the investment at its fair value. Any difference between the carrying amount of the associate at the moment of loss of significant influence and the fair value of the investment plus the income for sale, is recognised in the Consolidated Income Statement.

## 6.5 Other intangible assets

Other intangible assets acquired by the Group are measured at cost less accumulated amortization and any accumulated impairment losses.

An intangible asset is recognised only if it is probable that it will generate future benefits for the Group and that its cost can be reliably measured.

### Research and development costs

Research costs are expensed as incurred.

Development expenditure is capitalised when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete and its ability to use or sell the resulting asset;
- Its ability to use or sell the intangible asset;
- The economic and commercial profitability of the project is reasonably ensured;
- The availability of adequate technical and financial resources to complete and to use or sell the resulting asset;
- Its ability to measure reliably the expenditure during development.

Capitalised development expenses are amortised on a straight-line basis, over the period in which it is expected to obtain income or profits from the aforementioned project, which does not exceed 6 years.

At 31 December 2019 and 31 December 2018, no intangible assets corresponding to development expenses had been capitalised more than one year prior (with respect to those dates) and that had not begun to be amortised on those dates.

### Concessions, patents, licences, trademarks, et al.

These intangible assets are initially measured at acquisition cost. They are assessed as having a finite useful life and are accordingly carried at cost net of accumulated amortization. Amortization is calculated using the straight-line method, based on the estimated useful life, in all instances less than 5 years; except the GESTAMP brand which is considered an asset of indefinite useful life.

### Software

Software is measured at acquisition cost.

Software acquired from third parties, recognised as assets, is amortised over its estimated useful life, which does not exceed 5 years.

IT maintenance costs are expensed as incurred.

## 6.6 Financial assets

Following the IFRS 9's criteria, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Debt financial asset instruments are subsequently measured at fair value through profit or loss (FVPL), amortised cost, or fair value through other comprehensive income (FVOCI). The classification is based on two criteria: the Group's business model for managing the assets; and whether the instruments' contractual cash flows represent 'solely payments of principal and interest' on the principal amount outstanding (the "SPPI criterion").

The new classification and measurement of the IFRS 9 is as follows:

- instruments at amortised cost for financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion.
- instruments at FVOCI, with gains or losses recycled to profit or loss on derecognition.

The Group's financial instruments included in non-current financial assets, trade and other receivables, other current assets and current financial investments are recognised at amortised cost, taking into account the business model and the evaluation of the SPPI.

### Investments accounted for using the equity method

Investments in associates or joint ventures, companies in which the Group has significant influence, are accounted for using the equity method (Note 6.4).

### Derecognition of financial instruments

The Group retires a transferred financial asset from the Consolidated Balance Sheet when it has transferred in full its rights to receive cash flows from the asset or, retaining these rights, when the Group has assumed a contractual obligation to pay the cash flows to the transferees, and the Group has transferred substantially all the risks and rewards of ownership of the asset.

If the entity has retained substantially all the risks and rewards of ownership of the transferred asset, the entity does not retire the transferred asset from its balance sheet and recognises a financial liability for the consideration received. This financial liability is subsequently measured at amortised cost. The transferred financial asset continues to be measured using the same criteria as prior to the transfer. In subsequent periods, the Group recognises any income on the transferred financial asset and any expense incurred on the financial liability in the Consolidated Income Statement.

## 6.7 Impairment losses on assets

### Impairment of assets Impairment of non-financial assets

The Group assesses at each reporting date whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount as either the group of assets' or cash-generating unit's fair value less costs to sell, or its value in use, whichever is higher.

The indicators of impairment are analysed at two levels: One, at the level of the Group's CGUs and the other for the corporate development expense intangible assets (R&D projects). It is considered that a CGU has signs of impairment if it is observed that its level of profitability is significantly below the average return of the segment and of the Group for an on-going period. Other qualitative factors that may affect the CGU are also considered. In the case of the R&D Projects, a significant variation in actual



income with regard to expected income in the business plans estimated at the start of the project represent a sign of impairment.

A cash-generating unit (CGU) is the smallest identifiable group of assets that generates cash flows that are largely independent of the cash inflows from other assets. The smallest identifiable group of assets designated are the operating plants or the individual companies. However, there are specific cases in which the CGU does not correspond directly to the operating plants because the trading society groups several nearby plants or managed as unit (France, United Kingdom, Brasil) or there is a relevant operational integration by country (Mexico, USA).

When the carrying amount of a group of assets or CGU exceeds its recoverable amount, an impairment loss is recognised and its carrying amount is decreased to its recoverable amount.

Impairment losses with respect to CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating units and, then, to proportionally reduce the carrying amount of the assets of the CGU unless, based on a review of the individual assets, it is considered that their fair value less costs to sell is higher than their carrying amount.

When assessing value in use, estimated future cash-flows are discounted at present value by using a pre-tax discount rate that reflects current market valuations of money and risks of the asset. For calculating the fair value of the asset less costs to sell, recent transactions are considered and if they cannot be identified, a proper valuation method is used. These calculations are based on several considerations, market prices and other available indicators of the fair value.

The calculation of impairment is based on detailed budgets and provisions individually prepared for each CGU to which the asset is allocated. Those budgets and provisions refer to a five-year and after that it applies a long-term growth rate using for estimating future cash-flows.

The impairment losses from continued operations, including impairment of inventories, are registered in the Consolidated Income Statement in the expense headings related to the function of the impaired asset.

For all assets except goodwill, an assessment is made every year to see if there is evidence that the impairment registered in previous years has been reduced or has disappeared. In such case, the Group estimates the recoverable value of the asset or the CGU.

An impairment loss recognised in previous years is reversed against the Consolidated Income Statement, if there has been a change in the assumptions used to determine the asset's recoverable amount. The restated recoverable amount of the asset cannot exceed the carrying amount that would have been determined had no impairment loss been recognised.

The following assets present specific characteristics when assessing their impairment:

#### Consolidation goodwill

Impairment test of goodwill is carried out on year end basis, and when there is also evidence that goodwill may be impaired.

The impairment test for the goodwill assesses the recoverable value of each CGU allocated to it. If the recoverable value of the CGU is lower than its carrying amount, an impairment loss is registered.

Goodwill impairment losses cannot be reversed in future periods.

### Intangible assets.

At year-end an impairment test is performed on intangible assets with indefinite useful lives, both at the individual level and at the CGU level, as appropriate, and when circumstances indicate that the carrying amount may be impaired.

### Impairment of financial assets

The reduction in the fair value of a financial asset that has been recognised directly in equity when there is objective evidence of impairment must be recognised in the Consolidated Income Statement for the year. The cumulative loss recognised in the Consolidated Income Statement is measured as the difference between the acquisition cost and current fair value.

Once an equity investment has been impaired, any increase in value is registered in “Other comprehensive income” with no effect on the profit or loss for the year.

In the case of debt instruments, if the fair value of an impaired debt instrument subsequently increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the Consolidated Income Statement, the impairment loss can be reversed through the Consolidated Income Statement.

The recoverable amount of held-to-maturity investments and loans and receivables carried at amortised cost is calculated as the present value of the expected future cash flows discounted at the original effective interest rate. The carrying amount of the asset will be reduced through the provision account. The amount of the loss is recognised in the Consolidated Income Statement for the year. Current investments are not discounted to present value.

Impairment losses on loans and receivables carried at amortised cost are reversed if the subsequent increase in the recoverable amount can be objectively related to an event occurring after the impairment loss was recognised.

## 6.8 Assets and liabilities held for sale and discontinued operations

Assets and liabilities included in a disposal group whose recovery is expected through sale and not through continued use are included in this category. These assets are valued at lower cost between carrying amount and fair value less costs for sale.

Discontinued operations are reflected in the Consolidated Income Statement separately from the revenue and expenses from continued operations. They are reflected in a line as profit after taxes from discontinued operations.

At 31 December 2019 and 31 December 2018, no assets or liabilities were recognised under this heading or profits/losses from discontinued operations.

## 6.9 Trade and other receivables

Accounts receivable from customers are measured in the accompanying Consolidated Balance Sheet at their nominal value.

Discounted bills pending maturity at year end are included in the accompanying Consolidated Balance Sheet under “Trade receivables,” with a balancing entry in “Interest-bearing loans and borrowings”. The balances transferred to banks as Non-Recourse Factoring are not included in “Trade receivables” since all risks related to them, including bad and past-due debt risks, have been transferred to the bank (Note 15.a).

The Group recognises impairment allowances in order to cover the expected loss model.

#### 6.10 Inventories

Inventories are valued at the lower of acquisition or production cost and net realisable value.

Cost includes all expenses derived from the acquisition and transformation of inventories, including any other expenses incurred to bring them to their present condition and location.

Inventories have been valued using the average weighted cost method.

When inventories are deemed impaired, their initially recognized value is written down to net realizable value (selling price less estimated costs of completion and sale).

#### 6.11 Revenue recognition and assets from contracts with customers

##### Recognition of revenue from customer contracts

The Company earns its revenue primarily from the sale of welded and stamped parts, as well as the construction of toolings. These goods and services are delivered to customers over time and not necessarily together.

The policy of recognising the Group's income is determined by the five-stage model proposed by IFRS 15 Revenue from Contracts with Customers.

##### *Identification of the contract with the customer*

The Group's contracts are normally supply agreements for an unspecified number of orders and thus the term of each contract depends on the orders received.

The contracts are identified with the orders received from the customer, since this is when rights and obligations are created between both parties to produce the parts or build the tools.

##### *Identification of the performance obligations*

Given that control of manufactured toolings is transferred to the customer, the toolings are considered contract's goods and services. Manufacturing of the toolings as well as the parts necessary to ensure their correct operation is a single performance obligation.

Once the toolings are manufactured, each part requested by a customer corresponds to a separate performance obligation and thus, for practical purposes, they are not considered a series, given the short duration of the orders and the little time needed to produce the parts.

Taking into account the just in time production model with customers, at year-end, there were no significant performance obligations pending execution in relation to parts.

##### *Determination of the price of the transaction and its allocation to the performance obligations*

The price agreed in the orders represents the independent sales price of the goods and services being transferred in the contracts. The Group negotiates concessions or incentives that are discounted from expected future revenue despite the fact that the number of parts ordered with each contract is not known. Some orders have variable consideration for the reviews of prices under negotiation, which are estimated based on the expected probability method and, where appropriate, they would be limited to the amount that is highly unlikely to be reversed in the future.

On certain occasions, advance payments of future discounts are applicable to the agreement, which are normally paid at the beginning of the project to the customer. This payment complies with the definition of the asset, to the extent that the associated contracts (resource criteria controlled by the company) are going to generate profit (probability criteria). Once the manufacture of the tools has been completed and the parts manufacturing phase has commenced, it is highly unlikely that the customer will cancel the project and choose another supplier, because it would mean a significant delay in its production and therefore it is probable that profit will be generated. Furthermore, it is highly probable that the payment will be recovered through sales of future parts and it is probable that economic benefits will be generated.

This payment is normally associated with the parts supply agreement to the customer, which will determine the time criteria to transfer the asset to results for the advance payment.

The accounting treatment afforded is to recognise this asset for the payment made early and to transfer it to results as reduced income when the goods and services expected in the agreement are delivered, that is, for the number of parts supplied to the customer. Given that the agreement term with the customer normally exceeds one year and the payment is made at the beginning of the project, the amount paid reflects the current net value of the asset to be recognised, hence, in subsequent periods, the corresponding finance income must accrue.

#### *Recognition of income*

As the parts are made, goods are created that have no alternative use and the related orders generate rights and obligations wherein control of the parts is transferred to the customer.

Since the control of toolings and parts is transferred over time, advance is measured using the method of work-in-progress evaluation. The method that best represents the progress of the Group's activities is costs incurred as a percentage of total estimated costs. If the results of a contract cannot be reliably estimated, revenue is recognised only to the extent that the expenses recognised are recoverable.

Based on historical experience and the Group's current estimates, except in extraordinary circumstances, no losses will be generated upon final settlement of the manufacturing contracts for tools under construction. Exceptionally, should it be deemed likely that costs will not be recovered, an onerous contract provision would be recognised.

#### *Other aspects of the income recognition policy*

There are no incremental direct costs for obtaining contracts. Performance obligations representing a guarantee do not exist either.

A residual part of income corresponds to access licences (royalties). They are recognised in line with the accrual principle.

#### Assets from contracts with customers

Customer advances corresponding to tooling construction contracts reflect billing milestones and not necessarily the stage of completion of the tooling construction. Assets from contracts with customers includes the balancing entry for income recognised according to the method of work-in-progress evaluation for which the customer was not invoiced, deducting the customer advances received. These Assets from contracts with customers are presented at contract level with a customer.

### Interest, royalties and dividends

Interest revenue is recognised as interest accrues taking into account the effective return of the asset (using the effective interest method, i.e., the rate that makes discounted future cash receipts through the expected life of the financial instrument equal to the initial carrying amount of the asset).

Dividends received from associates, integrated by the equity method, are recognised in results on an accrual basis.

### 6.12 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with short-term, highly liquid investments that are subject to an insignificant risk of changes in value. An investment is considered a cash equivalent when it has a maturity of three months or less from the date of acquisition or establishment.

### 6.13 Government grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Grants related to assets are recognised as “Deferred Income” in the Consolidated Balance Sheet at the amount granted. The grant will be recognised in the Consolidated Income Statement as the subsidised asset is amortised.

When the grant relates to expenditure (or operating) items, it is recognised directly in the Consolidated Income Statement as income.

### 6.14 Financial liabilities (suppliers, borrowings and others)

Financial liabilities are initially recognised at fair value, net of transaction costs, except financial liabilities at fair value through consolidated profit and loss. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, measured as the difference between their cost and redemption value, using the effective interest rate method.

Liabilities maturing in less than 12 months from the Consolidated Balance Sheet date are classified as current, while those with longer maturity periods are classified as non-current.

A financial liability is retired when the obligation under the liability is discharged or cancelled or expires.

### 6.15 Provisions and contingent liabilities

Provisions are recognised when the Group has a current obligation (legal or constructive) arising as a result of a past event and it is probable that the Group will have to dispose of resources as required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at each Consolidated Balance Sheet closing date and are adjusted to reflect the current best estimate of the liability.

Provisions for personnel restructuring are recorded for the expenses necessarily incurred in restructuring and for those not associated with the entity's normal activities.

Provisions for personnel restructuring are only recognised when there is a formal plan that identifies:

- the affected business;
- the main locations affected;
- the employees to receive redundancy payments;
- the outlays to be incurred;
- when it will be implemented;
- and it is also necessary that a real expectation has been generated that the restructuring will be carried out and that those affected have been informed.

The provisions are determined by discounting expected future cash outlays using the pre-tax market rate and, where appropriate, the risks specific to the liability. This method is only applied if the effects are significant. When discounting is used, the increase in the provision due to the passage of time is recognised as a financial expense.

Contingent liabilities are potential obligations that arise from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not within the control of the Group, as well as present obligations arising from past events, the amount of which cannot be reliably estimated or whose settlement may not require an outflow of resources. These contingent liabilities are only subject to disclosure and are not accounted for.

#### 6.16 Employee benefits

The Group has assumed pension commitments for some companies located in Germany and France.

The Group classifies its pension commitments depending on their nature in defined contribution plans and defined benefit plans. Defined contribution plans are post-employment benefit plans under which the company pays fixed contributions into a separate entity (insurance company or pension plan), and will have no legal or constructive obligation to pay further contributions if the separate company does not carry out its assumed commitments. Defined benefit plans are post-employment benefit plans other than defined contribution plans.

##### Defined contribution plans

The Group carries out predetermined contributions into a separate entity (insurance company or pension plan), and will have no legal or implicit obligation to pay further contributions if the separate company does not have enough assets to attend employee benefits related to their services rendered in current and previous years.

The contributions made to defined contribution plans are recognised in profit and loss according to the accrual principle.

The amount posted in the Consolidated Income Statement was 4.1 million euros at 31 December 2019 (6.1 million euros at 31 December 2018) (Note 27.b)). This figure corresponds to contributions made in the United Kingdom.

##### Defined benefit plans

For defined benefit plans, the cost of providing these benefits is determined separately for each plan using the projected unit credit method. The actuarial gains and losses are recognised in OCI (Other Comprehensive Income) when incurred. In subsequent years, these actuarial gains and losses are registered as equity, and are not reclassified to profit and loss.

The amounts to be recognised in profit and loss are:

- Current service cost.
- Any past service cost and gains or losses upon payment.
- Net interest on the net defined benefit liability (asset), which is determined by applying the discount rate to the net defined benefit liability (asset).

The past service costs will be recognised as expenses at the earlier of the following dates (i) in the period when the plan is amended or curtailment occurs (ii) when the Group recognises related restructuring costs or benefits of termination.

The defined benefit liability (asset) is the deficit or surplus, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The rate used to discount post-employment benefit obligations shall be determined by reference to market yields at the end of the reporting period on high quality corporate bonds.

The deficit or surplus is:

1. The present value of the defined benefit obligation.
2. Less the fair value of plan assets with which obligations are directly cancelled.

Plan assets comprise assets held by a long-term employee benefit fund, and qualifying insurance policies. These assets are not available to the reporting entity's own creditors and cannot be returned to the reporting entity. Fair value is based on market price and in case of stock market values, it corresponds to published prices.

There are defined benefit schemes in Germany and France.

#### Indemnities

Indemnities to pay to employees dismissed through no fault of their own are calculated based on years of service. Any expenses incurred for indemnities are charged to the Consolidated Income Statement as soon as they are known.

#### 6.17 Leases

In accordance with IFRS 16, the Group records lease transactions as follows:

##### Rights of use

The Group recognises the rights of use on commencement of the lease. That is, the date on which the underlying asset is available for use. The rights of use are measured at cost, less accumulated amortisation and impairment losses, and they are adjusted due to any changes in the measurement of the associated lease liabilities. The initial cost of the rights of use includes the amount of the lease liabilities recognised, the initial direct costs and the lease payments made prior to the start of the lease. The incentives received are discounted at the initial cost. Unless the Group is reasonably certain of obtaining the ownership of the leased asset at the end of the lease period, the rights of use are amortised on a straight-line basis at the lower of the estimated useful life and the lease term. Rights of use are subject to the impairment analysis.

##### Lease liabilities

At the start of the lease, the Group recognises lease liabilities for the current value of the lease payments made during the lease period. Lease payments include fixed payments (including fixed payments in essence), less lease incentives, variable payments that depend on an index or a rate and the amounts expected to be paid to guarantee the residual value. Lease payments also include the

exercise price of a purchase option if the Group has reasonable certainty that it will exercise such option and pay penalties to terminate the lease, if the lease term reflects the exercise by the Group of the option to terminate the lease. Variable lease payments that do not depend on an index or rate are recognised as expenses in the period in which the event or condition occurs triggering the payment.

When the present value of lease payments is calculated, the Group uses the incremental interest rate at the start of the lease if the implicit interest rate in the lease cannot be determined easily. After the commencement date, the amount of the lease liabilities is increased to reflect cumulative interest and it is reduced as a result of the lease payments made. Furthermore, the lease liability will be measured again in the event of a modification, a change in the lease term, a change in lease payments fixed in essence or a change in the assessment to purchase the underlying asset. The liability is also increased in the event of a change in future lease payments arising from a change in the index or rate used to determine these payments.

#### Short-term leases and leases of low value assets

The Group applies the exemption from recognising the short-term lease to its machinery and equipment leases that have a lease term of 12 month or less from the commencement date and that do not have a purchase option. It also applies the exemption from recognising low value assets to assets considered to have a low value. Lease payments in short-term leases and leases of low value assets are recognised as expenses on a straight-line basis during the lease period.

#### Criteria applied when determining the lease term for contracts with a renewal option.

The Group determines the lease period as the non-cancellable term of a lease, to which optional periods are added to extend the lease, if it is reasonably certain that such option will be exercised. It also includes the periods covered by the option to terminate the lease, if it is reasonably certain that such option will not be exercised.

The Group has the option, under some of its agreements, to lease assets for additional terms to the non-cancellable period. The Group is assessing whether it is reasonably certain that the option to renew will be exercised. That is, it considers all the pertinent factors that create an economic incentive to renew. After the commencement date, the Group re-assesses the lease term if there is a significant event or change in circumstances under its control affecting its ability to exercise or not exercise the renewal option. The Group included the renewal period as part of the lease term for offices, factories and warehouses due to the importance of these assets for its operations.

### 6.18 Income tax

The income tax recognised in the Consolidated Income Statement includes current and deferred income tax.

The income tax expense is recognised in the Consolidated Income Statement except for current income tax relating to line items in equity, which is recognised in equity and not in the income statement.

#### Current tax expense

Current tax expense is the amount of income taxes payable in respect of the taxable profit for the year and is calculated based on net profit for the year before deducting tax expense (accounting profit), increased or decreased, as appropriate, by permanent and temporary differences between accounting and taxable profit as provided for in prevailing tax legislation.

#### Tax assets

The carry forward of unused tax credits and tax losses is recognised as a reduction in tax expense in the year in which they are applied or offset, unless there is reasonable doubt as to their realisation, in



which case they are not capitalised and are considered as a decrease in income tax expense in the year in which they are applied or offset.

#### Temporary differences

Deferred tax liabilities: a deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction which is not a business combination and which, at the time of the transaction, affects neither the accounting nor the fiscal result.

Deferred tax assets: a deferred tax asset is recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, unless the deferred tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination and which, at the time of the transaction, affects neither the accounting nor the fiscal result.

#### 6.19 Derivative financial instruments

The Parent Company has arranged cash flow (interest rate) hedges through entities that operate on organized markets. These instruments are used to hedge exposure to fluctuations in floating interest rates on a portion of the bank loans granted to the Parent Company and on a portion of expected future borrowings. Options were sold to extend hedges on some of these operations. During 2019 an active management process has been carried out relating to them, cancelling a part and purchasing an options structure as protection.

These financial derivatives hedging cash flow are initially recognised in the Consolidated Balance Sheet at acquisition cost and, subsequently, any impairment loss allowances required are recognised to reflect their market value from time to time.

Any gains or losses arising from changes in the market value of derivative financial instruments in respect of the ineffective portion of an effective hedge are taken to the Consolidated Income Statement, while gains or losses on the effective portion are recognised in “Effective hedges” within “Retained earnings” with respect to cash flow hedges. The cumulative gain or loss recognised in equity is taken to the Consolidated Income Statement when the hedged item affects consolidated profit or loss or in the year of disposal of the item. The extension options are not recognised for accounting purposes as hedges; accordingly, the change in value is recognised directly in the Consolidated Financial Statements.

Derivatives are recognised as assets when the fair value is positive and as liabilities when the fair value is negative.

Hedges of net investments in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, shall be accounted for similarly to cash flow hedges.

The ineffective portion of the exchange differences of certain financial instruments are recognised in the Consolidated Income Statement and the effective portion in Translation differences (Consolidated Equity).

After cancellation of the debt instrument issued and considered hedge of net investment, the balance considered translation differences will stay in this heading until derecognition of the investment of the foreign operation. At the moment, the accumulated loss or gain in this heading is transferred to the Consolidated Income Statement.

Over the year, the Group has arranged short-term currency options to protect itself against depreciating currencies. Changes in fair value are recognised in the Consolidated Income Statement without being significant.

#### 6.20 Related parties

The Group considers as related parties: direct and indirect shareholders, companies over which it has significant influence or joint control, such as companies accounted for using the equity method and its directors.

Companies not belonging to the Group but belonging to the major shareholder of the Parent Company, with control or significant influence, are also considered related parties.

#### 6.21 Environment

Expenses relating to decontamination and restoration work in polluted areas, as well as the elimination of waste and other expenses incurred to comply with the environmental protection legislation, are registered in the year they are incurred, unless they correspond to the acquisition cost of assets to be used over an extended period. In this case, they are recognised in the corresponding heading under “Property, plant and equipment” and are depreciated using the same criteria described in Note 6.2.

Estimable amounts of contingent liabilities for environmental issues, if any, would be provisioned as a liability in the Consolidated Balance Sheet.

### **Note 7. Significant accounting estimates and criteria**

The preparation of the accompanying Consolidated Financial Statements under IFRS requires management to make estimates and assumptions that affect the Consolidated Balance Sheet and the Consolidated Income Statement for the year. The estimates that have a significant impact are as follows:

#### Impairment of non-financial assets

There is impairment when the carrying amount of an asset or a Cash-Generating Unit (CGU) is higher than its recoverable value, which is the higher of its recoverable value less costs of sale and its value in use.

For CGUs with a goodwill or an asset with indefinite useful life assigned, an impairment test is carried out every year by calculating the recoverable value through the value in use. The calculation is based on the discounting of cash flows. Cash flows are obtained from the most conservative budget and business plan for the next five years and they do not include uncommitted restructuring activities or the significant future investments which will increase the output of the asset related to the Cash-Generating Unit under analysis. The recoverable amount is very sensitive to the discount rate used for discounting cash flows, to the expected future inflows and to the growth rate used for extrapolating them.

The key assumptions used for calculating the recoverable amount of the Cash-Generating Units as well as the sensitivity analysis are further detailed in Note 6.7 and Note 10.

The discounted cash flow method and the calculation of the perpetual value use a standardised period in which all those assumptions that are considered reasonable and recurring in the future are included.

For the remaining CGUs with no goodwill assigned but including significant non-current assets, an impairment test is carried out only when there is evidence of impairment according to indicators detailed in Note 6.7.

#### Revenue recognition and work-in-progress evaluation

The Group estimates the work-in-progress evaluation of certain services to customers such as die design and tooling. The work-in-progress evaluation is determined by the incurred costs with respect to the total expected costs, including certain assumptions regarding the total costs according to historic experience.

#### Pension benefits

The cost of the defined benefit plans and other post-employment benefits and the present value of the pension obligations are determined according to actuarial valuations. The actuarial valuations imply assumptions that may differ from the real future events. They include the discount rate, future salary increases, mortality rates and future pension increases. Since the valuation is complex and for the long-term, the calculation of the obligation for defined benefit plans is very sensitive to changes in those assumptions. All assumptions are revised at every closing date.

The most changing parameter is the discount rate. To calculate the proper discount rate the Management uses, as an essential reference, the interest rate of 10-year bonds and extrapolates them over the underlying curve corresponding to the expected maturity of the obligation for defined benefit plans, based on the bonds yield curves or swaps interest rate. In addition, the quality of the underlying bonds is reviewed. Those bonds with excessive credit spreads are excluded from the analysis as they are not considered to be of a high credit rating.

Mortality rate is based in public mortality tables from the specific country. These tables use to change only in intervals according to demographic changes. Future salary increases and future pension increases are based on future expected inflation rates for each country.

Further details on assumptions considered and a sensitivity analysis are included in Note 22.

#### Taxes

Deferred tax assets are recognised for negative tax bases and other unused tax incentives to the extent that it is probable that taxable profit will be available against which they can be utilised. The deferred tax asset to be registered depends on important judgments by Management according to a reasonable period and the future tax profits.

The Group does not register deferred tax assets in the following cases: negative tax bases to be offset from subsidiaries keeping a loss history, which cannot be used to offset future tax profits from other group companies and when there are no taxable temporary differences in the company.

#### Review of useful lives

Useful life of tangible fixed assets is determined according to the expected use of the asset as well as the past experience of use and duration of similar assets.

With respect to the useful life of intangible assets that do not have a definite useful life, including capitalised expenses implementation, it has been calculated that, based on internal analyses, their useful life does not exceed 6 years and that their recovery is linear in accordance with the consumption pattern represented by the production of the operating plants.

#### Fair value of financial instruments

When fair value of financial assets and liabilities recognised in the Consolidated Balance Sheet cannot be obtained from quoted prices in active markets it is calculated by valuation techniques that include

the model of discounting cash flows. The required data are obtained from observable markets when possible and when not, some value judgments are made in order to establish reasonable values. Judgments refer to liquidity risk, credit risk and volatility. Changes in assumptions related to these factors may affect the reasonable value of financial instruments reported (Note 12 and Note 23.b.1)).

#### Assessment of gain of control in subsidiaries

According to IFRS 10, currently in force, Group Management assesses the existence of control of significant companies with 50% shareholdings, such as Beyçelik Gestamp Kalip, A.S., Gestamp Automotive India Private Ltd, Edscha Pha, Ltd. and Tuyauto Gestamp Morocco.

Regarding Beyçelik Gestamp Kalip, A.S., Edscha Pha, Ltd. and Tuyauto Gestamp Morocco, non-controlling interests are third parties external to the Gestamp Automoción Group and over whom the shareholders of the Parent Company have no control.

Although in these companies the members of the board of directors are elected on the basis of the percentage of ownership, it is considered that control over the company is exercised taking into account the following facts and circumstances regarding the relevant activities:

1. Car manufacturers require from their suppliers the capability to reach and maintain quality standards across a wide geographic presence in order to negotiate global supply.
2. Accordingly, the most important activities for a supplier in this sector are as follows:
  - a. Continuous investment in technological research and development to satisfy customer requirements.
  - b. Global negotiation for approval and homologation of every component comprising a product, as well as management of prices.
  - c. All activities aimed to achieve excellent quality of components.

The above activities are carried out directly by the Group since the shareholders owning the remaining shares do not have these capacities.

3. In this sense, the subsidiaries technologically depends on the Group. Research and Development activities are fully carried out by the Group and the technology is provided to the subsidiary according to the agreement signed with the shareholders. Accordingly, the aforementioned subsidiaries have right to use but no intellectual property. The design to apply the technology of hot stamping currently used by the subsidiary is exclusive property of the Group.
4. In order to prove this excellence, an OEM supplier needs to be accredited as a Tier 1 supplier (high quality supplier) by the car manufacturer. The subsidiaries could not obtain this certification if they did not belong to the Group.

In the particular case of Gestamp Automotive India Private Ltd, in addition to the above, the Group holds a majority on the Board, having appointed 4 members out of a total of 6 Board members. Regarding this company the non-controlling interests corresponding to the remaining 50% shareholding are Group related parties since it is to a company controlled by shareholders of the Parent Company.

## **Note 8. Changes in significant accounting policies and estimates and restatement of errors**

### Changes in accounting estimates

The effect of a change in an accounting estimate is recognised in the same Consolidated Income Statement heading in which the associated income or expense was recognised under the former estimate.

### Changes in significant accounting policies and restatement of errors

The effect of this type of changes in accounting policies and the correction of errors is recognised in those cases that are significant at Group level. The cumulative effect at the beginning of the year is adjusted in the Retained earnings heading and the effect of the year itself is recognised in the Consolidated Income Statement for the year. In these cases, the figures for the previous year are modified to make them comparative, unless the rule governing the new accounting policy expressly allows the comparative figures for the previous year not to be restated.

## **Note 9. Segment reporting**

According to IFRS 8 “Operating segments”, segment information below is based on internal reports regularly reviewed by the board of directors of the Group in order to allocate resources to each segment and assess their performance.

Operating segments identified by the board of directors of the Group are based on a geographical approach. The segments and countries included are as follows:

- ✓ Western Europe
  - Spain
  - Germany
  - United Kingdom
  - France
  - Portugal
  - Sweden
  - Luxembourg
  - Morocco
  
- ✓ Eastern Europe
  - Russia
  - Poland
  - Hungary
  - Czech Republic
  - Slovakia
  - Turkey
  - Romania
  - Bulgaria
  
- ✓ Mercosur
  - Brazil
  - Argentina
  
- ✓ North America
  - USA
  - Mexico

- ✓ Asia
  - China
  - South Korea
  - India
  - Thailand
  - Japan
  - Taiwan

Each segment includes the activity of Group companies located in countries belonging to the segment.

The Group's Management Committee managed the operating segments corresponding to continuing activities mainly according to the changes in the main financial indicators from each segment such as revenue, EBITDA, EBIT and investments in fixed assets. Financial income and expenses, as well as income tax, and the allocation of profit to non-controlling interests are analysed together at Group level since they are basically centrally managed.

Inside certain segments there are some countries meeting the definition of a significant segment; however, they are presented in the aggregate since the products and services generating ordinary income as well as productive processes are similar and additionally they show similar long-term financial performance and they belong to the same economic environment.

Segment information for 2019 and 2018 is as follows:

ITEM	Thousands of euros					
	2019					
	WESTERN EUROPE	EASTERN EUROPE	MERCOSUR	NORTH AMERICA	ASIA	TOTAL
<b>NON-CURRENT ASSETS</b>						
Goodwill	71,274	13,637	7,919	2,890	11	95,731
Other intangible assets	297,002	17,141	4,360	24,729	40,855	384,087
Property, plant and equipment	1,532,578	734,290	326,402	1,418,567	567,956	4,579,793
Non-current financial assets	46,852	34	2,175	6,487	15,764	71,312
Deferred tax assets	199,720	43,020	21,839	158,720	18,561	441,860
<b>Total non-current assets</b>	<b>2,147,426</b>	<b>808,122</b>	<b>362,695</b>	<b>1,611,393</b>	<b>643,147</b>	<b>5,572,783</b>
<b>WORKING CAPITAL</b>						
Inventories	100,907	60,314	43,885	174,626	71,292	451,024
Assets from contracts with customers	519,407	(56,654)	17,060	(23,044)	81,631	538,400
Trade and other receivables	302,774	171,461	109,934	201,640	281,662	1,067,471
Other current assets	16,065	29,232	9,185	44,391	12,004	110,877
Subtotal	939,153	204,353	180,064	397,613	446,589	2,167,772
Trade and other payables	(899,642)	(249,498)	(67,359)	(233,644)	(307,639)	(1,757,782)
Current provisions	(11,159)	(1,886)	-	(789)	(2,721)	(16,555)
Other current liabilities	(7,150)	(3,218)	-	-	(8)	(10,376)
Other current borrowed liabilities	(80,545)	(30,369)	(29,214)	(29,479)	(38,048)	(207,655)
<b>Total working capital</b>	<b>(59,343)</b>	<b>(80,618)</b>	<b>83,491</b>	<b>133,701</b>	<b>98,173</b>	<b>175,404</b>

ITEM	Thousands of euros					
	2019					
	WESTERN EUROPE	EASTERN EUROPE	MERCOSUR	NORTH AMERICA	ASIA	TOTAL
Revenue	3,911,445	1,379,476	655,499	1,976,193	1,142,533	9,065,146
EBITDA	400,339	212,504	83,522	220,446	154,917	1,071,728

ITEM	Thousands of euros					
	2018					
	WESTERN EUROPE	EASTERN EUROPE	MERCOSUR	NORTH AMERICA	ASIA	TOTAL
<b>NON-CURRENT ASSETS</b>						
Goodwill	72,463	14,943	8,036	2,890	11	98,343
Other intangible assets	272,683	14,296	4,516	26,607	34,262	352,364
Property, plant and equipment	1,340,538	596,384	295,782	1,102,922	542,069	3,877,695
Non-current financial assets	40,416	31	2,631	6,505	8,432	58,015
Deferred tax assets	185,507	17,414	22,638	82,746	14,583	322,888
<b>Total non-current assets</b>	<b>1,911,607</b>	<b>643,068</b>	<b>333,603</b>	<b>1,221,670</b>	<b>599,357</b>	<b>4,709,305</b>
<b>WORKING CAPITAL</b>						
Inventories	117,370	64,764	68,765	144,982	94,864	490,745
Assets from contracts with customers	475,500	9,482	56,731	29,990	106,514	678,217
Trade and other receivables	281,950	162,606	42,198	251,802	263,154	1,001,710
Subtotal	874,820	236,852	167,694	426,774	464,532	2,170,672
Other current assets	12,186	30,722	10,482	48,230	8,306	109,926
Trade and other payables	(962,097)	(245,524)	(96,484)	(256,986)	(296,102)	(1,857,193)
Current provisions	(8,485)	(2,187)	-	(13)	(2,561)	(13,246)
Other current liabilities	(1,415)	(903)	-	(1,799)	(7)	(4,124)
Other current borrowed liabilities	(90,438)	(9,079)	(28,741)	(25,385)	(33,660)	(187,303)
<b>Total working capital</b>	<b>(175,429)</b>	<b>9,881</b>	<b>52,951</b>	<b>190,821</b>	<b>140,508</b>	<b>218,732</b>

ITEM	Thousands of euros					
	2018					
	WESTERN EUROPE	EASTERN EUROPE	MERCOSUR	NORTH AMERICA	ASIA	TOTAL
Revenue	4,101,130	1,186,724	585,131	1,659,026	1,015,627	8,547,638
EBITDA	429,725	153,802	77,432	149,045	150,521	960,525

Recurring operating transactions between subsidiaries in different segments are not material.

The heading "EBITDA" from each segment includes the costs of Group corporate services according to:

- The criteria for distribution of management costs as per global agreements signed by Group companies.
- The agreements for rendering specific services signed by certain Group companies.

Additions of Other intangible assets (Note 10.b)) by segments are as follows:

Segment	Thousands of euros	
	2019	2018
Western Europe	84,907	87,332
Eastern Europe	6,554	6,033
Mercosur	1,260	1,113
North America	5,574	11,815
Asia	9,780	6,118
<b>Total</b>	<b>108,075</b>	<b>112,411</b>

Additions of Property, plant and equipment (Note 11) by segments are as follows:

Segment	Thousands of euros	
	2019	2018
Western Europe	209,230	211,592
Eastern Europe	149,758	165,229
Mercosur	56,069	46,961
North America	220,802	294,325
Asia	78,581	89,697
<b>Total</b>	<b>714,440</b>	<b>807,804</b>

Additions of PP&E at 31 December 2019 include additions due to the adoption of IFRS 16, in the amount of 26,392 thousand euros.

The three customers representing the highest contribution to sales (including the companies in their own groups) represent 45.1% of revenue (2018: 47.6%) of total revenue and each of them represents more than 8.5% of revenue in 2019 (over 10% in that period in the whole of 2018).

## Note 10. Intangible assets

### a) Consolidation goodwill

The movement in this heading in 2019 and 2018 is as follows:

Segment / CGU	Thousands of euros			
	Balance at 31-12-2018	Acquisitions	Translation differences	Balance at 31-12-2019
<b>Western Europe</b>				
Gestamp HardTech AB	37,623	-	(1,189)	36,434
Gestamp Metalbages S.A.	15,622	-	-	15,622
Gestamp Aveiro, S.A.	7,395	-	-	7,395
Gestamp Levante, S.A.	6,944	-	-	6,944
Griwe Subgroup	6,466	-	-	6,466
Adral, matricería y puesta a punto S.L.	857	-	-	857
Reparaciones Industriales Zaldibar, S.L.	444	-	-	444
<b>Eastern Europe</b>				
Beyçelik Gestamp Kalip, A.S.	11,832	-	(1,101)	10,731
Gestamp Severstal Vsevolozhsk, LLC	95	-	13	108
Çelik Form Gestamp Otomotive, A.S.	2,055	-	(191)	1,864
MPO Providers Rez. S.R.L.	962	-	(27)	935
<b>Mercosur</b>				
Gestamp Brasil Industria de Autopeças, S.A.	8,037	-	(117)	7,920
<b>Asia</b>				
Gestamp Services India Private, Ltd.	11	-	-	11
<b>Total</b>	<b>98,343</b>	<b>-</b>	<b>(2,612)</b>	<b>95,731</b>

Segment / CGU	Thousands of euros			
	Balance at 31-12-2017	Acquisitions	Translation differences	Balance at 31-12-2018
<b>Western Europe</b>				
Gestamp HardTech AB	38,898	-	(1,275)	37,623
Gestamp Metalbages S.A.	15,622	-	-	15,622
Gestamp Aveiro, S.A.	7,395	-	-	7,395
Gestamp Levante, S.A.	6,944	-	-	6,944
Griwe Subgroup	6,466	-	-	6,466
Adral, matricería y puesta a punto S.L.	857	-	-	857
Reparaciones Industriales Zaldibar, S.L.	-	444	-	444
<b>Eastern Europe</b>				
Beyçelik Gestamp Kalip, A.S.	15,774	-	(3,942)	11,832
Gestamp Severstal Vsevolozhsk, LLC	109	-	(14)	95
Çelik Form Gestamp Otomotive, A.S.	2,740	-	(685)	2,055
MPO Providers Rez. S.R.L.	959	-	3	962
<b>Mercosur</b>				
Gestamp Brasil Industria de Autopeças, S.A.	8,982	-	(945)	8,037
<b>Asia</b>				
Gestamp Services India Private, Ltd.	11	-	-	11
<b>Total</b>	<b>104,757</b>	<b>444</b>	<b>(6,858)</b>	<b>98,343</b>

Additions recognised in 2018 correspond to the acquisition of Reparaciones Industriales Zaldibar, S.L. This company was included in the scope of consolidation by the full consolidation method, since control was acquired over it and it was therefore a business combination (Note 3).

Translation differences in 2019 and 2018 correspond to the adjustments to the goodwill of companies whose functional currency is different from the Euro, translated at the exchange rate prevailing at Consolidated Balance Sheet date, according to IAS 21 (Note 6.3).



### Impairment test of Goodwill

The Group has implemented annual procedures to test goodwill for impairment. This assessment is carried out for each of the CGUs or groups of CGUs to which goodwill has been allocated.

A CGU is the smallest identifiable group of assets that generates cash flows that are largely independent of the cash inflows from other assets or groups of assets.

The CGUs' recoverable value at 31 December 2019 and 2018 has been determined by choosing the higher value between the fair value less the necessary costs to sell the CGU or through the calculation of value in use, using cash flow projections covering a five-year period, based on future business performance.

The cash flows after the five-year period were extrapolated using a growth rate of 1%, both for 2019 and 2018, which are deemed to be prudent assumptions with respect to the growth rates from medium to long term for the automobile industry.

The discount rate before taxes applied to the cash flow projections of the CGUs is calculated based on the Weighted Average Cost of Capital (WACC), and is determined by the average weighted cost of equity and the cost of borrowed funds in line with the financial structure set for the Group.

The discount rates before taxes applied to the CGUs whose goodwill is most significant in 2019 and 2018 were as follows:

Segment	CGU	Pre-tax discount rate	
		2019	2018
Western Europe	Gestamp HardTech, AB	7.7%	9.1%
Western Europe	Gestamp Metalbages, S.A.	8.5%	9.6%
Eastern Europe	Beyçelik Gestamp Kalip, A.S.	13.8%	15.0%

It is concluded that the recoverable value is higher than the carrying amount for all the CGUs, so the Group can recover the value of goodwill recognised at 31 December 2019 and 2018.

The economic projections made in previous years did not present significant differences with respect to the actual data or in such case they would have not generated an impairment.

### Sensitivity analysis of changes in key assumptions

The Parent Company's Management performed a sensitivity analysis, especially in relation to the discount rate used and the residual growth rate, to ensure that possible changes in the estimate of those rates do not affect the recovery of the aforementioned values, where the value in use is the reference value.

- ✓ An increase of 50 basis points in the discount rate used would reduce the value in use but, under no circumstances, would it mean that this value in use is lower than the carrying amount of the assets analysed.

- ✓ If the perpetual growth rate was 0.5%, from the first period, it would reduce the value in use but, under no circumstances, would it mean that this value in use is lower than the carrying amount of the assets analysed.
- ✓ If the EBITDA margin on sales used for a perpetual projection of the cash flows was reduced by 100 basis points, it would reduce the value in use but, under no circumstances, would it lead to the impairment of the carrying amount of the assets analysed.

#### b) Other intangible assets

The breakdown and movements of the different categories of Other intangible assets are:

	Thousands of euros							Balance at 31-12-2019
	Balance at 31-12-2018	Changes in scope of consolidation	Additions	Disposals	Currency translation differences	Hyperinflation adjustment	Other changes	
<b>Cost</b>								
Development costs	445,547		74,280	(713)	1,063		9,320	529,497
Concessions	19,438				123		3,028	22,589
Patents, licences and trademarks	39,937	502	707	(150)	(116)		(168)	40,712
Goodwill	911				112		414	1,437
Transfer rights	23		3				35	61
Software	184,201	24	20,257	(1,070)	704	43	6,980	211,139
Prepayments	14,378		12,828	(405)	235		(14,333)	12,703
<b>Total cost</b>	<b>704,435</b>	<b>526</b>	<b>108,075</b>	<b>(2,338)</b>	<b>2,121</b>	<b>43</b>	<b>5,276</b>	<b>818,138</b>
<b>Amortisation and impairment</b>								
Development costs	(217,269)		(60,432)		(476)		(2)	(278,179)
Concessions	(2,869)		(405)		(15)		(538)	(3,827)
Goodwill			-					
Patents, licences and trademarks	(5,174)	(259)	(1,093)	149	64		(267)	(6,580)
Transfer rights	(1,360)		(40)		2		1,390	(8)
Software	(122,735)	(20)	(19,366)	817	(426)		(1,129)	(142,859)
Accumulated amortisation	(349,407)	(279)	(81,336)	966	(851)	-	(546)	(431,453)
Impairment of intangible assets	(2,664)		(220)		(2)		288	(2,598)
<b>Net value</b>	<b>352,364</b>	<b>247</b>	<b>26,519</b>	<b>(1,372)</b>	<b>1,268</b>	<b>43</b>	<b>5,018</b>	<b>384,087</b>

Changes in consolidation scope at 31 December 2019 correspond to the incorporation of Gestamp Etem Automotive Bulgaria, S.A. (Note 3).

Additions to development expenses mainly correspond to development and design costs of portfolio projects, as well as the application of new technologies and the introduction of new materials related to the business.

The net balance of the Other movements column mainly reflects reclassifications between intangible assets and PP&E.

	Thousands of euros							Balance at 31-12-2018
	Balance at 31-12-2017	Changes in scope of consolidation	Additions	Disposals	Currency translation differences	Hyperinflation adjustment	Other changes	
<b>Cost</b>								
Development costs	361,198		85,790	(1,401)	860		(900)	445,547
Concessions	19,349				(161)		250	19,438
Patents, licences and trademarks	40,924		105	(893)	(130)		(69)	39,937
Goodwill	1,101				260		(450)	911
Transfer rights	7		19				(3)	23
Software	160,890	55	18,822	(1,639)	(1,097)	21	7,149	184,201
Prepayments	14,276		7,675	123	46		(7,742)	14,378
<b>Total cost</b>	<b>597,745</b>	<b>55</b>	<b>112,411</b>	<b>(3,810)</b>	<b>(222)</b>	<b>21</b>	<b>(1,765)</b>	<b>704,435</b>
<b>Amortisation and impairment</b>								
Development costs	(171,535)		(47,029)	1,962	(487)		(180)	(217,269)
Concessions	(2,527)		(366)		24			(2,869)
Goodwill			(38)		(169)		207	
Patents, licences and trademarks	(4,370)		(923)	75	47		(3)	(5,174)
Transfer rights	(838)		(332)		34		(224)	(1,360)
Software	(106,645)	(47)	(20,148)	1,396	696		2,013	(122,735)
Accumulated amortisation	(285,915)	(47)	(68,836)	3,433	145	-	1,813	(349,407)
Impairment of intangible assets	(1,890)		(1,505)	425	(7)		313	(2,664)
<b>Net value</b>	<b>309,940</b>	<b>8</b>	<b>42,070</b>	<b>48</b>	<b>(84)</b>	<b>21</b>	<b>361</b>	<b>352,364</b>

Changes in consolidation scope at 31 December 2018 correspond to the incorporation of NCSG Sorocaba Industria Metalúrgica Ltda. (Note 3).

Additions to R&D expenses mainly correspond to development and design costs of portfolio projects, as well as the application of new technologies or the introduction of new materials related to the business.

Additions to Software mainly correspond to software licence renewal and to costs of SAP development and implementation.

The net balance of the Other movements column mainly reflects reclassifications between intangible assets and PP&E.

The most significant investments by segment are shown in Note 9.

Development expenses corresponding to projects not fulfilling requirements to be capitalised were registered in the heading Other operating expenses in the Consolidated Income Statement, and they amount to 1,231 thousand euros at 31 December 2019 (31 December 2018: 1,098 thousand euros).

### **Impairment test on assets with indefinite useful lives**

Assets with indefinite useful life are yearly tested by the royalty relief method to identify impairment. It is concluded that their recoverable value is far higher than their net carrying amount.

## Note 11. Property, plant and equipment

The breakdown and changes in the items comprising Property, plant and equipment are as follows:

	Thousands of euros								
	Balance at 31-12-2018	IFRS 16 impact 01-01-19	Changes in scope of consolidation	Additions	Disposals	Currency translation differences	Hyperinflation adjustment	Other changes	Balance at 31-12-2019
<b>Cost</b>									
Land and buildings	1,617,529	228,846		18,283	(553)	20,135		57,358	1,941,598
Plant and other PP&E	5,386,696	166,264	7,306	238,370	(109,655)	46,832	350	638,007	6,374,170
PP&E under construction and prepayments	672,868		459	457,787	(236)	12,155		(663,898)	479,135
<b>Total cost</b>	<b>7,677,093</b>	<b>395,110</b>	<b>7,765</b>	<b>714,440</b>	<b>(110,444)</b>	<b>79,122</b>	<b>350</b>	<b>31,467</b>	<b>8,794,903</b>
<b>Amortisation and impairment</b>									
Land and buildings	(444,801)			(65,857)	430	(2,704)		(15,566)	(528,498)
Plant and other PP&E	(3,348,662)		(1,042)	(418,265)	90,227	(21,556)		18,075	(3,681,223)
Accumulated amortisation	(3,793,463)	-	(1,042)	(484,122)	90,657	(24,260)	-	2,509	(4,209,721)
Impairment of PP&E	(5,935)			(429)	2,372	(17)		(1,380)	(5,389)
<b>Net value</b>	<b>3,877,695</b>	<b>395,110</b>	<b>6,723</b>	<b>229,889</b>	<b>(17,415)</b>	<b>54,845</b>	<b>350</b>	<b>32,596</b>	<b>4,579,793</b>

The impact of IFRS 16 on the changes shown in the foregoing table amounted to 395,110 thousand euros (Note 5).

Changes in consolidation scope at 31 December 2019 correspond to the incorporation of Gestamp Etem Automotive Bulgaria, S.A. (Note 3).

The cost value of the property, plant and equipment additions at 31 December 2019 mainly corresponds to investments in plants and production lines, with the aim of increasing the productive capacity of the Group, as well as to capital expenditure to maintain existing activities, basically corresponding to companies located in the USA, Spain, China, Brazil, Poland, Mexico, Germany, UK, Slovakia, Czech Republic, Turkey, Portugal and France.

The inflation adjustment corresponds to the restatement of the value of non-current assets in Argentina, under IAS 29 (Note 4.5).

The net value of Other movements mainly reflects reclassifications between PP&E and intangible assets as well as certain cases related to the application of IFRS 16, which are explained below.

	Thousands of euros							
	Balance at 31-12-2017	Changes in scope of	Additions	Disposals	Currency translation differences	Hyperinflation adjustment	Other changes	Balance at 31-12-2018
<b>Cost</b>								
Land and buildings	1,459,572	7,799	53,143	(9,315)	(16,222)		122,552	1,617,529
Plant and other PP&E	4,871,777	14,065	211,238	(87,872)	(62,985)	36,678	403,795	5,386,696
PP&E under construction and prepayments	638,619		543,423	10,397	3,036		(522,607)	672,868
<b>Total cost</b>	<b>6,969,968</b>	<b>21,864</b>	<b>807,804</b>	<b>(86,790)</b>	<b>(76,171)</b>	<b>36,678</b>	<b>3,740</b>	<b>7,677,093</b>
<b>Amortisation and impairment</b>								
Land and buildings	(418,473)	(1,207)	(35,827)	4,357	4,890		1,459	(444,801)
Plant and other PP&E	(3,137,794)	(4,451)	(326,469)	77,470	36,120		6,462	(3,348,662)
Accumulated amortisation	(3,556,267)	(5,658)	(362,296)	81,827	41,010	-	7,921	(3,793,463)
Impairment of PP&E	(5,922)		2,751		13		(2,777)	(5,935)
<b>Net value</b>	<b>3,407,779</b>	<b>16,206</b>	<b>448,259</b>	<b>(4,963)</b>	<b>(35,148)</b>	<b>36,678</b>	<b>8,884</b>	<b>3,877,695</b>

Changes in the consolidation scope at 31 December 2018 correspond to the incorporation of NCSG Sorocaba Industria Metalúrgica Ltda. and Reparaciones Industriales Zaldibar, S.L. (Note 3).

The cost value of the Property, Plant and Equipment additions at 31 December 2018 mainly corresponds to investments in plants and production lines, with the aim of increasing the productive capacity of the Group, as well as to replacements to maintain existing activities, basically corresponding to companies located in the USA, Spain, Turkey, Japan, the Czech Republic, the United Kingdom, Slovakia, China, Mexico, Germany and Brazil.

The net value of Disposals of Plant and other PP&E mainly corresponds to the disposal of fully amortized items out of use.

The inflation adjustment corresponds to the restatement of the value of non-current assets in Argentina, under IAS 29 (Note 4.5).

The net balance of the Other movements column mainly reflects reclassifications between intangible assets and PP&E, as well as certain cases related to application of IFRS 16 explained as follows.

The changes in PP&E in 2019 include the effect of the adoption of IFRS 16, broken down as follows:

	Thousands of euros					
	IFRS 16 impact		Disposals	Currency translation differences	Other changes	Balance at 31-12-2019
	01-01-2019	Additions				
<b>Cost</b>						
Land and buildings	228,846	13,362	(373)	5,181	13,108	260,124
Plant and other PP&E	166,264	13,030	(3,910)	4,029	33,111	212,524
<b>Total cost</b>	<b>395,110</b>	<b>26,392</b>	<b>(4,283)</b>	<b>9,210</b>	<b>46,219</b>	<b>472,648</b>
<b>Amortisation and impairment</b>						
Right of use Land and buildings		(27,524)	373	(36)	(15,401)	(42,588)
Right of use Plant and other PP&E		(47,879)	3,910	(252)		(44,221)
Accumulated amortisation	-	(75,403)	4,283	(288)	(15,401)	(86,809)
<b>Net value</b>	<b>395,110</b>	<b>(49,011)</b>	<b>-</b>	<b>8,922</b>	<b>30,818</b>	<b>385,839</b>

The net balance of the Other movements column mainly reflects amendments to the terms of the agreements affected by this standard and agreements provided to the Group companies in 2019.

The effect of the asset revaluation that was carried out in 2007 as a result of the IFRS transition, is as follows:

	Thousands of euros	
	2019	2018
Initial cost	266,567	266,567
Fair value	509,428	509,428
Revaluation	242,861	242,861
Accumulated amortisation	(53,054)	(49,084)
Deferred tax liabilities	(47,846)	(48,864)
<b>Total</b>	<b>141,961</b>	<b>144,913</b>
Non-controlling interests	(24,393)	(24,636)
Reserves (Note 17.3.b)	(120,341)	(123,113)
Profit for the year	2,773	2,836
<b>Total</b>	<b>(141,961)</b>	<b>(144,913)</b>

The detail, by segment, of PP&E at 31 December 2019 and 2018, respectively, was as follows:

Segment / Country	Thousands of euros	
	Net carrying amount 2019	Net carrying amount 2018
<b>Western Europe</b>	<b>1,532,578</b>	<b>1,340,539</b>
Spain	752,506	660,247
Germany	313,972	296,208
France	101,175	90,302
Portugal	82,825	68,725
Sweden	18,673	19,480
United Kingdom	250,634	198,249
Morocco	12,757	7,328
Luxembourg	36	-
<b>Eastern Europe</b>	<b>734,290</b>	<b>596,385</b>
Poland	220,533	161,332
Russia	90,193	78,940
Hungary	30,818	32,319
Czech Republic	136,732	123,011
Romania	22,755	17,523
Turkey	98,449	82,476
Slovakia	126,226	100,784
Bulgary	8,584	-
<b>Mercosur</b>	<b>326,402</b>	<b>295,782</b>
Argentina	49,045	51,811
Brazil	277,357	243,971
<b>North America</b>	<b>1,418,567</b>	<b>1,102,921</b>
USA	1,046,241	776,453
Mexico	372,326	326,468
<b>Asia</b>	<b>567,956</b>	<b>542,068</b>
China	402,691	370,579
India	76,153	85,266
South Korea	43,725	47,335
Japan	44,676	38,620
Taiwan	154	39
Thailand	557	229
<b>Total</b>	<b>4,579,793</b>	<b>3,877,695</b>

The rights of use corresponding to leases previously classified as finance leases at 31 December 2019 and 31 December 2018 are as follows:

Segment	2019					
	Cost of the asset (thousands of euros)	Lease term	Instalments paid	Thousands of euros		Purchase option value
				Present value of lease obligations (Note 23.c.1)		
				Short term	Long term	
<b>Eastern Europe</b>						
Machinery	9,827	2 years	3,580	1,401	5,815	-
Machinery	7,882	3 years	2,679	974	4,243	-
Machinery	472	4 years	254	93	169	-
Machinery	5,104	5 years	2,483	841	2,249	-
Machinery	27,842	7 years	10,757	3,751	13,606	-
Transportation equipment	35	2 years	16	11	7	-
<b>North America</b>						
Machinery	22,264	20 years	9,071	1,135	16,888	-
<b>Western Europe</b>						
Machinery	2,253	6 years	163	368	1,522	-
Machinery	6,886	7 years	1,301	929	5,027	-
<b>Total</b>	<b>82,565</b>			<b>9,503</b>	<b>49,526</b>	

Segment	2018					
	Cost of the asset (thousands of euros)	Lease term	Instalments paid	Thousands of euros		Purchase option value
				Present value of lease obligations (Note 23.c.1)		
				Short term	Long term	
<b>Eastern Europe</b>						
Machinery	8,557	2 years	1,425	1,295	5,066	-
Machinery	7,877	3 years	841	972	5,218	-
Machinery	96	4 years	47	24	24	-
Machinery	2,747	5 years	1,411	445	1,009	-
Machinery	22,144	7 years	6,801	2,853	10,982	-
<b>North America</b>						
Machinery	21,830	20 years	7,219	1,078	17,672	-
<b>Total (Note 5)</b>	<b>63,251</b>			<b>6,667</b>	<b>39,971</b>	

The figures in the table above are affected by the application of different exchange rates in the conversion process of the financial statements of the subsidiaries. These subsidiaries have functional currencies different from the presentation currency.

### **Impairment test of Property, Plant and Equipment**

Impairment tests calculate recoverable value and are carried out for those CGU's whose signs of deterioration are found according to indicators mentioned in Note 6.7.

The cash flows after a five-year period have been extrapolated using a 1% growth rate for 2019 and 2018, which is considered prudent assumptions regarding the average long-term growth rates for the automotive sector.

The discount rate before taxes applied to the cash flow projections of the CGUs is calculated from the Weighted Average Cost of Capital (WACC) and is determined by the weighted average of the cost of equity and the cost of borrowed funds outside resources according to the financial structure set for the Group.

The volume of assets with respect to which the impairment test is performed with regard to the Group's total PP&E was 38% (36% in 2018).

The CGUs' recoverable value at 31 December 2019 was determined by choosing the higher of the fair value less the necessary costs to sell the CGU, and the calculation of value in use, using cash flow projections covering a five-year period, based on future business performance.

The discount rates before taxes applied to the CGUs with impairment indicators for 2019 and 2018 were as follows:

Segment	2019	
	WACC rate before taxes	Rate of perpetual growth
Western Europe	7.6% - 8.6%	1.00%
Eastern Europe	8.5% - 13.8%	1.00%
Asia	8.70%	1.00%
North America	8.4% - 10.9%	1.00%
Mercosur	12.6% - 21.5%	1.00%

Segment	2018	
	WACC rate before taxes	Rate of perpetual growth
Western Europe	8.8% - 9.8%	1.00%
Eastern Europe	8.7% - 14.9%	1.00%
Asia	11.40%	1.00%
North America	10.0% - 13.3%	1.00%
Mercosur	12.3% - 24.8%	1.00%

It is concluded that the recoverable value is higher than the carrying amount for all the CGUs, so the Group can recover the value of the consolidated assets of each CGU recognised at 31 December 2019 and 2018.

The economic projections made in previous years did not present significant differences with respect to the actual data or in such case they would have not generated an impairment.

#### Sensitivity analysis of changes in key assumptions

The Parent Company's Management performed a sensitivity analysis, especially in relation to the discount rate used and the residual growth rate, to ensure that possible changes in the estimate of those rates do not affect the recovery of the aforementioned values, where the value in use is the reference value. The result of this analysis shows:

- ✓ An increase of 50 basis points in the discount rate used would reduce the value in use but, under no circumstances, would it mean that this value in use is lower than the carrying amount of the assets analysed.
- ✓ If the perpetual growth rate was 0.5%, from the first period, it would reduce the value in use but, under no circumstances, would it mean that this value in use is lower than the carrying amount of the assets analysed.



- ✓ If the EBITDA margin on sales used for a perpetual projection of the cash flows was reduced by 100 basis points, it would reduce the value in use but, under no circumstances, would it lead to the impairment of the carrying amount of the assets analysed.

### **Pledged property, plant and equipment to secure bank loans with in rem guarantees and others**

At 31 December 2019, Edscha PHA Ltd has property, plant and equipment set aside to secure for bank loans amounting to 3,087 thousand euros (Note 23.a.1)). The net carrying amount of these items at 31 December 2019, was 6,186 thousand euros.

### **Note 12. Financial investments**

The detail, by class and maturity, of the Group's financial investments at 31 December 2019 and 31 December 2018, in thousands of euros, is as follows:

	Thousands of euros									
	Investments accounted for using the equity method		Loans granted		Derivative financial instruments		Current securities portfolio		Other financial assets	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
<b>Non-current financial assets</b>	<b>14,131</b>	<b>2,390</b>	<b>32,848</b>	<b>37,407</b>	<b>12,238</b>	<b>6,019</b>	-	-	<b>12,095</b>	<b>12,199</b>
Investments accounted for using the equity method	14,131	2,390	-	-	-	-	-	-	-	-
Held-to-maturity investments	-	-	-	-	-	-	-	-	898	898
Loans and receivables	-	-	32,848	37,407	-	-	-	-	11,197	11,301
Derivative financial instruments (Note 23.b.1)	-	-	-	-	12,238	6,019	-	-	-	-
<b>Current financial assets</b>	<b>-</b>	<b>-</b>	<b>22,212</b>	<b>35,320</b>	<b>-</b>	<b>-</b>	<b>22,250</b>	<b>4,316</b>	<b>44,079</b>	<b>54,622</b>
Held-to-maturity investments	-	-	-	-	-	-	22,250	4,316	-	-
Loans and receivables	-	-	22,212	35,320	-	-	-	-	44,079	54,622
<b>Total financial assets</b>	<b>14,131</b>	<b>2,390</b>	<b>55,060</b>	<b>72,727</b>	<b>12,238</b>	<b>6,019</b>	<b>22,250</b>	<b>4,316</b>	<b>56,174</b>	<b>66,821</b>

#### a) Non-current financial assets

The movement of non-current financial assets in 2019 and 2018 are the following:

	Thousands of euros			
	Investments accounted for using the equity method	Loans granted	Derivative financial instruments	Other financial assets
<b>Balance at December 31, 2017</b>	<b>1,787</b>	<b>39,248</b>	<b>14,718</b>	<b>13,674</b>
Changes in scope of consolidation	614	20	-	7
Additions	-	39	-	1,677
Disposals	-	(2,583)	-	(3,347)
Change in valuation of derivatives	-	-	(8,699)	-
Transfers	-	(320)	-	-
Other changes	-	1,124	-	118
Profit for the year	(46)	-	-	-
Translation differences	35	(121)	-	70
<b>Balance at December 31, 2018</b>	<b>2,390</b>	<b>37,407</b>	<b>6,019</b>	<b>12,199</b>
Changes in scope of consolidation	9,500	-	-	-
Additions	114	571	-	1,672
Disposals	-	(6,044)	-	(1,584)
Change in valuation of derivatives	-	-	6,219	-
Transfers	-	(160)	-	(9)
Other changes	-	1,091	-	(250)
Profit for the year	2,060	-	-	-
Translation differences	67	(17)	-	67
<b>Balance at December 31, 2019</b>	<b>14,131</b>	<b>32,848</b>	<b>12,238</b>	<b>12,095</b>

#### a.1) Investments accounted for using the equity method

Changes in the scope of consolidation in 2019 corresponded to the incorporation of the associate company Etem Gestamp Aluminium Extrusions, S.A. (Note 2.b).

Changes in the scope of consolidation in 2018 corresponded to the incorporation of the subsidiary Gestamp Auto Components Sales (Tianjin) Co., Ltd. (Note 2.b).

Gains in 2019 amounting to 2,060 thousand euros relate, firstly, to the application of the Group's percentage of ownership in the results obtained by each company, representing profits of 104 thousand euros and, secondly, to the difference between the price of acquiring Etem Gestamp Aluminium Extrusions, S.A. and the shareholders' equity of such company on the acquisition date, totalling 1,956 thousand euros.

Losses for 2018, amounting to 46 thousand euros, relate to the application of the Group's percentage of ownership interest in the results obtained by each company.

No dividends have been received from companies accounted for using the equity method in 2019 and 2018.

The summarised financial information on the Group's investment in these associates in 2019 and 2018 is as follows:

Condensed balance sheet:

	2019				
	Global Laser Araba	Gestamp Auto Components Sales (Tianjin) Co., Ltd.	GGM & subsidiaries	Etem Gestamp Aliminium Extrusions, S.A.	Industrias Tamer, S.A.
Total non-current assets	9,854	-	56,616	37,721	1,582
Total current assets	1,251	115,035	93,417	30,458	989
Total non-current liabilities	(7,891)	-	(38,018)	(5,140)	(475)
Total current liabilities	449	(111,290)	(111,918)	(40,963)	(926)
Equity	(3,663)	(3,740)	(119)	(22,076)	(1,170)
Translation differences	-	(5)	22	-	-
Percentage of shareholding	30%	49%	30%	49%	30%
<b>Carrying amount of investment</b>	<b>1,099</b>	<b>1,835</b>	<b>29</b>	<b>10,817</b>	<b>351</b>

	2018			
	Global Laser Araba	Gestamp Auto Components Sales (Tianjin) Co., Ltd.	GGM & subsidiaries	Industrias Tamer, S.A.
Total non-current assets	11,080	-	63,100	1,275
Total current assets	1,205	49,791	75,449	2,668
Total non-current liabilities	(10,734)	-	(33,149)	(298)
Total current liabilities	216	(48,115)	(102,983)	(2,598)
Equity	(1,767)	(1,661)	(2,681)	(1,047)
Translation differences	-	(15)	264	-
Percentage of shareholding	30%	49%	30%	30%
<b>Carrying amount of investment</b>	<b>530</b>	<b>821</b>	<b>725</b>	<b>314</b>

## Condensed income statement:

	2019				
	Global Laser Araba	Gestamp Auto Components Sales (Tianjin) Co., Ltd.	GGM and subsidiaries	Etem Gestamp Aliminium Extrusions, S.A.	Industrias Tamer, S.A.
Operating income	9,169	284,407	37,347	52,961	3,463
Operating expense	(6,989)	(281,666)	(39,195)	(53,919)	(3,069)
<b>OPERATING PROFIT/LOSS</b>	<b>2,180</b>	<b>2,741</b>	<b>(1,848)</b>	<b>(958)</b>	<b>394</b>
Finance profit/loss	(241)	32	(900)	(577)	(21)
Exchange gains (losses)	-	-	221	-	-
Impairment and other gains/losses	-	-	-	-	-
<b>PROFIT/LOSS BEFORE TAX</b>	<b>1,939</b>	<b>2,773</b>	<b>(2,527)</b>	<b>(1,535)</b>	<b>373</b>
Income tax expense	-	(693)	(5)	-	(196)
Restatement of prior years' profit/loss	(42)	-	(31)	-	(54)
<b>PROFIT/LOSS FOR THE YEAR</b>	<b>1,897</b>	<b>2,080</b>	<b>(2,563)</b>	<b>(1,535)</b>	<b>123</b>
Percentage of shareholding	30%	49%	30%	49%	30%
<b>Participation of the Group in profit/loss for the year</b>	<b>569</b>	<b>1,019</b>	<b>(769)</b>	<b>(752)</b>	<b>37</b>

	2018			
	Global Laser Araba	Gestamp Auto Components Sales (Tianjin) Co., Ltd.	GGM y subsidiarias	Industrias Tamer, S.A.
Operating income	7,421	44,512	37,072	3,613
Operating expense	(6,430)	(43,971)	(38,242)	(3,218)
<b>OPERATING PROFIT/LOSS</b>	<b>991</b>	<b>541</b>	<b>(1,170)</b>	<b>395</b>
Finance profit/loss	(250)	3	(987)	(16)
Exchange gains (losses)	-	-	535	-
Impairment and other gains/losses	-	-	-	(157)
<b>PROFIT/LOSS BEFORE TAX</b>	<b>741</b>	<b>544</b>	<b>(1,622)</b>	<b>222</b>
Income tax expense	-	(136)	-	-
Restatement of prior years' profit/loss	209	-	5	(375)
<b>PROFIT/LOSS FOR THE YEAR</b>	<b>950</b>	<b>408</b>	<b>(1,617)</b>	<b>(153)</b>
Percentage of shareholding	30%	49%	30%	30%
<b>Participation of the Group in profit/loss for the year</b>	<b>285</b>	<b>200</b>	<b>(485)</b>	<b>(46)</b>

### a.2) Loans granted

The Loans granted heading includes mainly the loans granted to Group employees for the purchase from Acek Desarrollo y Gestión Industrial, S.L. of shares of the Parent Company in 2016, amounting to 31,177 thousand euros at 31 December 2019 (35,764 thousand euros at 31 December 2018). These loans are guaranteed by a pledge on the Parent Company's shares. The main economic conditions of these loans are an interest rate equal to the legal interest rate prevailing every calendar year, and the duration is six years from the date of signature. It also includes the balance that Edscha do Brasil Ltda. has with the Brazilian public authorities amounting to 710 thousand euros (978 thousand euros at 31 December 2018).

Disposals in 2019 mainly corresponded to partial payment from employees amounting to 5,682 thousand euros corresponding to loans granted to employees according to the previous paragraph.

The amount recorded under Other movements totalling 1,091 thousand euros relates to the capitalisation of interest on the long-term loan that the Parent Company has with its employees.

Changes in the scope of consolidation in 2018 corresponded to the incorporation of the subsidiary Reparaciones Industriales Zaldívar, S.L. using the full consolidation method.

Disposals in 2018 mainly corresponded to partial payment from employees amounting to 2,020 thousand euros, corresponding to loans granted to Group employees for Parent Company shares acquired from Acek Desarrollo y Gestión Industrial S.L.

The amount recorded under Other movements totalling 1,124 thousand euros relates to the capitalisation of interest on the long-term loan that the Parent Company has with its employees.

### a.3) Derivative financial instruments

Changes in valuation of financial instruments at 31 December 2019 and 31 December 2018 correspond to the change in the present value of implicit derivatives mainly due to the decrease in notional hedged as well as to the development of the exchange rates applicable to sales and purchase prices in certain customer and supplier contracts (Note 23.b.1)).

### a.4) Other financial investments

The amount recognised under Other financial investments at 31 December 2019 includes mainly guarantees and deposits, amounting to 11,928 thousand euros (11,625 thousand euros at 31 December 2018).

The most significant additions at 31 December 2019 corresponded to the arrangement of deposits as guarantee for leases, amounting to 1,319 thousand euros.

The most significant recognitions at 31 December 2019 mainly corresponded to the refund of deposits as guarantee for leases, amounting to 1,210 thousand euros.

Changes in the scope of consolidation in 2018 corresponded to the incorporation of the subsidiary Reparaciones Industriales Zaldívar, S.L. using the full consolidation method.

The most significant additions at 31 December 2018 corresponded to the arrangement of deposits as guarantee for operating leases, amounting to 1,103 thousand euros.

The most significant disposals at 31 December 2018 mainly correspond to the refund of security deposits for finance lease arrangements in the amount of 1,172 thousand euros, and to the payment of compensation for accidents at work, amounting to 1,783 thousand euros.

### b) Current financial assets

The movements in Current financial assets in 2019 and 2018 were as follows:

	Thousands of euros		
	Loans granted	Current securities portfolio	Other financial assets
<b>Balance at December 31, 2017</b>	<b>34,598</b>	<b>5,376</b>	<b>38,922</b>
Changes in scope of consolidation	-	-	2
Additions	2,368	8,213	59,385
Disposals	(558)	(9,076)	(38,438)
Transfers	320	-	12
Other changes	(144)	-	(1)
Translation differences	(1,264)	(197)	(5,260)
<b>Balance at December 31, 2018</b>	<b>35,320</b>	<b>4,316</b>	<b>54,622</b>
Additions	277	22,861	11,388
Disposals	(573)	(4,961)	(14,970)
Transfers	(12,448)	58	(58)
Other changes	(176)	-	8
Translation differences	(188)	(24)	(6,911)
<b>Balance at December, 31 2019</b>	<b>22,212</b>	<b>22,250</b>	<b>44,079</b>

#### b.1) Loans granted

The balance recorded under the heading Loans granted at 31 December 2019 and 31 December 2018 relates mainly to the loan granted by Gestamp Automoción, S.A. to Gestion Global de Matricería, S.L. amounting to 21,400 thousand euros (13,000 thousand euros at 31 December 2018). The amount of

Transfers in 2019 mainly correspond to the reclassification of the balance of 12,794 thousand euros between Gestamp Brasil Industria de Autopeças, S.A. and the Brazilian public authorities at 31 December 2018, which was transferred in 2019 to Receivables from public authorities.

The most significant Additions at 31 December 2018 mainly corresponded to the increase in receivables from public authorities by Gestamp Brasil Industria de Autopeças S.A., for 2,061 thousand euros.

### b.2) Current securities portfolio

The amount recognised as a Current securities portfolio at 31 December 2019 and 2018 mainly corresponded to:

- Short-term deposits arranged by Edscha do Brasil, Ltda., amounting to 2,099 thousand euros (290 thousand euros at 31 December 2018), providing an average return of between 4% and 5.5%.
- Short-term deposits arranged by Gestamp Sorocaba Industria de Autopecas Ltda. amounting to 4,838 thousand euros (2,252 thousand euros at 31 December 2018), providing an average return of between 1.35% and 6.25%.

The most significant Additions at 31 December 2019 mainly correspond to:

- Short-term deposits arranged during the year by Gestamp Automotive Chennai Private, Ltd. for a total of 5,244 thousand euros, all of which had not yet matured at 31 December 2019 and yielded an average return of 4.55%.
- Short-term deposits arranged during the year by Gestamp Pune Automotive Pvt, Ltd. for a total of 6,390 thousand euros, of which 4,252 were pending maturity at 31 December 2019 and yielded an average return of 7%.
- Short-term deposits during the year from the aforementioned company Edscha do Brasil, amounting to 1,812 thousand euros, as well as those from the company Gestamp Sorocaba Industria de Autopecas Lda. amounting to 2,619 thousand euros.

The most significant Disposals at 31 December 2019 correspond to the maturity of short-term deposits contracted by Gestamp Pune Atomotive Pvt, Ltd. and Gestamp Metal Forming (Wuhan), Ltd. for 1,784 thousand euros and 2,138 thousand euros, respectively.

The most significant additions at 31 December 2018 relate to short-term deposits arranged in the year by Gestamp Metal Forming (Wuhan), Ltd. and Gestamp Sorocaba Industria de Autopecas Ltda., for a total amount of 8,213 thousand euros, of which a total of 2,252 thousand euros were pending maturity at 31 December 2018, relating to Gestamp Sorocaba Industria de Autopecas Ltda. and which earn average yields of between 1.35% and 6.25%.

### b.3) Other current financial investments

The balance of Other financial investments at 31 December 2019 mainly includes bank deposits amounting to 42,589 thousand euros (53,006 thousand euros at 31 December 2018), and guarantees and deposits for 1,479 thousand euros (1,311 thousand euros at 31 December 2018).

Additions recognised at 31 December 2019 relate mainly to bank deposits from Gestamp Córdoba, S.A. amounting to 2,320 thousand euros, Gestamp Automotive India Private, Ltd. amounting to 3,280 thousand euros and Gestamp Togliatti, Llc. amounting to 1,794 thousand euros.

Disposals at 31 December 2019 related mainly to the cancellation of bank deposits of Gestamp Baires, S.A., Gestamp Córdoba, S.A. and Gestamp Automotive India Private, Ltd., totalling 14,527 thousand euros.

Additions recognised at 31 December 2018 related mainly to bank deposits of Gestamp Baires, S.A., Gestamp Córdoba, S.A. and Gestamp Automotive India Private, Ltd., totalling 58,859 thousand euros.

Disposals at 31 December 2018 mainly corresponded to the cancellation of bank deposits of the companies Gestamp Baires, S.A. and Gestamp Córdoba, S.A.

### Note 13. Inventories

The breakdown of inventories in the Consolidated Balance Sheet at 31 December 2019 and 2018 is as follows:

	Thousands of euros	
	2019	2018
Commercial inventories	15,555	21,864
Raw materials	194,032	233,200
Parts and assemblies	73,484	67,739
Spare parts	119,160	100,251
Packaging materials	2,215	2,192
Total cost of raw materials and other supplies (*)	404,446	425,246
By-products, waste and recovered materials	884	1,266
Prepayments to suppliers	67,413	84,685
Total cost of inventories	472,743	511,197
Impairment of raw materials (*)	(12,181)	(11,307)
Impairment of other supplies (*)	(9,538)	(9,145)
Total impairment	(21,719)	(20,452)
<b>Total inventories</b>	<b>451,024</b>	<b>490,745</b>

(\*) The variation in commodities and other supplies is recorded under "Consumption" in the Consolidated Income Statement and is detailed below:

	Thousands of euros						
	Balance at 2018	Change in inventories			Total	Changes in scope of consolidation (Note 3)	Balance at 2019
Impairment		Reversal of impairment	Changes in inventories				
Raw materials and other supplies	425,246	-	-	(21,398)	(21,398)	598	404,446
Impairment of raw materials and other supplies	(20,452)	(3,499)	2,232	-	(1,267)	-	(21,719)
Consumption (Note 27.a)	404,794	(3,499)	2,232	(21,398)	(22,665)	598	382,727

The inventories were not encumbered at 31 December 2019 nor 31 December 2018.

**Note 14. Assets from contracts with customers**

The breakdown of this Consolidated Balance Sheet heading is the following:

	Thousands of euros	
	2019	2018
Work in progress	110,748	102,470
Semi-finished products	103,542	102,142
Finished products	143,821	142,589
Trade receivables, tooling	180,289	331,016
<b>Total</b>	<b>538,400</b>	<b>678,217</b>

Customer tools correspond to the income recognised pending invoicing. There are no prepayments exceeding the work-in-progress evaluation by customer. The amount of the construction certificates for tools in progress, which were recognised by reducing the balance of the Customer tools heading at 31 December 2019 amounted to 1,117 million euros. Likewise, this item amounted to 682 million euros at 31 December 2018.

**Note 15. Trade and other receivables/ Other current assets/ Cash and cash equivalents**

## a) Trade receivables for sales and services

	Thousands of euros	
	2019	2018
Trade receivables	606,780	566,045
Trade bills receivable	31,837	24,634
Trade receivables by stage of completion, machinery	39,031	34,154
Trade receivables, doubtful collection	156	510
Impairment of trade receivables	(3,666)	(4,044)
Trade receivables, related parties (Note 32)	102,672	95,866
<b>Total</b>	<b>776,810</b>	<b>717,165</b>

As indicated in Note 1, Group sales, as well as trade receivable balances, are concentrated across a limited number of customers due to the nature of the automotive industry. In general, trade receivable balances have high credit quality.

The variation in the impairment provision at 31 December 2019 related to a provision of 193 thousand euros (31 December 2018: use of 1,471 thousand euros) (Note 27.c), as well as written-off balances and translation differences.

The analysis of the age of the financial assets related to the sale of parts that had matured at 31 December 2019 and 2018 was as follows:

	Thousands of euros	
	2019	2018
Less than 3 months	41,461	30,704
Between 3 and 6 months	1,297	8,537
Between 6 and 9 months	6,529	4,621
Between 9 and 12 months	5,874	6,548
More than 12 months	8,075	8,869
Total outstanding past due receivables	63,236	59,279
Impairment provision	(3,666)	(4,044)
<b>Total</b>	<b>59,570</b>	<b>55,235</b>

The amounts of these past due financial assets that had not been provisioned relate to customers with no history of bad debts.

The amount of the collection rights not yet due assigned by the Group under the factoring without recourse agreements arranged with Spanish, German, Portuguese, French, UK, US, Brazilian, Mexican, Hungarian, Polish, Czech Republic, Romanian, Turkey, Slovakian and Swedish banks, that were derecognised from the Consolidated Balance Sheet, amounted to 668,530 thousand euros at 566,319 at 31 December 2019 and 31 December 2018, respectively.

The expense recognised in 2019 for the assignment of the receivables not yet due at that date under the non-recourse factoring agreements amounted to 10,843 thousand euros (9,529 thousand euros in 2018) (Note 28.b)).

#### b) Other receivables

	Thousands of euros	
	2019	2018
Debtors	12,423	40,343
Debtors, related parties (Note 32)	274	74
Remuneration prepayments	4,842	3,971
Short-term loans to staff	83	113
<b>Total</b>	<b>17,622</b>	<b>44,501</b>

#### c) Current income tax assets

This line item amounted to 41,649 thousand euros at 31 December 2019 (28,333 thousand euros at 31 December 2018) and reflects the collection rights related to corporate tax refunds of the Parent Company and Group companies.

#### d) Receivables from public authorities

	Thousands of euros	
	2019	2018
Misc. receivables from tax authorities	229,968	210,823
VAT refunds	112,286	137,817
Grants and subsidies	8,225	5,315
Income tax refunds	19,437	21,301
Other	90,020	46,390
Receivables from Social Security	1,422	888
<b>Total</b>	<b>231,390</b>	<b>211,711</b>



In previous years, Gestamp Brasil Industrias de Autopeças, S.A. filed several lawsuits claiming the right to exclude State Tax on Goods and Services (ICMS) from the calculation base of the contributions to PIS (Programa de Integração Social) and COFINS (Contribuição para Financiamento da Seguridade Social).

At 31 December 2019, as a result of final judgments, the Subsidiary had recognised 16,459 thousand euros in this regard, together with the related late-payment interest, under Other in relation to various items receivable from the tax authorities.

#### e) Other current assets

This heading, amounting to 110,877 thousand euros, at 31 December 2019 (31 December 2018: 109,926 thousand euros), mainly reflects operating expenses relating to insurance premiums, maintenance and repair contracts, rentals and software licences paid for during the year but for which the expense will accrue in the following year, as well as advance payments for commercial agreements.

The breakdown of this heading was as follows:

	Thousands of euros	
	2019	2018
Operating expenses	47,540	44,688
Commercial agreements	53,514	49,640
Exchange rate derivative Brazil (Note 23.b.1)	1,311	1,845
Others	8,512	13,753
<b>Total</b>	<b>110,877</b>	<b>109,926</b>

#### f) Cash and cash equivalents

	Thousands of euros	
	2019	2018
Cash	573,385	548,645
Cash equivalents	85,196	67,852
<b>Total</b>	<b>658,581</b>	<b>616,497</b>

Cash equivalents correspond to deposits and surplus cash investments maturing in less than three months. The breakdown, by currency and interest rate, at 31 December 2019 and 2018, was as follows:

Company	2019		
	Thousands of euros	Source currency	Interest rate range
Gestamp Severstal Kaluga, LLC.	22,220	Russian ruble	3.86%-5.5%
Gestamp Brasil Industria de Autopeças, S.A.	62,976	Brazilian real	100%-101% CDI
<b>Total</b>	<b>85,196</b>		

Company	2018		
	Thousands of euros	Source currency	Interest rate range
Gestamp Severstal Kaluga, LLC.	11,923	Russian ruble	4.14%-7%
Gestamp Brasil Industria de Autopeças, S.A.	55,929	Brazilian real	100%-101% CDI
<b>Total</b>	<b>67,852</b>		

No restrictions existed regarding the use by the holders of the balances included in this heading in the accompanying Consolidated Balance Sheet.

**Note 16. Capital, own shares and Share Premium**

The information related to these headings at 31 December 2019 and 31 December 2018 was as follows:

ITEM	31-12-2019	31-12-2018
No. of shares	575,514,360	575,514,360
Par value	0.50	0.50
<b>Thousands of euros</b>		
Issued capital (par value)	287,757	287,757
Treasury shares	(2,872)	(6,041)
Share premium	61,591	61,591

**a) Share capital**

The shareholder structure at 31 December 2019 and 2018 was as follows:

Shareholders	% shareholding	
	31-12-2019	31-12-2018
Acek Desarrollo y Gestión Industrial, S.L.	19.69%	19.69%
Gestamp 2020, S.L.	50.10%	50.10%
Treasury shares	0.12%	0.19%
Free Float	30.09%	30.02%

Acek Desarrollo y Gestión Industrial, S.L. has an equity interest of 75% in the capital of Gestamp 2020, S.L.; thus, its total holding (direct and indirect) in the Parent was 57.26%.

There are no bylaw restrictions on the transfer of shares forming the Group's capital.

**b) Own shares**

On 27 July 2018, the Parent Company entered into a liquidity agreement with JB Capital Markets, S.V., S.A.U., adapted to Circular 1/2017, of 26 April, of the CNMV.

The framework of this agreement will be the Spanish Stock Markets.

This agreement stipulates the conditions under which the financial intermediary will operate for the account of the issuer, buying or selling own shares of the latter, with the sole objective of favouring the liquidity and regularity of their listing, for a duration of 12 months, which will be deemed to be tacitly extended for the same period unless indicated otherwise by the parties.

The amount earmarked to the cash account associated with the agreement was 9,000 thousand euros.

The own shares at 31 December 2019 represented 0.12% of the Parent Company's share capital (0.19% at 31 December 2018) and total 688,549 shares (1,078,834 at 31 December 2018), at an average acquisition price of 4.17 euros per share (5.60 at 31 December 2018).

The movement in 2019 and 2018 was as follows:

	Number of own shares	Thousands of euros
<b>Balance at December 31, 2017</b>	-	-
Increases/Purchases	2,648,637	15,497
Decreases/Sales	(1,569,803)	(9,456)
<b>Balance at December 31, 2018</b>	<b>1,078,834</b>	<b>6,041</b>
Increases/Purchases	11,706,626	54,488
Decreases/Sales	(12,096,911)	(57,657)
<b>Balance at December 31, 2019</b>	<b>688,549</b>	<b>2,872</b>

In 2019, the sales price of the own shares detailed in the previous table amounted to 56,783 thousand euros (8,702 thousand euros at 31 December 2018), generating a negative result of 874 thousand euros (754 thousand euros at 31 December 2018). Likewise, fees amounted to 13 thousand euros at 31 December 2018. Loss amounting to 874 thousand euros (767 thousand euros at 31 December 2018) was recognised under Unrestricted reserves (Note 17.2).

#### c) Share premium

The Share premium of the Parent Company amounted to 61,591 thousand euros at 31 December 2019 and 31 December 2018.

The amended Spanish Corporate Enterprises Act expressly allows the use of share premium balance to increase share capital balance, corresponding to an unrestricted reserve.

## Note 17. Retained earnings

The movements in “Retained earnings” for 2019 and 2018 are as follows:

	Legal reserve (Parent Company)	Unrestricted reserves (Parent Company)	Reserves at fully consolidated entities	Reserves at associates	Profit for the year	Effective hedges	Total
<b>AT JANUARY 1, 2019</b>	<b>57,550</b>	<b>375,910</b>	<b>1,163,688</b>	<b>(3,344)</b>	<b>257,690</b>	<b>(22,076)</b>	<b>1,829,418</b>
Profit for the period					212,272		212,272
Fair value adjustments reserve (hedge) (Note 23.b.1))						4,991	4,991
Actuarial gains and losses			(9,433)				(9,433)
Appropriation of 2018 profits		21,468	236,269	(47)	(257,690)		
Dividends distributed by the Parent Company (Note 17.2)		(77,575)					(77,575)
Dividends distributed by subsidiaries (Note 17.2 and Note 19)		167,390	(167,390)				
Treasury shares acquisitions (Note 17.2)		(874)					(874)
Interest from participative loans		5,276	(5,276)				
Other movements and adjustments from prior years		(12,626)	4,885				(7,741)
<b>AT DECEMBER 31, 2019</b>	<b>57,550</b>	<b>478,969</b>	<b>1,222,743</b>	<b>(3,391)</b>	<b>212,272</b>	<b>(17,085)</b>	<b>1,951,058</b>

	Legal reserve (Parent Company)	Goodwill reserves (Parent Company)	Unrestricted reserves (Parent Company)	Reserves at fully consolidated entities	Reserves at associates	Profit for the year	Effective hedges	Total
<b>AT JANUARY 1, 2018</b>	<b>47,109</b>	<b>4,455</b>	<b>272,199</b>	<b>1,019,304</b>	<b>(2,346)</b>	<b>239,692</b>	<b>(28,489)</b>	<b>1,551,924</b>
Profit for the period						257,690		257,690
Fair value adjustments reserve (hedge) (Note 23.b.1))							6,413	6,413
Actuarial gains and losses				4,608				4,608
Appropriation of 2017 profits	10,441		20,103	210,146	(998)	(239,692)		
Dividends distributed by the Parent Company (Note 17.2)			(71,939)					(71,939)
Dividends distributed by subsidiaries (Note 17.2 and Note 19)			100,603	(100,603)				
Treasury shares acquisitions (Note 17.2)			(767)					(767)
Increased ownership interest in companies with previous control (Note 2.b)				(4,162)				(4,162)
Decreased ownership interest in companies with previous control (Note 2.b)				2,895				2,895
Interest from participative loans (Note 17.2)			10,167	(10,167)				
IFRS 15 adoption impact				11,194				11,194
IFRS 9 adoption impact			41,089	41,171				82,260
Other movements and adjustments from prior years		(4,455)	4,455	(10,698)				(10,698)
<b>AT DECEMBER 31, 2018</b>	<b>57,550</b>		<b>375,910</b>	<b>1,163,688</b>	<b>(3,344)</b>	<b>257,690</b>	<b>(22,076)</b>	<b>1,829,418</b>

## 17.1 Legal reserves of the Parent Company

The legal reserve of the Parent Company amounted to 57,550 thousand euros at 31 December 2019 and to 47,109 thousand euros at 31 December 2018.

The Parent Company must allocate 10% of profit for each year to set up a reserve fund until such fund reaches at least 20% of share capital, equivalent to 57.6 million euros at 31 December 2018 and 2019. This reserve cannot be distributed to shareholders and may only be used to cover, if no other reserves are available, the receivable balance of the income statement.

At 31 December 2018, the Legal Reserve had already reached 20% of the Parent Company's Share Capital; accordingly, in 2019 it was not necessary to allocate any amount of 2018 profits to increase such reserve.

## 17.2 Unrestricted reserves of the Parent Company

The most significant movements in the Parent Company's unrestricted reserves at 31 December 2019 and 31 December 2018, apart from the 2018 profit distribution, amounting to 21,468 thousand euros and the 2017 profit distribution, amounting to 20,103 thousand euros, included in the retained earnings tables, were as follows:

### December 2019

- Reclassification of the interim dividend paid by the Parent Company in 2018, for the application of 2018 profit approved at the meeting of 6 May 2019, amounting to 37,346 thousand euros (Note 23.d).
- Distribution of a dividend of 40,229 thousand euros (0.07 euros gross per eligible Parent Company share) with a charge to voluntary reserves by the Parent Company, approved in the minutes of 6 May 2019. This dividend was paid on 5 July 2019.
- Distribution of dividends by various subsidiaries, amounting to 167,390 thousand euros, with a charge to their reserves or to the profit for the year, to the Parent Company during the fourth quarter of 2019 and which were paid at 31 December 2019.
- Result (loss) of the purchase and sale of own shares for 874 thousand euros (Note 16.b)).

## December 2018

- Dividend distribution by the Parent Company with a charge to voluntary reserves for the allocation of 2017 results on 7 May, 2018 amounting to 71,939 thousand euros. These dividends were paid on 6 July 2018.
- Reclassification of participative loan interests, from reserves at fully consolidated companies in the amount of 10,167 thousand euros.
- Dividend distribution with a charge to voluntary reserves, by various subsidiaries, amounting to 100,603 thousand euros. These dividends had been paid at 31 December 2018.
- Impact of the adoption from 1 January 2018 of IFRS 9 in the amount of 41,089 thousand euros.
- Result (loss) of the purchase and sale of own shares for 767 thousand euros (Note 16.b)).

### **17.3 Availability of reserves at fully consolidated companies**

Reserves held by companies consolidated under the full consolidation method are subject to a number of restrictions as to their availability depending on whether they are legal reserves, revaluation reserves or other special reserves.

The restrictions regarding the reserves mentioned above are the following:

#### a) Legal reserves at subsidiaries

According to prevailing legislation in the countries where these companies are located, legal reserves must reach a certain percentage of share capital, so that each year a percentage of net profit is applied to offset losses or increase share capital.

The amount of the legal reserve at 31 December 2019 and 31 December 2018 totalled 116,005 thousand euros and 108,970 thousand euros, respectively.

#### b) Reserve for the first-time application of IFRS (1 January 2007)

As a result of valuation of Property, plant and equipment at fair value, the land and buildings of certain subsidiaries were valued at their appraised values and an increase in reserves has been registered in the amount of the difference between the said assets' fair values and the net carrying amounts registered by each company.

The reserves deriving from these revaluations, net of tax, amounted to 120 million euros at 31 December 2019 and 123 million euros at 31 December 2018, respectively (Note 11). This reserve is not distributable.

#### c) Other reserves of subsidiaries

In accordance with the current legislation of the countries in which the Group operates, the distributions of dividends are governed by law. Also, restrictions exist relating to revaluation reserves that are not significant.

## 17.4 Approval of the financial statements and proposed distribution of profit

The 2019 individual financial statements of the Group companies will be proposed for approval by their respective General Shareholders' Meetings within the periods envisaged by the prevailing legislation. The Parent Company's directors consider that, as a result of this process, no changes will occur that may significantly affect the Consolidated Financial Statements in 2019.

The Group's Consolidated Financial Statements for 2019 were prepared by the Board of Directors of the Parent Company at its meeting held on 27 February 2020. The Parent Company's Board of Directors considers that they will be approved by the General Shareholders' Meeting of the Parent Company without any changes.

The Parent Company's Board of Directors will propose the following distribution of the profit for the year ended 31 December 2019 to the General Shareholders' Meeting:

	<u>Thousands of euros</u>
<b>Distributable profit</b>	
Income Statement balance	154,711
<b>Application</b>	
Interim dividends	31,612
Dividend distribution with a charge to profit for the year	32,187
Unrestricted reserves	90,912

On 16 December 2019, the Parent Company resolved to distribute an interim dividend out of 2019 profit, for a gross amount of 0.055 euros per outstanding share, discounted the existing own shares at the date of the agreement. The interim dividend amounts to 31,601 thousand euros and was pending payment at 31 December 2019 (Note 23.d)).

The amount finally paid at 14 January 2020, based on the number of the existing own shares at 12 January 2020, amount to 31,612 thousand euros.

### Limitations to the dividends distribution

The Parent Company is obliged to transfer 10% of profit for the year to a legal reserve, until this reserve reaches at least 20% of share capital. The part of the reserve that does not exceed the limit of 20% of the share capital cannot be distributed to shareholders (Note 17.1).

Once the reserves required by Law have been covered, dividends can only be distributed with a charge to profit for the year or to unrestricted reserves, if the value of equity is not, or as a result of the distribution, it does not turn out to be less than the share capital. For these purposes, the profit allocated directly to equity cannot be directly or indirectly distributed. Should prior years' losses exist leading the value of the Parent Company's equity to be less than share capital, profit will be allocated to offset such losses.

Aside from these legal limitations, other contractual limitations exist, which are detailed in Note 23.

**Note 18. Translation differences**

The breakdown of Translation differences by country is as follows:

Segment / Country	Thousands of euros		
	2019	2018	Difference
<b>Western Europe</b>			
Germany	2,153	1,352	801
Spain	(51,873)	(45,347)	(6,526)
Luxembourg	(1)	(1)	-
United Kingdom	(4,540)	(14,764)	10,224
Sweden	(8,409)	(6,520)	(1,889)
Morocco	88	59	29
<b>Eastern Europe</b>			
Hungary	(2,903)	(2,150)	(753)
Poland	(28,920)	(28,283)	(637)
Czech Republic	(2,580)	(3,142)	562
Romania	(122)	(36)	(86)
Russia	(54,842)	(61,887)	7,045
Turkey	(54,916)	(51,506)	(3,410)
Bulgaria	17	-	17
<b>Mercosur</b>			
Argentina	(73,632)	(72,987)	(645)
Brazil	(18,791)	(16,205)	(2,586)
<b>North America</b>			
USA	(19,711)	(24,581)	4,870
Mexico	(46,841)	(61,323)	14,482
<b>Asia</b>			
China	670	(1,922)	2,592
South Korea	3,234	3,913	(679)
India	(2,100)	(2,053)	(47)
Japan	527	(168)	695
Thailand	183	110	73
Taiwan	87	60	27
<b>Total</b>	<b>(363,222)</b>	<b>(387,381)</b>	<b>24,159</b>

Changes in Translation differences during 2019, gave rise to a net positive change of 24,159 thousand euros compared with 2018, mainly due to the following changes:

- in Spain, mainly corresponding to the permanent financing in dollars granted to subsidiaries, which generated translation differences in US dollars;
- in Western Europe due to the fluctuation of the pound sterling and the Swedish krona;
- in Eastern Europe due to fluctuations in the Russian rouble and Turkish lira;
- in North America mainly regarding the fluctuation of the Mexican peso;
- Mercosur regarding the fluctuation of Brazilian real; and
- Asia regarding the fluctuation of the Chinese yuan renminbi.

Also, the Translation differences in Argentina includes the effect of the inflation adjustment amounting to 32,404 thousand euros at 31 December 2019 (26,601 thousand euros at 31 December 2018) (Note 4.5).



## Note 19. Non-controlling interests

The changes in this heading, by company, in 2019 and 2018 were as follows:

Company	Thousands of euros						
	31-12-2018	Changes in scope of consolidation	Translation differences	Dividends paid	Other changes	Profit (loss) for the year	31-12-2019
Gestamp Holding Rusia, S.L./Todlem, S.L./ Gestamp Severstal Vsevolozhsk LLC./ Gestamp Severstal Kaluga, Ll.	15,848	-	2,944	-	3	5,298	24,093
Gestamp Auto Components (Kunshan) Co., Ltd./Gestamp Holding China, AB	39,810	-	251	-	(30)	767	40,798
Shanghai Edscha Machinery Co., Ltd.	10,884	-	113	-	(2)	(517)	10,478
Edscha Pha, Ltd.	9,162	-	(256)	-	(7)	3,202	12,101
Edscha Aapico Automotive Co. Ltd.	1,359	-	70	(646)	(3)	518	1,298
Sofedit, SAS	18	-	-	-	-	-	18
Gestamp Wroclaw, sp. Z.o.o.	(2)	-	-	-	-	-	(2)
Gestamp Brasil Industria Autopeças, S.A.	32,745	-	(484)	-	974	5,754	38,989
Gestamp Holding Argentina, S.L. and Argentinian companies	5,706	-	(356)	-	205	(1,857)	3,698
Gestamp Holding México, S.L. and Mexican companies	100,186	-	3,258	-	1,049	6,929	111,422
Gestamp North America, INC and North American companies	88,199	-	1,915	-	(2,171)	(5,885)	82,058
Mursolar 21, S.L./Gestamp A. Shenyang, Co. Ltd./Gestamp A. Dongguan, Co. Ltd.	47,438	-	114	-	(397)	8,286	55,441
Beyçelik Gestamp Kalip, A.S. / Çelik Form Gestamp Otomotive, A.S./ Beyçelik Gestamp Teknoloji Kalip, A.S./ MPO Providers rez. S.R.L./Beyçelik Gestamp Sasi, L.S.	30,702	-	1,286	(8,845)	300	17,551	40,994
Gestamp Automotive India Private Ltd.	32,583	-	(142)	-	-	6,843	39,284
Jui Li Edscha Body System Co. Ltd./Jui Li Edscha Hainan Industry Enterprise Co. Ltd./Jui Li Edscha Holding Co. Ltd.	2,540	-	21	(205)	-	449	2,805
Gestamp Sorocaba Industria de Autopeças Ltd.	356	-	(99)	-	(48)	450	659
Tuyauto Gestamp Morocco	1,727	-	29	-	(61)	(1,018)	677
Gestamp Etem Automotive Bulgaria, S.A.	-	4,854	16	-	(11)	131	4,990
Gestamp Auto Components (Tianjin) Co. Ltd./Gestmp Auto Components Beijing Co. Ltd.	11,736	-	(20)	-	(73)	7,962	19,605
<b>Total</b>	<b>430,997</b>	<b>4,854</b>	<b>8,660</b>	<b>(9,696)</b>	<b>(272)</b>	<b>54,863</b>	<b>489,406</b>

The most significant changes in Non-controlling Interests at 31 December 2019 related to:

- The incorporation of Gestamp Etem Automotive Bulgaria, S.A., from which 51% was acquired, generating Non-controlling interests for the remaining 49% (Note 2.b).
- Dividends paid by Beyçelik Gestamp Kalip, A.S. and Beyçelik Gestamp Teknoloji Kalip, A.S. on 28 March 2019.

Company	Thousands of euros							
	31-12-2017	Changes in scope of consolidation	Translation differences	Dividends paid	Application of IFRS 15	Other changes	Profit (loss) for the year	31-12-2018
Gestamp Holding Rusia, S.L./Todlem, S.L./ Gestamp Severstal Vsevolozhsk LLC./ Gestamp Severstal Kaluga, Ll.	19,380	-	(2,852)	-	61	89	(830)	15,848
Gestamp Auto Components (Kunshan) Co., Ltd./Gestamp Holding China, AB	37,435	-	(317)	-	104	(100)	2,688	39,810
Shanghai Edscha Machinery Co., Ltd.	10,102	-	(86)	-	113	(51)	806	10,884
Edscha Pha, Ltd.	6,409	-	106	-	16	178	2,453	9,162
Edscha Aapico Automotive Co. Ltd.	1,456	-	68	(623)	2	4	452	1,359
Sofedit, SAS	39,251	(40,590)	-	-	-	-	1,357	18
Gestamp Wroclaw, sp. Z.o.o.	(6,008)	5,733	273	-	-	-	-	(2)
Gestamp Brasil Industria Autopeças, S.A.	35,130	-	(2,037)	-	111	1	(460)	32,745
Gestamp Holding Argentina, S.L. and Argentinian companies	1,949	-	4,679	-	44	(378)	(588)	5,706
Gestamp Holding México, S.L. and Mexican companies	96,657	-	4,132	(8,797)	90	266	7,838	100,186
Gestamp North America, INC and North American companies	91,178	-	3,758	-	354	-	(7,091)	88,199
Mursolar 21, S.L./Gestamp A. Shenyang, Co. Ltd./Gestamp A. Dongguan, Co. Ltd.	42,474	-	(240)	-	86	(4)	5,122	47,438
Beyçelik Gestamp Kalip, A.S. / Çelik Form Gestamp Otomotive, A.S./ Beyçelik Gestamp Teknoloji Kalip, A.S./ MPO Providers rez. S.R.L./Beyçelik Gestamp Sasi, L.S.	29,793	-	(4,446)	(5,497)	199	(25)	10,678	30,702
Gestamp Automotive India Private Ltd.	28,310	-	(1,179)	-	43	-	5,409	32,583
Jui Li Edscha Body System Co. Ltd./Jui Li Edscha Hainan Industry Enterprise Co. Ltd./Jui Li Edscha Holding Co. Ltd.	2,283	-	(9)	(232)	40	66	392	2,540
NCSG Sorocaba Industria Metalúrgica Ltda.	-	29	(533)	-	-	-	860	356
Tuyauto Gestamp Morocco	-	1,765	59	-	-	-	(97)	1,727
Gestamp Auto Components (Tianjin) Co. Ltd./Gestmp Auto Components Beijing Co. Ltd.	-	13,438	(472)	-	-	-	(1,230)	11,736
<b>Total</b>	<b>435,799</b>	<b>(19,625)</b>	<b>904</b>	<b>(15,149)</b>	<b>1,263</b>	<b>46</b>	<b>27,759</b>	<b>430,997</b>

The most significant changes in Non-controlling Interests at 31 December 2018 related to:

- The increased ownership percentage in companies with prior control is due to the purchase by the subsidiary GMF Holding GmbH's of a 35% stake in the share capital of Sofedit S.A.S. (Note 2.b).
- Inclusion of the companies NCSG Sorocaba Industria Metalúrgica Ltda. and Tuyauto Gestamp Morocco (Note 2.b).
- The capital increase of Gestamp Auto Components Sales (Tianjin) Co., Ltd., whereby the non-controlling interest Beijing Hainachuan Automotive Parts, Co., Ltd. was incorporated. (Note 2.b).
- Distribution of dividends by Edscha Aapico Automotive Co. Ltd on 25 May 2018, Jui Li Edscha Body System Co. Ltd on 19 June 2018, Beyçelik Gestamp Kalip, A.S. on 22 March 2018 and of Gestamp Holding México, S.L. on 18 December 2018.

The most significant non-controlling interests mentioned in this Note have protecting rights mainly related to significant decisions on divestments of fixed assets, company restructuring, granting of guarantees, distribution of dividends and changes in articles of association. These protecting rights do not significantly restrict the Group capacity to access to or to use their assets as well as to liquidate their liabilities.

The financial information of the subsidiaries that have significant non-controlling interests is shown in the following table, which was prepared as follows:

- Taking as a base the individual financial statements of each subgroup, except for the United States, Argentina, Mexico and Brazil, for which the consolidated financial statements were taken.
- These financial statements are presented in line with the Group's criteria.
- They do not include inter-company eliminations performed in the consolidation of the Gestamp Automoción Group.
- The remaining consolidation adjustments performed in the consolidation of the Gestamp Automoción Group are presented in an additional line.

Condensed Income Statement for 31 December 2019 and 31 December 2018:

Item	2019								Total
	USA Subgroup	Argentina Subgroup	Mexico Subgroup	Brazil Subgroup	Beyçelik Gestamp Kalip, A.S Subgroup	Gestamp Holding China Subgroup	Mursolar Subgroup	Todlem Subgroup	
Operating income	1,398,696	130,350	534,036	492,092	480,564	125,980	204,625	161,885	3,528,229
Operating expense	(1,376,752)	(127,737)	(496,118)	(438,417)	(433,323)	(123,947)	(175,791)	(149,218)	(3,321,303)
<b>Operating profit</b>	<b>21,944</b>	<b>2,614</b>	<b>37,918</b>	<b>53,676</b>	<b>47,241</b>	<b>2,033</b>	<b>28,834</b>	<b>12,667</b>	<b>206,926</b>
Financial profit	(40,262)	(5,854)	(10,090)	(19,523)	(2,051)	1,283	(1,919)	(1,656)	(80,072)
Exchange gain (losses)	(143)	(1,954)	12,528	(2,064)	(14,015)	(19)	1,228	7,468	3,029
Impairment and other	-	-	3,067	(299)	(424)	-	-	-	2,345
<b>Profit before taxes</b>	<b>(18,461)</b>	<b>(5,194)</b>	<b>43,424</b>	<b>31,790</b>	<b>30,751</b>	<b>3,297</b>	<b>28,143</b>	<b>18,479</b>	<b>132,229</b>
Income tax expense	(995)	2,073	(13,788)	(11,381)	13,102	(185)	(3,609)	(4,241)	(19,025)
Non-controlling interest	-	297	-	-	-	-	-	-	297
<b>Profit attributable to parent company</b>	<b>(19,456)</b>	<b>(2,824)</b>	<b>29,636</b>	<b>20,408</b>	<b>43,853</b>	<b>3,112</b>	<b>24,534</b>	<b>14,238</b>	<b>113,501</b>
	30%	30%	30%	30%	50%	31.05%	35.00%	41.87%	-
Gain (Loss) attributable to non-controlling interest	(5,837)	(847)	8,891	6,122	21,927	966	8,587	5,961	45,770
Consolidation adjustments	(48)	(1,010)	(1,962)	(368)	(4,513)	(199)	(301)	(656)	(9,057)
Non-controlling interest profit	(5,885)	(1,857)	6,929	5,754	17,414	767	8,286	5,305	36,713
Other subgroup non-controlling interest	-	-	-	-	137	-	-	(7)	130
Onther non-significative non-controlling interest	-	-	-	-	0.00	-	-	-	18,020
<b>Total profit (loss) attributable to non-controlling interests</b>	<b>(5,885)</b>	<b>(1,857)</b>	<b>6,929</b>	<b>5,754</b>	<b>17,551</b>	<b>767</b>	<b>8,286</b>	<b>5,298</b>	<b>54,863</b>

2018									
Item	USA Subgroup	Argentina Subgroup	Mexico Subgroup	Brazil Subgroup	Beyçelik Gestamp Kalip, A.S Subgroup	Gestamp Holding China Subgroup	Mursolar Subgroup	Todlem Subgroup	Total
Operating income	1,065,313	168,303	568,162	388,806	405,500	171,431	228,842	120,177	3,116,534
Operating expense	(1,064,083)	(149,613)	(520,099)	(356,277)	(360,678)	(162,037)	(203,459)	(109,690)	(2,925,936)
<b>Operating profit</b>	<b>1,230</b>	<b>18,690</b>	<b>48,063</b>	<b>32,529</b>	<b>44,822</b>	<b>9,394</b>	<b>25,383</b>	<b>10,487</b>	<b>190,598</b>
Financial profit	(30,202)	(9,976)	(800)	(19,107)	(4,571)	936	(1,783)	(3,495)	(68,998)
Exchange gain (losses)	(447)	(5,870)	(4,997)	(8,062)	(8,658)	(273)	(4,017)	(7,376)	(39,700)
Impairment and other	-	-	(7)	(230)	-	-	-	-	(237)
<b>Profit before taxes</b>	<b>(29,419)</b>	<b>2,844</b>	<b>42,259</b>	<b>5,130</b>	<b>31,593</b>	<b>10,057</b>	<b>19,583</b>	<b>(384)</b>	<b>81,663</b>
Income tax expense	3,555	(7,376)	(16,884)	(3,927)	(1,417)	(1,573)	(3,459)	(782)	(31,863)
Non-controlling interest	-	59	-	-	-	-	-	-	59
<b>Profit attributable to parent company</b>	<b>(25,864)</b>	<b>(4,473)</b>	<b>25,375</b>	<b>1,203</b>	<b>30,176</b>	<b>8,484</b>	<b>16,124</b>	<b>(1,166)</b>	<b>49,859</b>
Gain (Loss) attributable to non-controlling interest	(7,759)	(1,342)	7,613	361	15,088	2,634	5,643	(488)	21,750
Consolidation adjustments	668	754	225	(821)	(2,548)	54	(521)	(341)	(2,530)
Non-controlling interest profit	(7,091)	(588)	7,838	(460)	12,540	2,688	5,122	(829)	19,220
Other subgroup non-controlling interest	-	-	-	-	(1,862)	-	-	(1)	(1,863)
Other non-significative non-controlling interest	-	-	-	-	-	-	-	-	10,402
<b>Total profit (loss) attributable to non-controlling interests</b>	<b>(7,091)</b>	<b>(588)</b>	<b>7,838</b>	<b>(460)</b>	<b>10,678</b>	<b>2,688</b>	<b>5,122</b>	<b>(830)</b>	<b>27,759</b>

## Condensed Balance Sheet at 31 December 2019 and 31 December 2018:

2019									
Item	USA Subgroup	Argentina Subgroup	Mexico Subgroup	Brazil Subgroup	Beyçelik, A.S.	Gestamp Holding China Subgroup	Mursolar Subgroup	Todlem Subgroup	Total
Total non-current assets	1,154,687	56,097	414,599	290,248	132,638	60,613	117,652	94,617	2,321,152
Total current assets	591,274	33,352	236,607	196,171	191,490	170,664	98,143	70,024	1,587,724
Total non-current liabilities	(768,483)	(11,392)	(27,257)	(72,742)	(64,823)	(649)	(9,221)	(51,651)	(1,006,219)
Total current liabilities	(688,946)	(52,662)	(314,819)	(285,858)	(180,289)	(101,472)	(44,758)	(58,392)	(1,727,196)
Equity	(251,522)	(82,663)	(364,811)	(145,395)	(113,467)	(123,023)	(163,639)	(95,945)	(1,340,465)
Translation differences	(37,010)	57,267	55,681	17,577	34,451	(6,133)	1,823	41,347	165,004
Equity attributable to non-controlling interest	30%	30%	30%	30%	30%	31.05%	35.00%	0	0%
Consolidation adjustments	(86,560)	(7,619)	(92,739)	(38,345)	(39,508)	(40,103)	(56,636)	(22,860)	(384,370)
Non-controlling interest	4,502	3,921	(18,683)	(644)	(1,485)	(695)	1,195	(1,233)	(13,122)
Other not significant non-controlling interest	(82,058)	(3,698)	(111,422)	(38,989)	(40,994)	(40,798)	(55,441)	(24,093)	(397,493)
<b>Total non-controlling interests</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(489,406)</b>

2018									
Item	USA Subgroup	Argentina Subgroup	Mexico Subgroup	Brazil Subgroup	Beyçelik, A.S.	Gestamp Holding China Subgroup	Mursolar Subgroup	Todlem Subgroup	Total
Total non-current assets	824,087	55,956	338,537	261,028	97,674	63,273	142,514	74,936	1,858,005
Total current assets	673,133	90,923	242,788	221,309	179,419	156,327	131,667	50,302	1,745,868
Total non-current liabilities	(203,425)	(11,414)	(16,220)	(118,456)	(58,523)	(510)	(25,381)	(28,580)	(462,509)
Total current liabilities	(985,123)	(103,557)	(294,513)	(270,042)	(157,409)	(93,758)	(111,855)	(63,358)	(2,079,615)
Equity	(278,059)	(88,241)	(335,175)	(109,406)	(98,373)	(120,008)	(139,095)	(81,679)	(1,250,036)
Translation differences	(30,613)	56,333	64,583	15,567	37,212	(5,324)	2,150	48,379	188,287
Equity attributable to non-controlling interest	30%	30%	30%	30%	50%	31.05%	35.00%	41.87%	-
Consolidation adjustments	(92,602)	(9,572)	(81,178)	(28,152)	(30,581)	(38,916)	(47,931)	(13,943)	(342,875)
Non-controlling interest	4,403	3,866	(19,008)	(4,593)	(121)	(894)	493	(1,905)	(17,759)
Other not significant non-controlling interest	(88,199)	(5,706)	(100,186)	(32,745)	(30,702)	(39,810)	(47,438)	(15,848)	(360,634)
<b>Total non-controlling interests</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(430,997)</b>

## Condensed Cash Flow Statement for 31 December 2019 and 31 December 2018:

2019									
Item	USA Subgroup	Argentina Subgroup	Mexico Subgroup	Brazil Subgroup	Beyçelik Gestamp Kalip, A.S Subgroup	Gestamp Holding China Subgroup	Mursolar Subgroup	Todlem Subgroup	Total
Operating activities	141,199	(23,128)	9,231	69,860	99,518	23,271	38,522	20,264	20,264
Investing activities	(177,052)	(1,442)	(46,700)	(51,712)	(36,915)	(9,265)	(39,707)	26,582	26,582
Financing activities	(9,496)	(35,146)	7,700	(44,905)	(42,973)	17,352	(30,305)	(35,935)	(35,935)
<b>Net increase (decrease) of cash or cash equivalents</b>	<b>(45,349)</b>	<b>(59,716)</b>	<b>(29,769)</b>	<b>(26,756)</b>	<b>19,630</b>	<b>31,358</b>	<b>(31,490)</b>	<b>10,911</b>	<b>10,911</b>

2018									
Item	USA Subgroup	Argentina Subgroup	Mexico Subgroup	Brazil Subgroup	Beyçelik Gestamp Kalip, A.S Subgroup	Gestamp Holding China Subgroup	Mursolar Subgroup	Todlem Subgroup	Total
Operating activities	45,614	30,983	104,836	21,656	64,730	21,456	46,667	10,532	10,532
Investing activities	(211,477)	(3,984)	(78,581)	(50,303)	(48,308)	(7,763)	48,774	(65,775)	(65,775)
Financing activities	253,186	(33,899)	(47,560)	77,126	(17,900)	41,516	(57,557)	49,987	49,987
<b>Net increase (decrease) of cash or cash equivalents</b>	<b>87,323</b>	<b>(6,900)</b>	<b>(21,305)</b>	<b>48,479</b>	<b>(1,478)</b>	<b>55,209</b>	<b>37,884</b>	<b>(5,256)</b>	<b>(5,256)</b>

**Note 20. Deferred income**

Deferred income includes grants related to assets obtained by Group subsidiaries, pending release to the Consolidated Income Statement.

The variations in this heading at 31 December 2019 and 31 December 2018 were as follows:

	Thousands of euros
<b>Balance at December 31, 2017</b>	<b>22,315</b>
Grants received during the financial year	5,622
Grants returned during the financial year	(1,098)
Grants released to income in the year	(4,616)
Translation differences	(99)
Other changes	571
<b>Balance at December 31, 2018</b>	<b>22,695</b>
Grants received during the financial year	6,201
Grants returned during the financial year	(368)
Grants released to income in the year (Note 26.b))	(5,407)
Translation differences	77
Other changes	462
<b>Balance at December 31, 2019</b>	<b>23,660</b>

The Group companies are able to meet all the requirements demanded by administrative resolutions regarding the awarding of subsidies to qualify as non-reimbursable grants.

**Note 21. Provisions and contingent liabilities**

The breakdown of the Provisions, by item, at 31 December 2019 and 31 December 2018, is as follows:

	Thousands of euros					
	Non-current		Current		Total	
	2019	2018	2019	2018	2019	2018
Provision for employee compensation (Note 22)	115,009	100,722	298	403	115,307	101,125
Uncertain tax position liabilities	8,574	8,229	5	-	8,579	8,229
Provision for other responsibilities	23,997	12,963	16,252	12,843	40,249	25,807
	<b>147,580</b>	<b>121,915</b>	<b>16,555</b>	<b>13,246</b>	<b>164,135</b>	<b>135,161</b>

The changes in this heading during 2019 and 2018 are as follows:

	Thousands of euros			
	Provision for employee compensation	Uncertain tax position liabilities	Provision for other responsibilities	Total
<b>Balance at December 31, 2017</b>	<b>101,609</b>	<b>7,848</b>	<b>45,310</b>	<b>154,767</b>
Additions	9,947	2,834	8,188	20,969
Retirements/amount applied	(10,730)	(2,675)	(30,693)	(44,098)
Translation differences	(10)	(431)	(1,400)	(1,841)
Other movements	309	653	4,402	5,364
<b>Balance at December 31, 2018</b>	<b>101,125</b>	<b>8,229</b>	<b>25,807</b>	<b>135,161</b>
Additions	18,297	455	23,883	42,635
Retirements/amount applied	(3,531)	(39)	(15,251)	(18,821)
Translation differences	(166)	(66)	(429)	(661)
Other movements	(418)	1	6,238	5,821
<b>Balance at December 31, 2019</b>	<b>115,307</b>	<b>8,580</b>	<b>40,248</b>	<b>164,135</b>

### Provision for employee compensation

According to the commitments undertaken, the Group has legal, contractual and implicit obligations to staff of certain subsidiaries whose amount or maturity is uncertain.

In 2019 the long-term Incentive Plan was changed, end of 2021 has been set as the date for assessing performance against objectives and first half of 2022 as the settlement period. Consequently, the corresponding provision has been adjusted accordingly.

The provision for long-term defined benefit plans is quantified considering the possible affected assets according to the recognition and measurement standards.

Additions in 2019 and 2018 mainly correspond to:

- Provisions for employee remuneration regarding seniority awards and other benefits for remaining at the company.
- Provisions based on actuarial calculations.
- Provisions for employee compensation based on a long-term incentive plan.

Retirements in 2019 and 2018 mainly correspond to reversals of long term employee compensation provisions.

### Uncertain tax position liabilities

The Group basically books the estimated amount of tax debts related to tax assessments commenced by the tax authorities and currently appealed against before the courts and others whose exact amount or payment date is uncertain.

Retirements in 2018 mainly corresponded to the application of provisions relating to tax assessments.

### Provision for other responsibilities

This line item primarily reflects provisions recognised by certain Group companies to cover specific risks arising from their day-to-day businesses and provisions for personnel restructuring.

Additions in 2019 relate mainly to provisions for other commercial operations, labour contingencies and litigation.

Retirements in 2019 relate mainly to provisions labour contingencies and other litigation.

Retirements in 2018 were mainly amounts used of provisions for operating expenses and trade operations of different Group companies.

The Group's directors consider that provisions registered in the Consolidated Balance Sheet duly cover the risks for litigations, arbitration and other contingencies, and no additional related liabilities are expected.

At 31 December 2019 and 31 December 2018, there were no significant contingent liabilities in the Group.

**Note 22. Provision for employee compensation**

The detail of the amounts recognised as provisions for employee compensation was as follows:

Item		Non-current		Current		Total	
		2019	2018	2019	2018	2019	2018
Employee benefits	a)	26,111	23,121	298	403	26,408	23,524
Post-employment benefits							
Defined benefit plans	b)	88,898	77,601	-	-	88,898	77,601
<b>Total (Note 21)</b>		<b>115,009</b>	<b>100,722</b>	<b>298</b>	<b>403</b>	<b>115,307</b>	<b>101,125</b>

a) Employee benefits

The amount recognised as remuneration to employees includes the amounts provisioned by certain Group companies for long-service bonuses and other benefits for remaining at the company (anniversaries, retirement, medals, etc.), as well as the long-term incentive plan.

b) Defined benefit plans

The Group has defined benefit pension plans. The main pension plans relate to various companies located in Germany and France. These plans include plans partially financed by an investment fund and plans not financed through the fund.

The risks associated with the different defined benefit plans are those inherent to the pension plans that are not financed by an external fund without recourse to the employer. Furthermore, other risks associated with defined benefit plans common both to the plans partially financed and to the unfinanced plans, are of a demographic nature, such as the mortality and longevity of the employees included in the plan, and those of a financial nature, such as pension increase rates based on inflation.

The balance recognised at 31 December 2019 and 31 December 2018, corresponding to those plans, broken down by country, was as follows:

Item	Thousand of euros		
	Germany	France	Total
Present value of the defined benefit obligation	85,564	9,424	94,988
Fair value of plan assets and reimbursement rights	(4,532)	(1,558)	(6,090)
<b>Value of defined benefit obligation at December 31, 2019</b>	<b>81,032</b>	<b>7,866</b>	<b>88,898</b>

Item	Thousand of euros		
	Germany	France	Total
Present value of the defined benefit obligation	74,475	9,357	83,832
Fair value of plan assets and reimbursement rights	(4,452)	(1,779)	(6,231)
<b>Value of defined benefit obligation at December 31, 2018</b>	<b>70,023</b>	<b>7,578</b>	<b>77,601</b>

The changes in the present value of the defined benefit liabilities are as follows:

	Thousand of euros		
	Germany	France	Total
<b>Present value of the defined benefit obligation at December 31, 2017</b>	<b>76,162</b>	<b>9,775</b>	<b>85,937</b>
Current service cost year 2018	3,135	534	3,669
Interest income or expense	(5)		(5)
Interest income or expense	1,208	122	1,330
Pension cost charged to profit and loss at 2018	4,338	656	4,994
Payments from the plan except any settlements	(2,270)	(457)	(2,727)
Payments from plan settlements	(4)	-	(4)
Actuarial gains and losses arising from changes in demographic assumptions	(2,225)	(423)	(2,648)
Actuarial gains and losses arising from changes in financial assumptions	(1,794)	(376)	(2,170)
Actuarial gains and losses attributable to non-controlling interests	-	-	-
Tax effect	-	-	-
Remeasurements of the net defined benefit liability	(4,019)	(799)	(4,818) (*)
Effect of disposals	-	-	-
Other effects	268	182	450
<b>Present value of the defined benefit obligation at December 31, 2018</b>	<b>74,475</b>	<b>9,357</b>	<b>83,832</b>
Current service cost year 2019	3,073	480	3,553
Gains and losses arising from settlements	-	-	-
Interest income or expense	1,300	141	1,441
Pension cost charged to profit and loss at 2019	4,373	621	4,994
Payments from the plan except any settlements	(2,530)	(303)	(2,833)
Payments from plan settlements	(9)	-	(9)
Actuarial gains and losses arising from changes in demographic assumptions	(761)	(155)	(916)
Actuarial gains and losses arising from changes in financial assumptions	9,793	1,028	10,821
Actuarial gains and losses attributable to non-controlling interests	-	-	-
Tax effect	(468)	-	(468)
Remeasurements of the net defined benefit liability	8,564	873	9,437 (**)
Effect of disposals	-	-	-
Other effects	691	(1,124)	(433)
<b>Present value of the defined benefit obligation at December 31, 2019</b>	<b>85,564</b>	<b>9,424</b>	<b>94,988</b>

The changes in the fair value of the assets used in the plan are as follows:

	Thousand of euros		
	Germany	France	Total
<b>Fair value of plan assets and reimbursement rights at December 31, 2017</b>	<b>4,575</b>	<b>1,893</b>	<b>6,468</b>
Interest income or expense	73	26	99
Pension cost charged to profit and loss at 2018	73	26	99
Payments from the plan except any settlements	-	(126)	(126)
Return on plans assets, excluding amounts included in interest	-	-	-
Actuarial gains and losses arising from changes in demographic assumptions	(196)	(14)	(210)
Actuarial gains and losses attributable to non-controlling interests	-	-	-
Remeasurements of the net defined benefit liability	(196)	(14)	(210) (*)
Contributions to the plan by the employer	-	-	-
<b>Fair value of plan assets and reimbursement rights at December 31, 2018</b>	<b>4,452</b>	<b>1,779</b>	<b>6,231</b>
Interest income or expense	80	73	153
Pension cost charged to profit and loss at 2019	80	73	153
Payments from the plan except any settlements	-	(298)	(298)
Return on plans assets, excluding amounts included in interest	-	-	-
Actuarial gains and losses arising from changes in financial assumptions	-	4	4
Actuarial gains and losses attributable to non-controlling interests	-	-	-
Remeasurements of the net defined benefit liability	-	4	4 (**)
<b>Fair value of plan assets and reimbursement rights at December 31, 2019</b>	<b>4,532</b>	<b>1,558</b>	<b>6,090</b>

(\*) The amount recognised as actuarial gains and losses at 31 December 2018, included as an increase in the Statement of Changes in Equity, amounted to 4,608 thousand euros (4,818 thousand euros corresponding to the change in value of the defined benefit liabilities and -210 thousand euros corresponding to the change in value of the assets used in the plan).

(\*\*) The amount recognised as actuarial gains and losses at 31 December 2019, included as an increase in the Statement of Changes in Equity, amounted to 9,433 thousand euros (9,437 thousand euros corresponding to the change in value of the defined benefit liabilities and 4 thousand euros corresponding to the change in value of the assets used in the plan).

The breakdown of the expense recognised in the Consolidated Income Statement, relating to these plans, is as follows:

Item	Thousand of euros					
	Germany		France		Total	
	2019	2018	2019	2018	2019	2018
Current services cost	3,073	3,135	480	534	3,553	3,669
Gains and losses arising from settlements	-	(5)	-	-	-	(5)
Net interest on the net defined benefit liability (asset)	1,220	1,135	68	96	1,288	1,231
<b>Total expense recognised in profit or loss</b>	<b>4,293</b>	<b>4,265</b>	<b>548</b>	<b>630</b>	<b>4,841</b>	<b>4,895</b>

The main asset categories used in the plan and their fair value are as follows:

Item	Thousand of euros			
	Germany		France	
	2019	2018	2019	2018
Investments quoted in active markets				
Mixed investment funds in Europe	4,554	4,453	1,558	1,824
Not quoted investments				
Investment funds in insurances	-	-	-	-
	<b>4,554</b>	<b>4,453</b>	<b>1,558</b>	<b>1,824</b>

The main assumptions used to determine the defined benefit obligation are as follows:

Item	Germany		France	
	2019	2018	2019	2018
Discount rate	0,9% - 2,0%	1.8% - 2.0%	0.8%	1.6%
Expected rate of return on any plan assets	0% - 1,8%	0% - 1.8%	1.6%	1.3%
Future salary increases rate	2.5%	2.0% - 2.5%	2.0%	2.0%
Future pension increases rate	1.5%	1.5% - 2%	1.5%	1.5%
Inflation rate	2.0%	2.0%	2.0%	2.0%
Mortality table	RT 2018 G Dr. Klaus Heubeck	RT 2018 G Dr. Klaus Heubeck	INSEE F 2008-2010	INSEE F 2008-2010
Rates of employee turnover, disability and early retirement	Aon Hewitt Standard tables, RT 2018 G Dr. Klaus Heubeck, 63	Aon Hewitt Standard tables, RT 2018 G Dr. Klaus Heubeck, 63	2.0%	2.0%
Proportion of plan members with dependants who will be eligible for benefits	100.0%	100.0%	-	-
Percentage of taxes payable by the plan on contributions relating to service before the reporting date or on benefits resulting from that service	2.0%	2.0%	2.0%	2.0%

The sensitivity analyses of the value of the obligation for defined benefits faced with changes in the main assumptions at 31 December 2019 and 31 December 2018 are as follows:

Assumptions	Sensitivity	2019			
		Germany		France	
		Increase	Decrease	Increase	Decrease
Discount rate					
Increase	0.5%	-	6,102	-	8,319
Decrease	0.5%	6,779	-	10,554	-
Future pension increases rate					
Increase	0.5%	2,843	-	-	-
Decrease	0.5%	-	2,581	-	-
Future salary increases rate					
Increase	0.25%	-	-	9,699	-
Decrease	0.25%	-	-	-	9,011
Increase	0.5%	56	-	-	-
Decrease	0.5%	-	50	-	-
Mortality rate					
Decrease	1 year	1,625	-	-	-



Assumptions	Sensitivity	2018			
		Germany		France	
		Increase	Decrease	Increase	Decrease
Discount rate					
Increase	0.5%	-	5,012	-	9,727
Decrease	0.5%	4,529	-	7,276	-
Future pension increases rate					
Increase	0.5%	2,029	-	-	-
Decrease	0.5%	-	1,841	-	-
Future salary increases rate					
Increase	0.3%	-	-	8,689	-
Decrease	0.25%	-	-	-	8,084
Increase	0.5%	80	-	-	-
Decrease	0.5%	-	73	-	-
Mortality rate					
Decrease	1 año	1,365	-	-	-

The future expected payments for contributions to the defined benefit pensions plans at 31 December 2019 and 31 December 2018 are as follows:

	Thousand of euros					
	2019			2018		
	Germany	France	Total	Germany	France	Total
Within the next 12 months	2,324	44	2,368	3,928	124	4,052
Between 2 and 5 years	13,791	1,973	15,764	11,554	1,737	13,291
Beyond 5 years	17,892	19,893	37,785	16,145	20,631	36,776
<b>Total</b>	<b>34,007</b>	<b>21,910</b>	<b>55,917</b>	<b>31,627</b>	<b>22,492</b>	<b>54,119</b>

### Note 23. Borrowed funds

The breakdown of the Group's debt at 31 December 2019 and 31 December 2018, classified by item, is as follows:

Item		Thousands of euros				
		Non current		Current		
		2019	2018	2019	2018	
a) Interest-bearing loans, borrowings and debt issues	a.1)	2,725,530	2,589,086	a.2)	138,706	75,897
b) Derivative financial instruments	b.1)	66,138	56,117	b.1)	-	1,197
c) Other financial liabilities		<u>527,136</u>	<u>96,571</u>		<u>77,334</u>	<u>182,350</u>
Finance lease prior IFRS 16	c.1)	49,526	39,971	c.1)	9,503	6,667
Borrowings from related parties	c.2)	128,160	27,844	c.2)	4,282	175,683
Other borrowings	c.3)	20,368	28,756	c.3)	-	-
Operating lease (IFRS 16)	c.4)	329,082	-	c.4)	63,549	-
d) Other liabilities	d)	10,368	10,010	d)	207,655	187,303
<b>Total</b>		<b>3,329,172</b>	<b>2,751,784</b>		<b>423,695</b>	<b>446,747</b>

The changes in liabilities related to financing activities, as shown in a) and c) and in derivative financial instruments in b) of the table above, are detailed as follows:

	Thousand of euros							
	2018	IFRS 16 impact 01-01-2019	Cash flow	Foreign exchange effect	IFRS 9 application - Refinancing	Changes in fair value	Others	2019
Interest-bearing loans, borrowings and debt issues	2,664,983	-	200,571	5,774	(13,289)	-	6,197	2,864,236
Finance lease	46,638	-	12,391	-	-	-	-	59,029
Borrowings from related parties	203,527	-	(70,943)	1,996	-	-	(2,138)	132,442
Other borrowings	28,756	-	(10,492)	-	-	-	2,104	20,368
Operating lease (IFRS 16)	-	395,110	(2,479)	-	-	-	-	392,631
<b>Gross Financial Debt (Note 4.6)</b>	<b>2,943,904</b>	<b>395,110</b>	<b>129,048</b>	<b>7,770</b>	<b>(13,289)</b>	<b>-</b>	<b>6,163</b>	<b>3,468,706</b>
Derivative financial instruments	56,117	-	-	-	-	10,021	-	66,138
<b>TOTAL</b>	<b>3,000,021</b>	<b>395,110</b>	<b>129,048</b>	<b>7,770</b>	<b>(13,289)</b>	<b>10,021</b>	<b>6,163</b>	<b>3,534,844</b>

	Thousand of euros					2018
	2017	Cash flow	Foreign exchange effect	Changes in fair value	Others	
Interest-bearing loans, borrowings and debt issues	2,710,880	26,931	(5,171)		(67,657)	2,664,983
Finance lease	32,672	13,967	(2,681)		2,680	46,638
Borrowings from related parties	59,294	149,319	(253)		(4,833)	203,527
Other borrowings	34,183	4,614			(10,041)	28,756
<b>Gross Financial Debt (Note 4.6)</b>	<b>2,837,029</b>	<b>194,831</b>	<b>(8,105)</b>		<b>(79,851)</b>	<b>2,943,904</b>
Derivative financial instruments	66,201			(10,084)		56,117
<b>TOTAL</b>	<b>2,903,230</b>	<b>194,831</b>	<b>(8,105)</b>	<b>(10,084)</b>	<b>(79,851)</b>	<b>3,000,021</b>

#### a) Interest-bearing loans, borrowings and debt issues

##### a.1) Bank borrowings and long-term debt securities

The breakdown, by segment and maturity date, of long-term bank borrowings and debt securities is as follows:

Description	Thousands of euros						31-12-2018
	31-12-2019						
	2021	2022	2023	2024	Beyond	Total	Total
<b>In Euro</b>	<b>153,180</b>	<b>610,878</b>	<b>986,369</b>	<b>122,728</b>	<b>493,610</b>	<b>2,366,765</b>	<b>2,226,646</b>
Western Europe	140,549	600,703	976,313	122,728	493,610	2,333,903	2,178,745
Eastern Europe	12,631	10,175	10,056	0	0	32,862	47,900
<b>In foreign currency</b>	<b>4,879</b>	<b>131,197</b>	<b>117,490</b>	<b>63,683</b>	<b>41,516</b>	<b>358,765</b>	<b>362,440</b>
<b>Brazilian real</b>							
Mercosur	4,269	1,016	1,318	45,473	190	52,267	73,716
<b>Dollars</b>							
Western Europe	-	117,312	103,303	-	-	220,615	211,491
<b>Turkish lira</b>							
Eastern Europe	31	-	-	-	-	31	447
<b>Czech crown</b>							
Eastern Europe	-	12,290	12,290	12,290	12,290	49,160	48,572
<b>Romanian leu</b>							
Eastern Europe	-	-	-	4,570	-	4,570	
<b>Korean won</b>							
Asia	579	579	579	1,351	1,158	4,244	1,188
<b>Japanese yen</b>							
Asia	-	-	-	-	27,878	27,878	27,026
<b>Total</b>	<b>158,059</b>	<b>742,075</b>	<b>1,103,859</b>	<b>186,411</b>	<b>535,126</b>	<b>2,725,530</b>	<b>2,589,086</b>

At 31 December 2019, the Group held long-term bilateral credit lines amounting to 378,500 thousand euros with a positive balance in favour of the Group amounting to 1,146 thousand euros, registered as Cash and cash equivalents (320,000 thousand euros at 31 December 2018, against which no amount had been drawn down). The interest rate on these policies ranges between 0.60% and 1.20%.

The detail of the maturities corresponding to the balances of this account at 31 December 2018 is as follows:

Thousands of euros					
31-12-2018					
2020	2021	2022	2023	Beyond	Total
262,158	328,300	741,217	815,094	442,317	2,589,086

The guarantees granted are personal guarantees of the borrower and were granted by a group of subsidiary companies (Appendix III).

At 31 December de 2019, Edscha PHA, Ltd., has property, plant and equipment set aside to secure for bank loans amounting to 3,087 thousand euros. At 31 December 2018 there were no assets pledged as security for loans (Note 11).

In addition, there are security interests and related guarantees in the description of the individual transactions included in this Note.

The annual nominal interest rate on interest-bearing loans at 31 December 2019 is as follows:

	<u>Interest rate</u>
• Loans denominated in euros:	0.90% - 1.45%
• Loans denominated in Brazilian reals*	2.00% - 8.70%
• Loans denominated in US dollars	3.95% - 4.25%

\* The lower level of the range corresponds to loans received by BNDES with a subsidised interest rate.

The nominal interest rate on the loans at 31 December 2018 was as follows:

	<u>Interest rate</u>
• Loans denominated in euros:	0.90% - 1.45%
• Loans denominated in Brazilian reals*	3.50% - 8.70%
• Loans denominated in US dollars	3.95% - 4.25%

\* The lower level of the range corresponds to loans received by BNDES with a subsidised interest rate.

The loans in the schedule above where certain Group companies are guarantors or which are subject to covenants are as follows:

I) Syndicated loan 2013 (modified in the following years)

The Group adopted IFRS 9 *Financial Instruments* for the first time in 2018. The accounting treatment adopted by IFRS 9 for restructurings requires adjusting the debt balance to the sum of the adjusted cash flows discounted to the original effective interest rate. This rate, once adjusted using the possible restructuring fees, must be used for subsequent periods.

On 20 May 2016, the Parent Company signed an agreement modifying the original syndicated loan agreement signed on 19 April 2013, modifying both the principal, whose original amount was 532 million euros, (Tranche A1), increasing it by 340 million euros (Tranche A2), and certain conditions of such loan.

Also, a tranche of a Revolving Credit Facility exists, the amount of which was increased at 31 December 2019 to 325,000 thousand euros, the initial amount of which was 280,000 thousand euros at 31 December 2018.

After the required analysis, this operation was considered as a refinancing of the syndicated loan since there was no substantial modification of the debt.

On 25 July 2017, the Parent Company signed a new agreement to modify the original syndicated loan agreement signed in April 2013. This agreement implies changes in interest rates and payment dates. The maturity date for the contract was 15 July 2022.

On 11 May 2018, the Parent Company signed a new agreement to modify the original syndicated loan agreement signed in April 2013. This agreement implies changes in clauses of the agreement, without altering economic terms, maturities, drawdowns and allowing interim dividend distribution.

The impact of the adoption of IFRS 9 at 1 January 2018 for the syndicated loan is as follows:

	Thousands of euros
<b>Liabilities</b>	
Interest-bearing loans and borrowings and debt issues	(54,064)
Deferred tax liabilities	12,976
<b>Total liabilities</b>	<b>(41,088)</b>
<b>Net positive impact on equity</b>	<b>41,088</b>

Lastly, on 25 February 2019, the Parent Company signed a new agreement to modify the syndicated loan agreement modifying the maturity dates. Maturities initially set at 2020 and 2021 have been postponed to 30 April 2023, amounting to 324 million euros. The first Tranche (Tranche 1) relates to the initial transaction while the second (Tranche 2) results from the extension made in 2016; accordingly, each one was treated separately given that the initial IRR of each transaction is different. The effect at 31 December 2019 recognised for said restructuring transaction is a positive financial result of 13,289 thousand euros, whose tax effect amounted to 3,189 thousand euros.

The estimate at 31 December 2019, that is, having considered the restructuring performed at that date, of the amount to be recorded in future years under Finance costs with the corresponding increase in Bank borrowings, and its tax effect, is as follows:

Thousands of euros			
Year	Finance cost	Tax effect	Total impact on results
2020	14,422	(3,461)	10,961
2021	14,422	(3,461)	10,961
2022	9,470	(2,273)	7,197
2023	2,283	(548)	1,735
<b>Total</b>	<b>40,597</b>	<b>(9,743)</b>	<b>30,854</b>

These amounts may be altered in the case of extensions or early cancellations that change the accrual period.

The amount accrued under Finance costs in 2019, as a result of applying this standard and the subsequent increase in Bank borrowings, amounted to 14,357 thousand euros (12,400 thousand euros at 31 December 2018), with the corresponding reversal of the Deferred tax liability of 3,446 thousand euros (2,976 thousand euros at 31 December 2018).

The Parent Company must accomplish certain financial obligations related to Consolidated Financial Statements over the life of the loan. These obligations are as follows:

- “EBITDA / Financial expense” ratio above 4.00
- “Net Financial Debt / EBITDA” ratio below 3.50

The non-fulfilment of these ratios implies the early repayment of the loan. A period of 20 working days exists to remedy the breach of these financial obligations. At 31 December 2019 and 31 December 2018, these ratios were within the limits mentioned above (EBITDA / Financial expense ratio was 7.67 at 31 December 2019 and 7.45 at 31 December 2018, while the Net Financial Debt / EBITDA ratio was 2.44 at 31 December 2019 and 2.47 at 31 December 2018). Ratios must be calculated in accordance with the accounting rules in force at the time of signing (19 April 2013), this means, in particular, that the impacts due to the amendment of IFRS 16, 15 and 9, have been reversed in the exercise 2018 y 2019.

In addition, there is a limitation on the distribution of dividends whereby the dividend to be distributed in each year may not exceed 50% of the consolidated profit for the year.

The outstanding amount of the syndicated loan, granted to the Parent Company, is registered as long-term in the amount of 826,298 thousand euros.

Certain Group companies, which together represent a significant portion of Total Consolidated Assets, Consolidated Revenue and Consolidated EBITDA, act as joint and several guarantors of the aforementioned loans. The detail of these companies is provided in Appendix III.

Also, a pledge was arranged on shares of the subsidiaries Gestamp Metalbages, S.A., Gestamp Bizkaia, S.A., Gestamp Vigo, S.A., Gestamp Palencia, S.A., Gestamp Servicios, S.A. and Gestamp Toledo, S.A.

## II) Bond issues May 2016 and April 2018

On 11 May 2016, a bond issue was completed through the subsidiary Gestamp Funding Luxembourg, S.A., amounting to 500 million euros at an interest rate of 3.5%.

This bond issue initially matures on 15 May 2023 and the interest will be payable every six months (in November and May).

The amortised cost of the bond issued in May 2016, at 31 December 2019, amounted to 450 million euros (437 million euros at 31 December 2018).

In April 2018, the Group completed an issuance of senior bonds guaranteed through the Parent Company for a total aggregate amount of 400 million euros with an annual coupon of 3.25% and an IRR of 3.375%.

The initial maturity date of the bonds was 30 April 2026 and the interest will be paid every six months.

The amortised cost of the bond issued in April 2018, at 31 December 2019, amounts to 392 million euros (393 million euros at 31 December 2018).

Certain Group companies, which together represent a significant portion of Total Consolidated Assets and Consolidated EBITDA, act as joint and several guarantors of the bonds. The detail of these companies is provided in Appendix III.

Also, a pledge was arranged on shares of the subsidiaries Gestamp Metalbages, S.A., Gestamp Bizkaia, S.A., Gestamp Vigo, S.A., Gestamp Palencia, S.A., Gestamp Servicios, S.A. and Gestamp Toledo, S.A.

As mentioned in heading I), the Group adopted IFRS 9 *Financial Instruments* for the first time in 2018. The accounting treatment adopted by IFRS 9 for restructurings requires adjusting the debt balance to the sum of the adjusted cash flows discounted to the original effective interest rate. This rate, once adjusted using the possible restructuring fees, must be used for subsequent periods.

The impact of the adoption of IFRS 9 at 1 January 2018 for the bond is as follows:

	Thousands of euros
<b>Liabilities</b>	
Interest-bearing loans and borrowings and debt issues	(52,116)
Deferred tax liabilities	10,944
<b>Total liabilities</b>	<b>(41,172)</b>
<b>Net positive impact on equity</b>	<b>41,172</b>

The estimate at 31 December 2019 of the amount to be recorded in future years under Finance costs with the corresponding increase in bank borrowings, and its tax effect, is as follows:

Thousands of euros			
Year	Finance cost	Tax effect	Total impact on results
2020	9,440	(1,982)	7,458
2021	10,128	(2,127)	8,001
2022	10,867	(2,282)	8,585
2023	5,727	(1,203)	4,524
<b>Total</b>	<b>36,162</b>	<b>(7,594)</b>	<b>28,568</b>

These amounts may be altered in the case of extensions or early cancellations that change the accrual period.

The amount accrued under Finance costs in 2019, as a result of applying this standard and the subsequent increase in Bank borrowings, amounted to 8,799 thousand euros (7,155 thousand euros at 31 December 2018), with the corresponding reversal of the Deferred tax liability of 1,848 thousand euros (1,502 thousand euros at 31 December 2018).

### III) European Investment Bank

On 15 June 2016, the Parent Company signed a financing agreement with the European Investment Bank for 160 million euros.

The loan has an original duration of seven years, maturing on 22 June 2023. The Parent Company undertakes to comply with certain financial obligations related to its Consolidated Financial Statements over the life of the loan. These obligations are as follows:

- “EBITDA / Financial expense” ratio above 4.00

- “Net Financial Debt / EBITDA” ratio below 3.50

The non-fulfilment of these ratios implies the early repayment of the loan. A period of 20 working days exists to remedy the breach of these financial obligations. At 31 December 2019 and 31 December 2018, these ratios were within the limits mentioned above (EBITDA / Financial expense ratio was 7.67 at 31 December 2019 and 7.45 at 31 December 2018, while the Net Financial Debt / EBITDA ratio was 2.44 at 31 December 2019 and 2.47 at 31 December 2018).

In addition, there is a limitation on the distribution of dividends whereby the dividend to be distributed in each year may not exceed 50% of the consolidated profit for the year.

The outstanding amount of this loan granted to the Parent Company is recorded as non-current, amounting to 160 million euros.

Certain Group companies, which together represent a significant portion of Total Consolidated Assets, Consolidated revenue and Consolidated EBITDA, act as joint and several guarantors of this loan. The detail of these companies is provided in Appendix III.

#### IV) KfW IPEX Bank GmbH

On 26 June 2017, the Parent Company signed a financing agreement with KfW IPEX Bank GmbH for 45 million euros.

The original loan term is five years with maturity on 19 June 2022.

The outstanding amount of the syndicated loan, granted to the Parent Company, is registered as long-term in the amount of 45 million euros.

The Parent Company must accomplish certain financial obligations related to Consolidated Financial Statements over the life of the loan. These obligations are as follows:

- “EBITDA / Financial expense” ratio above 4.00
- “Net Financial Debt / EBITDA” ratio below 3.50

The non-fulfilment of these ratios implies the early repayment of the loan. A period of 20 working days exists to remedy the breach of these financial obligations. At 31 December 2019 and 31 December 2018, these ratios were within the limits mentioned above (EBITDA/Financial expense ratio was 7.67 at 31 December 2019 and 7.45 at 31 December 2018, while the Net Financial Debt / EBITDA ratio was 2.44 at 31 December 2019 and 2.47 at 31 December 2018).

Certain Group companies, which together represent a significant portion of Total Consolidated Assets, Consolidated Revenue and Consolidated EBITDA, act as joint and several guarantors of this loan. The detail of these companies is provided in Appendix III.

#### V) Schuldschein Bond Issue October 2019

On 28 October 2019, the Parent Company completed a "schuldschein" bond issue for 185 million euros. This issue was initially carried out in the following tranches, the conditions of which are shown in the table below:

Nominal	Currency	Value date	Interest Rate	Interest Period	Maturity
22,000,000.00	Euros	2019, October 28	Euribor 6M+185bps	Semi-annual	2023, April 28
71,000,000.00	Euros	2019, October 28	Euribor 6M+210bps	Semi-annual	2024, October 28
58,000,000.00	Euros	2019, October 28	Euribor 6M+240bps	Semi-annual	2026, April 28
10,000,000.00	Dólares	2019, October 28	Libor 3M+250bps	Quarterly	2024, October 28

Subsequently, on 11 November 2019, a new tranche of 25,000,000 euros was issued with a maturity date of 28 April 2026 at an interest rate of Euribor 6M+240bps.

The Parent Company must accomplish certain financial obligations related to Consolidated Financial Statements over the life of the loan. These obligations are as follows:

- “EBITDA / Financial expense” above ratio 4.00
- “Net Financial Debt / EBITDA” below ratio 3.50

The non-fulfilment of these ratios implies the early repayment of the loan. A period of 20 working days exists to remedy the breach of these financial obligations. At 31 December 2019, the ratios are within the above limits (EBITDA/Financial Expenses ratio is 7.67 at 31 December 2019, while the Net Financial Debt/EBITDA ratio is 2.44 at 31 December 2019).

Certain Group companies, which together represent a significant portion of total Consolidated Assets, Consolidated Revenue and Consolidated EBITDA, act as joint and several guarantors of this loan. The detail of these companies is provided in Appendix III.

#### a.2) Current interest-bearing loans and borrowings

The breakdown by segment of current interest-bearing loans and borrowings is as follows:

Description	Thousands of euros											
	Credit facilities				Loans (b)		Accrued interest (c)		Discounted bills and Factoring (d)		(a)+(b)+(c)+(d)	
	Drawn down (a)		Limit		2019	2018	2019	2018	2019	2018	TOTAL	TOTAL
<b>In Euro</b>	<b>17,428</b>	<b>20,386</b>	<b>285,126</b>	<b>234,877</b>	<b>45,067</b>	<b>(10,091)</b>	<b>8,412</b>	<b>6,772</b>	<b>19,689</b>	<b>2,862</b>	<b>90,596</b>	<b>19,928</b>
Western Europe	13,759	1,585	216,808	178,800	35,089	(14,997)	8,296	7,219	19,689	2,862	76,833	(3,331)
Eastern Europe	3,669	18,800	68,318	56,077	9,978	4,906	116	(447)	-	-	13,763	23,260
<b>In foreign currency</b>	<b>6,478</b>	<b>13,401</b>	<b>106,393</b>	<b>86,770</b>	<b>40,949</b>	<b>40,806</b>	<b>684</b>	<b>1,761</b>	-	-	<b>48,110</b>	<b>55,968</b>
<b>US dollar</b>												
Western Europe											-	-
Eastern Europe												
North America	-	-	-	-	2,766	1,938	-	-	-	-	2,766	1,938
<b>Turkish lira</b>												
Eastern Europe	2,075		25,037	3,331	374	12,785	20	1,105	-	-	2,469	13,889
<b>Argentine peso</b>												
Mercosur	-	-	-	-	1,945	-	-	-	-	-	1,945	-
<b>Brazilian real</b>												
Mercosur	-	-	-	-	26,165	14,228	620	616	-	-	26,785	14,843
<b>Indian rupee</b>												
Asia	12	8,956	42,704	45,002	-	2,966	-	-	-	-	12	11,923
<b>Remimbi yuan</b>												
Asia	4,390	4,445	37,109	36,863	7,736	7,602	44	41	-	-	12,170	12,087
<b>Czech crown</b>												
Eastern Europe	-	-	-	-	-	1,261	-	-	-	-	-	1,261
<b>Romanian leu</b>												
Eastern Europe	-	-	-	-	1,954	-	-	-	-	-	1,954	-
<b>Korean won</b>												
Asia	-	-	1,543	1,575	8	27	-	-	-	-	8	27
<b>Russian ruble</b>												
Eastern Europe	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>23,906</b>	<b>33,787</b>	<b>391,519</b>	<b>321,647</b>	<b>86,016</b>	<b>30,715</b>	<b>9,096</b>	<b>8,533</b>	<b>19,689</b>	<b>2,862</b>	<b>138,706</b>	<b>75,897</b>

The Group has 918 million euros in with-recourse and non-recourse factoring and trade bill discounting facilities at 31 December 2019 (810 million euros at 31 December 2018).



The interest rate on the credit facilities is basically indexed to a floating rate of Euribor plus a spread between 0.60% and 0.75% in 2019 and 2018.

## ***b) Derivative financial instruments***

### **b.1) Interest rate derivatives and exchange rate derivatives**

The Consolidated Balance Sheet includes the fair value of interest rate hedges and the fair value of derivatives held for trading contracted by the Group:

Description	Thousands of euros	
	2019	2018
<b>Financial assets - long term derivatives (Note 12.a.3)</b>	<b>12,238</b>	<b>6,019</b>
Derivatives held for trading	394	-
Exchange rate derivatives held for trading	802	-
Others	11,042	6,019
<b>Financial liabilities - long term derivatives</b>	<b>66,138</b>	<b>56,117</b>
Derivatives held for trading	18,221	19,949
Cash flow hedges	35,869	29,965
Exchange rate hedges	1,006	184
Others	11,042	6,019
<b>Financial liabilities - short term derivatives</b>	<b>-</b>	<b>1,197</b>
Exchange rate derivatives held for trading	-	1,197

### ***Interest rate derivatives***

The interest rate financial swaps, arranged by the Group, in place at 31 December 2019 and 31 December 2018, are as follows:

Contract	Item	Thousands of euros			
		2019		2018	
		Asset	Liability	Asset	Liability
1	Derivatives held for trading	-	-	-	6,011
2	Derivatives held for trading	-	18,092	-	9,215
5	Derivatives held for trading	-	-	-	4,723
7	Derivatives held for trading	(190)	-	-	-
8	Derivatives held for trading	(204)	-	-	-
9	Derivatives held for trading	-	129	-	-
<b>Total derivatives held for trading</b>		<b>(394)</b>	<b>18,221</b>	<b>-</b>	<b>19,949</b>
1	Cash flow	-	3,651	-	6,525
2	Cash flow	-	8,346	-	14,913
3	Cash flow	-	1,964	-	3,707
4	Cash flow	-	-	-	8
5	Cash flow	-	2,755	-	4,812
6	Cash flow	-	14,872	-	-
10	Cash flow	-	4,281	-	-
<b>Total cash flow hedges</b>		<b>-</b>	<b>35,869</b>	<b>-</b>	<b>29,965</b>

At 31 December 2019, the Group implemented a strategy to hedge interest rate risk on notionals of the Group's estimated bank debt for the period from 2020 to 2025, via several interest rate financial swaps with the following notional amounts in force at 31 December of each year, in thousands of euros:

Year	Contract 1	Contract 2	Contract 3	Contract 4	Contract 5	Contract 6	Contract 10
2020	140,000	320,000	77,835	-	110,000	190,000	60,000
2021	-	-	-	-	-	190,000	60,000
2022	-	-	-	-	-	190,000	60,000
2023	-	-	-	-	-	190,000	60,000
2024	-	-	-	-	-	190,000	60,000
2025	-	-	-	-	-	190,000	-

The interest rate financial swaps, arranged by the Group, in place at 31 December 2019 have the following terms:

Contract	Effective date	Maturity date	Floating rate (to be received)	Fixed rate (to be paid)
Contract 1	July 1, 2015	January 4, 2021	3-month Euribor	2.15%
Contract 2	December 30, 2014	January 4, 2021	3-month Euribor	2.15%
Contract 3	January 2, 2015	January 4, 2021	3-month Euribor	2.09%
Contract 5	July 1, 2015	January 4, 2021	3-month Euribor	2.05%
Contract 6	December 31, 2020	December 31, 2025	3-month Euribor	1.46%
Contract 10	December 31, 2020	December 31, 2024	3-month Euribor	1.60%

The hedging arrangements, outlined above, are qualified as effective hedges under IFRS hedge accounting criteria. Accordingly, changes in the fair value of the financial swaps are recognised in Equity while the accrued interest is recognised in the Consolidated Income Statement.

The years in which the settlements of hedges are expected to affect the Consolidated Income Statement are as follows:

Thousands of euros (Expenses)/Incomes	
2019	
2020	(16,527)
2021	(1,740)
2022	972
2023	(491)
2024	(583)
2025	(791)
<b>Total</b>	<b>(19,160)</b>

Thousands of euros (Expenses)/Incomes	
2018	
2019	(14,524)
2020	(15,280)
2021	(161)
<b>Total</b>	<b>(29,965)</b>

The difference of 16,709 thousand euros between the value of cash flow hedges and the amount of future settlements of hedges reflected in the table above, corresponds to the valuations of speculative hedge transactions that were restructured in May and November 2019 to give them hedging accounting treatment.

At 31 December 2019, the Group transferred from Equity to the Consolidated Income Statement the amount of 14,681 thousand euros (expense) as a result of liquidations carried out in the year corresponding to interest rate hedges. In 2018, expense recognised for this same item amounted to 13,592 thousand euros.

In 2019, the Group recognised an expense for the amount of 14,587 thousand euros relating to changes in the value of derivatives held for trading. In 2019, all hedging operations were efficient, accordingly, there was no impact on the Consolidated Income Statement. In 2018, an expense of 8,035 thousand euros was recognised in the Consolidated Income Statement, relating to the changes in value of derivatives held for trading.

#### Exchange rate derivatives

In July 2018, Gestamp Brasil, S.A. signed a loan granted by Bank of America, amounting to 50,000 thousand dollars. To cover this loan, an exchange rate derivative was signed with the financial entity, whose fair value at 31 December 2019 amounted to 1,006 thousand euros (184 thousand euros at 31 December 2018).

The initial measurement arising in July 2018 was negative in the amount of 9,157 thousand Brazilian reais. This amount was recognised under Other current assets and accrues over the term of the loan on a straight-line basis over 48 months, with its balance at 31 December 2019 amounting to 1,311 thousand euros (1,845 thousand euros at 31 December 2018) (Note 15.e).

At 31 December 2019, the Group transferred 15,715 thousand Brazilian reais (5,775 thousand Brazilian reais at 31 December 2018) from Equity to the Consolidated Income Statement, in order to offset the exchange gains (exchange losses at 31 December 2018), generated in the measurement of the loan.

Furthermore, on 13 February 2018, the Parent Company signed an exchange rate hedge for which dollars were sold and euros were purchased on 14 January 2019. This hedge was considered to be held for trading and its fair value at 31 December 2018 was minus 1,197 thousand euros, which was recognised in the Consolidated Income Statement.

Finally, this hedge was settled on 19 March 2019, with a final measurement of 2,119 thousand euros, leading to the recognition of an exchange loss in that month of 922 thousand euros.

Lastly, on 13 November 2019, the Parent Company entered into an exchange rate hedge whereby dollars were sold (62,000 thousand dollars) and euros were bought at 9 January 2020 at an exchange rate of EUR 1.10535 to the dollar. This contract was renewed on 9 January 2020, with a new expiry date of 10 July 2020, and it is the Parent Company's intention to continue to renew this contract in the long term. This hedge was classified as held for trading, and its fair value amounted to 802 thousand euros at 31 December 2019, which was posted in the Consolidated Income Statement.

The effect of financial instruments on retained earnings in 2019 and 2018 is as follows:

<b>Thousands of euros</b>	
<b>Adjustment due to change value 2017</b>	<b>(28,489)</b>
<b>Variation in fair value adjustment</b>	<b>6,413</b>
Variation in deferred tax from financial instruments	(3,888)
Variation in derivative financial instruments (liabilities)	<u>1,069</u>
Interest rate derivatives	1,569
Exchange rate derivatives	(500)
Effect in profit due to hedge inefficiency	<u>9,232</u>
<b>Adjustment due to change value 2018</b>	<b>(22,076)</b>
<b>Variation in fair value adjustment</b>	<b>4,991</b>
Variation in deferred tax from financial instruments	(2,593)
Variation in derivative financial instruments (liabilities)	<u>(6,938)</u>
Interest rate derivatives	(20,492)
Cancellation of derivatives	16,710
Exchange rate derivatives	(3,156)
Effect in profit due to hedge inefficiency	<u>14,587</u>
Others	<u>(65)</u>
<b>Adjustment due to change value 2019</b>	<b>(17,085)</b>

Lastly, “Others” under Long-term derivative financial liabilities includes the present value of implicit derivatives with respect to the exchange rate applicable to sales and purchase prices in a customer and supplier agreement (Note 12.a.3)).

### c) Other financial liabilities

#### c.1) Lease previously classified as a finance lease (prior to IFRS 16)

The finance lease obligations recognised under this heading relate to the discounted values of the payments under finance lease agreements detailed in Note 11. Details of the expected maturities of these obligations, and future financial expenses are as follows:

	<b>2019</b>						
	<b>Thousands of euros</b>						
	Present value of lease obligations					Future financial expenses	Financial lease installments
	Segment	Short term		Long term			
Less than one year		Between one and five years	More than five years				
North America	1,135	4,801	12,087	16,888	4,457	22,480	
Eastern Europe	7,071	23,737	2,352	26,089	3,999	37,159	
Western Europe	1,297	6,549	-	6,549	450	8,296	
<b>Total</b>	<b>9,503</b>	<b>35,087</b>	<b>14,439</b>	<b>49,526</b>	<b>8,906</b>	<b>67,935</b>	

	<b>2018</b>						
	<b>Thousands of euros</b>						
	Present value of lease obligations					Future financial expenses	Financial lease installments
	Segment	Short term		Long term			
Less than one year		Between one and five years	More than five years				
North America	1,078	4,684	12,988	17,672	4,488	23,238	
Eastern Europe	5,589	18,638	3,661	22,299	1,673	29,561	
<b>Total</b>	<b>6,667</b>	<b>23,322</b>	<b>16,649</b>	<b>39,971</b>	<b>6,161</b>	<b>52,799</b>	

## c.2) Borrowings from related parties

This heading in the Consolidated Balance Sheet includes the following items with related parties:

Description	Thousands of euros			
	Long term		Short term	
	2019	2018	2019	2018
Loans (Note 32.1)	106,197	4,698	1,563	174,005
Fixed assets suppliers (Note 32.1)	21,963	23,146	1,541	-
Interest (Note 32.1)	-	-	1,178	1,678
<b>Total</b>	<b>128,160</b>	<b>27,844</b>	<b>4,282</b>	<b>175,683</b>

At 31 December 2019 and 31 December 2018, the payable recognised under long-term fixed assets suppliers with Acek, Desarrollo y Gestión Industrial, S.L. corresponds to the purchase of the GESTAMP brand.

On 26 February 2019, it was agreed with Mitsui & Co. Ltd to extend its 171 million dollar loan to Gestamp North America, its December 2019 maturity being divided into three equal tranches maturing in December 2020, 2021 and 2022.

The breakdown of expected maturities for long-term borrowings with related parties is as follows (Note 32.1):

Description	Thousands of euros					Total 2019	Total 2018
	2021	2022	2023	2024	Beyond		
<b>Loans</b>	50,761	50,761	-	4,675	-	106,197	4,698
North America	50,761	50,761	-	-	-	101,522	-
Eastern Europe	-	-	-	4,675	-	4,675	4,698
<b>Fixed assets suppliers</b>	1,260	1,343	1,431	1,525	16,404	21,963	23,146
Western Europe	1,260	1,343	1,431	1,525	16,404	21,963	23,146

The detail of the maturities corresponding to the balance of this account at 31 December 2018 is as follows:

Thousands of euros						
2018						
2020	2021	2022	2023	Beyond	Total	
1,183	1,260	1,343	1,431	17,929	23,146	

Interest rates on loans granted by related parties are at market value.

## c.3) Other liabilities

### Other non-current liabilities

The amounts included under this heading, by item and maturity, at 31 December 2019 and 31 December 2018, are as follows:

Description	Thousands of euros					Total 2019	Total 2018
	2021	2022	2023	2024	Beyond		
Loans from Ministry of Science and Technology	6,684	3,883	3,407	2,911	3,483	20,368	28,756

The detail of these amounts corresponds to companies included in the Western Europe segment.

The detail of the maturities corresponding to the balance of this account at 31 December 2018 is as follows:

Thousands of euros					
2018					
2020	2021	2022	2023	Beyond	Total
9,283	5,607	4,975	3,211	5,680	28,756

#### c.4) Operating leases (IFRS 16)

The operating lease commitments, recognised under this heading, correspond to the present value of the lease arrangements, in accordance with the application of IFRS 16 (applied from 1 January 2019). The breakdown by current and non-current assets is as follows:

Type of asset	2019			Total
	Thousands of euros			
	Short term	Between one and five years	More than five years	
Stores	4,664	17,257	27,795	49,716
Machinery	26,059	72,227	4,835	103,121
Offices	5,107	21,242	23,659	50,008
Plants	12,389	34,015	36,231	82,635
Tooling	7,146	29,496	2,495	39,137
Lands	2,765	12,856	23,707	39,328
Others	5,419	20,372	2,895	28,686
<b>Total</b>	<b>63,549</b>	<b>207,465</b>	<b>121,617</b>	<b>392,631</b>

#### d) Other non-trade liabilities

##### Other long-term liabilities

The breakdown of the amounts included under this heading, by maturity and segment, at 31 December 2019 and 31 December 2018, is as follows:

Description	Thousands of euros					Total 2019	Total 2018
	2021	2022	2023	2024	Beyond		
<b>Guarantees received</b>	7	19	2	-	411	439	562
Western Europe	2	14	-	-	411	427	558
North America	5	5	-	-	-	10	-
Mercosur	-	-	2	-	-	2	4
<b>Fixed assets suppliers</b>	272	272	272	272	819	1,907	-
Western Europe	272	272	272	272	819	1,907	-
<b>Other creditors</b>	748	1,362	1,129	4,549	234	8,022	9,448
Western Europe	748	1,362	1,129	4,549	234	8,022	9,448
<b>Total</b>	<b>1,027</b>	<b>1,653</b>	<b>1,403</b>	<b>4,821</b>	<b>1,464</b>	<b>10,368</b>	<b>10,010</b>

The detail of the maturities corresponding to the balances of this account at 31 December 2018 is as follows:

Thousands of euros					
2018					
2020	2021	2022	2023	Beyond	Total
1,313	979	979	5,866	873	10,010

### Other current liabilities

The breakdown of the balance of this heading in the accompanying Consolidated Balance Sheet, by item, was as follows:

Item	Thousands of euros	
	2019	2018
Fixed assets suppliers	148,349	122,338
Other suppliers (Note 32.1)	-	1,232
<u>Dividends (Note 32.1)</u>	<u>31,814</u>	<u>37,351</u>
Interim dividends (Note 17.4)	31,601	37,346
Dividends	213	5
Short term debts	27,135	26,030
Deposits and guarantees	70	445
Others	287	(93)
<b>Total</b>	<b>207,655</b>	<b>187,303</b>

On 14 January 2019, the unpaid interim dividend at 31 December 2018, amounting to 37,346 thousand euros, was paid (Note 17.4).

Both at 31 December 2019 and at 31 December 2018, "Short term debts" included an outstanding amount of 5,215 thousand euros (5,558 thousand euros at 31 December 2018) (Note 3) relating to the acquisition of 100% of the shares of NCSG Sorocaba Industria Metalúrgica Ltda.

### Note 24. Deferred tax

The movement in deferred tax assets and deferred tax liabilities was as follows:

Deferred tax assets	Thousands of euros					Total
	Tax credits	Non-deductible provisions	Accelerated depreciation	Unrealized, non-deductible exchange gains (losses)	Other	
<b>At December 31, 2017</b>	<b>141,792</b>	<b>36,142</b>	<b>7,478</b>	<b>7,342</b>	<b>73,045</b>	<b>265,799</b>
Increases	36,116	6,556	5,093	3,973	24,553	76,291
Decreases	(18,116)	(10,292)	(3,686)	(522)	(14,412)	(47,028)
Translation differences	898	(926)	40	(838)	10	(816)
Other	35,608	(1,305)	(1,554)	(46)	(4,061)	28,642
<b>At December 31, 2018</b>	<b>196,298</b>	<b>30,175</b>	<b>7,371</b>	<b>9,909</b>	<b>79,135</b>	<b>322,888</b>
Inclusion in scope					38	38
Increases	76,687	8,394	1,417	26	88,866	175,390
Decreases	(36,568)	(7,286)	(548)	(581)	(45,894)	(90,877)
Translation differences	705	(335)	128	(120)	(455)	(77)
Other	5,040	(18)	97	44	29,335	34,498
<b>At December 31, 2019</b>	<b>242,162</b>	<b>30,930</b>	<b>8,465</b>	<b>9,278</b>	<b>151,025</b>	<b>441,860</b>

Tax credit "increases": the amount of 76,687 thousand euros in 2019, mainly includes those tax credits generated by Gestamp North America, LLC. amounting to 57,499 thousand euros.

"Other movements" of tax credits: The amount of 35,608 thousand euros in 2018 relates mainly to the recognition of tax credits arising from the Parent Company's incentives in prior years.

“Increases” of Other: The amount of 24,553 thousand euros in 2018 included mainly the tax effect of the non-deductible expenses for invoices receivable from Gestamp Polska, SP. z.o.o., and financial expenses not deductible in the year of Gestamp North America, LLC.

The amount of 88,866 thousand euros in 2019 relates mainly to:

- The generation of deferred tax assets due to the application of IFRS 16 amounting to 19,591 thousand euros.
- The tax effect of the non-deductible expenses for invoices receivable from Gestamp Polska, SP. z.o.o. for an amount of 18,593 thousand euros.
- Deferred taxes generated by the treatment of tools advances and their costs in the Mexican companies amounting to 10,302 thousand euros.
- Deferred taxes generated by the investment in a specific sector or region in Turkey amounting to 9,731 thousand euros.
- Non-deductible financial expenses in the year of Gestamp North America, LLC. amounting to 8,557 thousand euros.
- The tax effect of hedges recognised by the Parent Company amounting to 2,337 thousand euros.

“Decreases” of Other: The amount of 14,412 thousand euros in 2018 included mainly the reversal of the non-deductible expenses for invoices receivable from Gestamp Polska, SP. z.o.o. from previous years.

The amount of 45,894 thousand euros in 2019 relates mainly to:

- The reversal of deferred taxes due to the application of IFRS 16 amounting to 18,212 thousand euros.
- The reversal of the non-deductible expenses for invoices receivable from Gestamp Polska, SP. z.o.o. for an amount of 9,360 thousand euros.
- The reversal of deferred taxes generated by the treatment of tooling advances and their costs in the Mexican companies amounting to 4,061 thousand euros.
- The reversal of taxes generated by the investment in a specific sector or region in Turkey amounting to 3,290 thousand euros.
- The reversal of tax effect of hedges recognised by the Parent Company amounting to 2,300 thousand euros.

“Other movements” of Other: The amount of 29,373 thousand euros in 2019 relates mainly to:

- Non-deductible financial expenses from previous years of Gestamp North America, LLC.
- Non-deductible financial expenses from previous years of the Parent Company.
- Difference in opening balances in Turkish companies.



Deferred tax liabilities	Thousands of euros						
	Tax deduction - goodwill individual companies	Capitalization of expenses	Allocation to goodwill	Revaluation of land and buildings	Depreciation/ amortization	Other	Total
<b>At December 31, 2017</b>	<b>9,735</b>	<b>58,053</b>	<b>19,810</b>	<b>49,480</b>	<b>50,289</b>	<b>30,077</b>	<b>217,444</b>
Inclusion in scope						396	396
Increases	1,390	21,569		466	16,651	8,530	48,606
Decreases		(8,724)	-	(2,664)	(1,560)	(6,622)	(19,570)
Translation differences		(30)	-	(104)	1,416	8,728	10,010
Other	356	(628)		478	5,553	23,150	28,909
<b>At December 31, 2018</b>	<b>11,481</b>	<b>70,240</b>	<b>19,810</b>	<b>47,656</b>	<b>72,349</b>	<b>64,259</b>	<b>285,795</b>
Increases	717	31,853		238	57,913	10,502	101,223
Decreases		(12,586)	(1,543)	(1,090)	(969)	(3,385)	(19,573)
Translation differences		91	-	(17)	1,285	841	2,200
Other	(10)	(3,003)	(623)	1,561	4,164	(2,220)	(131)
<b>At December 31, 2019</b>	<b>12,188</b>	<b>86,595</b>	<b>17,644</b>	<b>48,348</b>	<b>134,742</b>	<b>69,997</b>	<b>369,514</b>

"Increases" in asset amortisation: The amount of 57,913 in 2019 includes mainly the increase in the company Gestamp North America, LLC. of deferred tax liabilities generated by asset depreciation.

"Other movements" of Others: The amount of 23,150 thousand euros in 2018 includes mainly the tax effect of the application of IFRS 15 and IFRS 9, amounting to 4,432 thousand euros and 23,920 thousand euros, respectively.

The net translation differences generated in 2019 and 2018 amounted to 2,275 and 10,826 thousand euros, and relate mainly to the application in each year of different exchange rates (see Note 29).

## Note 25. Suppliers and accounts payable

### a) Trade payables

	Thousands of euros	
	2019	2018
Trade accounts payable	946,680	1,043,127
Trade bills payable	118,811	154,411
Suppliers from related parties (Note 32.1)	398,030	341,920
Trade creditors, related parties (Note 32.1)	-	134
<b>Total</b>	<b>1,463,521</b>	<b>1,539,592</b>

### b) Other payables

	Thousands of euros	
	2019	2018
VAT payable	63,325	78,577
Tax withholdings payable	20,802	14,379
Other items payable to the tax authorities	15,994	30,043
Payable to social security	33,904	32,259
Other payables	5,658	7,292
Outstanding remuneration	121,159	122,483
<b>Total</b>	<b>260,842</b>	<b>285,033</b>

## Note 26. Operating revenue

### a) Revenue

The breakdown of the Consolidated Revenue by category in 2019 and 2018 is as follows:

	Thousands of euros	
	2019	2018
Parts, prototypes and components	8,127,642	7,493,589
Tooling	595,555	689,237
Byproducts and containers	286,605	333,070
Services rendered	55,344	31,742
<b>Total</b>	<b>9,065,146</b>	<b>8,547,638</b>

The geographical breakdown of consolidated Revenue was as follows:

	Thousands of euros	
	2019	2018
<b>Western Europe</b>	<b>3,911,445</b>	<b>4,101,104</b>
Spain	1,522,783	1,617,184
Germany	987,201	1,077,810
United Kingdom	584,013	607,916
France	485,567	496,470
Portugal	282,080	238,261
Sweden	45,978	63,463
Morocco	3,823	-
<b>Eastern Europe</b>	<b>1,379,476</b>	<b>1,186,751</b>
Turkey	400,757	335,689
Czech Republic	250,778	204,376
Russia	180,784	126,879
Poland	320,624	363,177
Hungary	83,987	82,681
Slovakia	68,991	28,668
Romania	50,348	45,281
Bulgaria	23,207	-
<b>Mercosur</b>	<b>655,499</b>	<b>585,132</b>
Brazil	529,490	419,967
Argentina	126,009	165,165
<b>North America</b>	<b>1,976,193</b>	<b>1,659,026</b>
USA	1,419,426	1,080,620
Mexico	556,767	578,406
<b>Asia</b>	<b>1,142,533</b>	<b>1,015,625</b>
China	847,035	685,383
India	161,593	183,734
South Korea	109,337	117,012
Japan	15,770	22,226
Thailand	8,586	7,058
Taiwan	212	212
	<b>9,065,146</b>	<b>8,547,638</b>

## b) Other operating income

	Thousands of euros	
	2019	2018
Other operating income	54,492	41,840
Grants related to income	15,416	9,413
Capital grants transferred to income for the year (Note 20)	5,407	4,616
Excess provision for taxes	70	3
Excess provision for environmental actions and other liabilities	2,643	9,912
Excess provision for restructurations	-	1,767
Own work capitalized	133,005	128,807
Other gains/losses	559	18,929
Gains/(losses) from disposals of intangible assets and PP&E	33	5,570
Other	526	13,359
<b>Total</b>	<b>211,592</b>	<b>215,287</b>

Other operating income in 2019 and 2018 mainly includes invoices to third parties for transactions other than the companies' main activities.

Also, at 31 December 2019, it includes the net effect of the business combination for the acquisition of Gestamp Etem Automotive Bulgaria, S.A., amounting to 2,523 thousand euros (Note 3).

The amount of Other at 31 December 2018, under "Other Gains / Losses", relates mainly to the amount received by Gestamp Palau, S.A. from the insurance company for an incident that occurred at this company.

**Note 27. Operating expenses**

## a) Cost of materials used

	Thousands of euros	
	2019	2018
Purchases of goods and tools	489,926	478,972
Discounts on early payment purchases	(1,681)	(1,936)
Returns for purchases and similar transactions	(8,928)	(11,894)
Volume discounts	(12,583)	(7,427)
Change in inventories (**)	21,398	(40,624)
Purchases of raw materials	3,768,452	3,666,488
Consumption of other supplies	892,118	728,995
Work carried out by other companies	303,849	356,380
Losses due to impairment of goods, raw materials (**)	3,499	3,085
Reversal of impairment of goods, raw materials (**)	(2,232)	(15,397)
<b>Total</b>	<b>5,453,818</b>	<b>5,156,642</b>

\*\* The total of these line items amounts to a net consumption of commodities of 22,665 thousand euros (Note 13).

## b) Staff costs

The breakdown of Personnel expenses in the Consolidated Income Statement is as follows:

	Thousands of euros	
	2019	2018
Salaries	1,242,334	1,188,959
Social security	267,252	260,784
Other benefits expenses	106,337	107,076
<b>Total</b>	<b>1,615,923</b>	<b>1,556,819</b>

Other benefit expenses include the contributions to defined contribution pension plans, amounting to 4.1 million euros in 2019 (6.1 million euros at 31 December 2018) (Note 6.16).

The breakdown, by professional category, of the average number of employees in 2019 and 2018 is as follows:

Professional level	2019	2018
Production workers	22,329	22,309
Maintenance	5,829	5,687
Logistic	4,920	4,470
Engineering	3,120	3,096
Quality	3,382	3,207
Administration, finance and IT	4,358	4,332
<b>Total</b>	<b>43,938</b>	<b>43,101</b>

The breakdown of the number of employees at year-end, by category, at 31 December 2019 and 2018, is as follows:

Professional level	2019			2018		
	Males	Females	Total	Males	Females	Total
Production workers	18,100	4,214	22,313	18,347	3,827	22,174
Maintenance	5,713	89	5,802	5,726	105	5,831
Logistic	4,414	569	4,983	4,136	504	4,640
Engineering	2,745	354	3,099	2,777	380	3,157
Quality	2,739	643	3,382	2,759	593	3,352
Administration, finance and IT	2,384	1,859	4,243	2,551	1,847	4,398
<b>Total</b>	<b>36,094</b>	<b>7,728</b>	<b>43,822</b>	<b>36,296</b>	<b>7,256</b>	<b>43,552</b>

## c) Other operating expenses

	Thousands of euros	
	2019	2018
Operation and maintenance	654,926	699,974
Other external services	465,052	434,796
Taxes	23,645	33,150
Impairment of accounts receivable (Note 15.a))	193	(1,471)
Other gains/losses	1,683	2,525
Provision for contingencies and expenses	1,683	2,525
<b>Total</b>	<b>1,145,499</b>	<b>1,168,974</b>

**Note 28. Financial income and financial expenses**

## a) Finance income

	Thousands of euros	
	2019	2018
Income from investments in equity instruments	2	-
From current loans to third parties	1	-
Other finance income	12,988	8,449
From current loans to related parties (Note 32.1)	220	224
From non-current loans to third parties	283	283
<b>Total</b>	<b>13,494</b>	<b>8,956</b>

## b) Finance costs

	Thousands of euros	
	2019	2018
Interest from bonds and bank borrowings	118,617	110,546
Interest on discounted bills of exchange at banks	50	48
On trade factoring operations with credit institutions (Note 15.a))	10,843	9,529
Other finance expenses	11,024	16,798
Finance expenses IFRS 16	21,089	-
On update provisions	415	809
Interest from receivables, related parties (Note 32.1)	10,777	8,798
<b>Total</b>	<b>172,815</b>	<b>146,528</b>

**Note 29. Income tax**

The Parent Company and its subsidiaries file their income tax returns separately except:

- From January 1, 2014 on, the Parent Company chooses to apply the special fiscal consolidation regime, regulated under Basque Regional Law 11/2013. The subsidiaries included in this fiscal group are Gestamp Bizkaia, S.A; Gestamp Tooling Erandio, S.L.; Gestamp North Europe Services, S.L., Loire S.A.F.E., Gestamp Global Tooling S.L., Matricerías Deusto S.L., Adral Matricería y Puesta a punto S.L., Gestamp Tool Hardening S.L., Gestamp Try Out Services S.L., Gestamp Technology Institute S.L., Autotech Engineering, AIE, Reparaciones Industriales Zaldibar, S.L. and Diede Die Development S.L.
- The subsidiaries Gestamp North America, Inc., Gestamp Alabama, LLC., Gestamp Mason, LLC., Gestamp Chattanooga, LLC., Gestamp Chattanooga II LLC., Gestamp South Carolina, LLC., Gestamp West Virginia, LLC. and Gestamp Washtenaw LLC. file a tax return according to fiscal transparency system.
- The subsidiaries Gestamp Griwe Haynrode GmbH and Gestamp Griwe Westerburg GmbH file a tax return according to a profit and loss transfer agreement.
- The subsidiaries Edscha Holding, GmbH, Edscha Automotive Hengersberg, GmbH, Edscha Automotive Hauzenberg, GmbH, Edscha Engineering, GmbH, Edscha Kunststofftechnik GmbH, Edscha Hengersberg Real Estate, GmbH and Edscha Hauzenberg Real Estate, GmbH file an income tax return in line with a profit and loss transfer agreement.
- The subsidiaries GMF Holding GmbH and Gestamp Umformtechnik GmbH file a tax return according to a profit and loss transfer agreement.

- The subsidiaries Gestamp Sweden, AB and Gestamp HardTech AB file a tax return according to a profit and loss transfer agreement.

The detail of income taxes in 2019 and 2018, in thousands of euros, is as follows:

	Thousands of euros	
	2019	2018
Current tax	93,445	105,408
Deferred tax	(24,706)	(32,432)
Deferred tax IFRS 16	(1,379)	-
Other	(23,327)	(32,432)
Other adjustments to tax expense	(1,792)	(1,029)
<b>Total</b>	<b>66,947</b>	<b>71,947</b>

The reconciliation of deferred tax revenues in 2019 and 2018 and the net variation in deferred tax assets and liabilities was as follows:

	Thousands of euros			
	Deferred tax assets		Deferred tax liabilities	
	2019	2018	2019	2018
Balance (Note 24)	441,860	322,889	369,514	285,795
Variation current year	118,971	57,090	83,719	68,351
Net variation (Increase / decrease in net deferred asset)	35,252	(11,261)		
Translation differences * (Note 24)	2,275	10,826		
Tax effect of hedges registered in Equity (Note 23.b.1))	(2,593)	3,888		
IFRS 9 Effect	-	23,920		
IFRS 15 Effect	-	4,432		
Regularization stock effect of American/Indian companies	(3,254)	-		
Adjustment inflation effect on tax expense from Argentine companies	(1,500)	(1,295)		
Inclusion in scope (Note 2)	-	396		
Tax deferral due to inflation adjustment from Argentine companies	(1,827)	-		
Other variations	(3,647)	1,526		
Increase / decrease in net deferred asset against profit for the year	24,706	32,432		
Income / expense for deferred tax current year	(24,706)	(32,432)		

(\*) Includes the effect of the inflation adjustment of the Argentinian companies on the deferred tax accounts for a cumulative amount of 9,273 thousand euros at 31 December 2019 and 8,437 thousand euros at 31 December 2018, with the movement for 2019 amounting to 836 thousand euros (8,437 thousand euros in 2018) (Note 4.5).

The income tax expense, in thousands of euros, was obtained based on the accounting profit before tax, as indicated below:

	Thousands of euros	
	2019	2018
<b>Accounting profit (before taxes)</b>	<b>334,082</b>	<b>357,396</b>
Theoretical tax expense	80,180	92,923
Differences in prevailing rates	(1,848)	6,430
Permanent differences	6,070	2,640
Deductions and tax credits previously not recognized	(37,624)	(21,628)
Statute-barred tax credits	16,967	16,609
Adjustments to income tax of prior years	4,994	(23,997)
Adjustments to tax rate	(1,792)	(1,030)
<b>Tax expense (tax income)</b>	<b>66,947</b>	<b>71,947</b>

The theoretical tax rate applied is 24% in 2019 and 26% in 2018. This change in the theoretical tax rate is due to changes in tax regulations in the Basque Country.

In 2019, the total amount of the “Theoretical tax expense”, “Difference in prevailing rates” and “Adjustments to tax rate” amounted to 76.5 million euros, which represented an effective resulting tax rate of 22.9%, while in 2018 it was 27.5%.

The Difference due to different rates heading in 2019 and 2018 includes the effect of the different tax rates with respect to the theoretical rate applied, which corresponds mainly to the United States (25.04%); Mexico (30%) and Brazil (34%).

The Permanent differences in 2019 and 2018 include mainly the exemption of income for the billing of the brand, non-deductible exchange rate differences and other non-deductible expenses, together with the permanent differences generated in the consolidation process.

Adjustments to tax rate in 2019 mainly include the tax effect of the inflation adjustment of the Argentinian companies, which is deferred by 5 years.

Adjustments to tax rate in 2018 mainly included the effect of recalculating the deferred taxes of the tax group of Gestamp Automoción, S.A., as a result of the reduction of the rate from 28% to 24% from 2019 onwards.

Adjustments to income tax of prior years in 2018 include mainly the recognition of tax assets for incentives accrued in prior years by the Parent Company's tax Group. Also, in 2019 they mainly include the reversal of tax credits that accrued in previous years.

The amounts resulting from the conversion to euros of the tax losses pending offset and of the unused tax incentives at 31 December 2019 and 2018, applying the year-end exchange rates at those dates for those amounts in currencies other than the euro were as follows:

	Millions of euros					
	2019			2018		
	With tax credit registered	Without tax credit registered	Total	With tax credit registered	Without tax credit registered	Total
Negative tax bases pending to be offset	605	887	<b>1,492</b>	511	650	<b>1,161</b>
<i>Tax credit</i>	177	203	<b>380</b>	126	162	<b>288</b>
Unused tax incentives	65	163	<b>228</b>	70	99	<b>169</b>
<i>Tax credit</i>	65	163	<b>228</b>	70	99	<b>169</b>
<b>Total Tax credit registered (Note 24)</b>	<b>242</b>			<b>196</b>		

Those unused tax losses and tax incentives that the Group considers to be recoverable based on the projections for the generation of future tax profits and the temporary limits and limits for the offset of these tax losses and tax incentives were capitalised at 31 December 2019 and 2018.

The recoverability of the tax assets was analysed based on the estimates of future results for each of the companies. Such recoverability depends, in the last resort, on the capacity of each company to generate taxable profit over the period in which the deferred tax assets are deductible.

Accordingly, the recoverability analysis was prepared on the basis of the time period in force for these tax assets, with a maximum of 10 years, using the current conditions for the use of such tax assets, especially the limits to offset such tax losses.

The tax losses pending offset and the unused tax incentives at 31 December 2019 and 2018, whose tax assets had been recognised, have the following details by expiry date:

<b>2019</b>		
Millions of euros		
Range of maturity	Negative Tax Bases	Tax incentives
2020-2025	28	1
2026-2031	161	1
2032 onwards	99	62
Without limit	317	1
<b>Total</b>	<b>605</b>	<b>65</b>

<b>2018</b>		
Millions of euros		
Range of maturity	Negative Tax Bases	Tax incentives
2019-2024	35	3
2025-2030	57	4
2031 onwards	285	63
Without limit	134	-
<b>Total</b>	<b>511</b>	<b>70</b>

The tax losses pending offset and the unused tax incentives at 31 December 2019 and 2018, whose tax assets had not been recognised, have the following details by expiry date:

<b>2019</b>		
Millions of euros		
Range of maturity	Negative Tax Bases	Tax incentives
2020-2025	128	7
2026-2031	90	16
2032 onwards	77	131
Without limit	592	9
<b>Total</b>	<b>887</b>	<b>163</b>

<b>2018</b>		
Millions of euros		
Range of maturity	Negative Tax Bases	Tax incentives
2019-2024	119	7
2025-2030	73	3
2031 onwards	89	78
Without limit	369	11
<b>Total</b>	<b>650</b>	<b>99</b>

Most of the Group companies have all the taxes applicable to them open for review, for the whole period pending expiry (four years from the presentation date for the Spanish companies, except those located in Basque territory, which expire at three years and, generally, five years for foreign operations) or from the date on which they are formed if such date is more recent.

The directors of the Parent Company and subsidiaries calculated the income tax for 2019 and that open for review, in accordance with the prevailing regulations in each year. Due to the possible interpretations of the tax regulations as a result of that set forth in the previous paragraphs,



differences may exist associated with the calculation of income tax for 2019 and previous years, which cannot be objectively quantified. However, in the opinion of the Group's directors and its tax and legal advisors, the tax debt that may arise therefrom would not significantly affect the Consolidated Financial Statements.

### **Note 30. Earnings per share**

Basic earnings per share are calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share are also calculated by adjusting the profit attributable to ordinary equity holders of the Parent Company and the weighted average number of ordinary shares outstanding by all the dilutive effects inherent to potential ordinary shares.

Basic and diluted earnings per share for 2019 and 2018 are as follows:

	<b>2019</b>	<b>2018</b>
Profit attributable to the shareholders of the Parent Company (thousands of euros)	212,272	257,690
Loss from discontinued activities attributable to the shareholders of the Parent (thousands of euros)	-	-
Weighted average number of ordinary shares outstanding (thousands of shares)	574,651	575,307
Basic earnings per share from continuing operations (Euros per share)	0.37	0.45
Basic earnings per share from discontinued operations (Euros per share)	-	-
Diluted earnings per share from continuing operations (Euros per share)	0.37	0.45

The calculation of the weighted average number of ordinary shares at 31 December 2019 does not include the average number of own shares in of 2019, which amounted to 863 thousand shares (207 thousand shares in 2018).

### **Note 31. Commitments**

The Group is lessee of buildings, warehouses, machinery and vehicles. At 1 January 2019, the Group implemented the transition to IFRS 16 without modifying the comparative figures for the previous year (Note 5).

The information relating to the lease arrangements at 31 December 2019 was included in the corresponding Notes, by type (Note 11 and Note 23.c.4).

The amount recognised as a lease expense at 31 December 2019 relates to agreements of one year or less, which are not material, and to lease arrangements that may be similar to the provision of services, totalling 86,346 thousand euros, recognised under Other operating expenses (Note 27.c).

The lease expenses charged at 31 December 2018 in the Consolidated Income Statement amount to 142,684 thousand euros, in line with the previous criteria regulated under IAS 17, and the breakdown by segment is as follows:

	Thousands of euros
	2018
Western Europe	68,477
Eastern Europe	14,451
Mercosur	3,952
North America	45,356
Asia	10,448
<b>Total</b>	<b>142,684</b>

Total future minimum payments for non-cancellable operating lease contracts at 31 December 2018 amounted to 524,279 thousand euros (Note 5), respectively, with the following breakdown:

	Thousands of euros		
	Less than 1 year	Between 1 and 5 years	More than 5 years
Western Europe	45,629	87,759	88,969
Eastern Europe	4,841	14,978	1,903
Mercosur	1,951	-	-
North America	43,621	133,818	89,372
Asia	4,795	3,809	2,834
<b>Total 2018</b>	<b>100,837</b>	<b>240,364</b>	<b>183,078</b>

The commitments acquired by the different Group companies relating to the acquisition of fixed assets and tools amounted to 272 million euros at 31 December 2019. It is foreseeable that these orders will be executed from 2020 to 2023.

The Group has no guarantees granted to third parties. Guarantees received from financial entities by the Group and presented to third parties at 31 December amounted to 256 million euros (179 million euros at 31 December 2018).

## Note 32. Related party transactions

### 32.1 Balances and transactions with Related Parties

At 31 December 2019 and 31 December 2018, the transactions carried out with related parties were as follows:

	Thousands of euros	
	2019	2018
Receivables / Payables	(437,896)	(466,344)
Revenue		
Sales of goods	(529,392)	(314,530)
Services rendered	(5,960)	(5,684)
Finance income	(220)	(224)
Expenses		
Purchases	1,622,978	1,461,965
Services received	70,876	69,164
Finance expenses	10,777	8,798

Receivable balance: positive / Balance payable: negative

The related parties in the following tables are subsidiaries and associates of the Acek Desarrollo y Gestión Industrial, S.L. Group in which the Parent Company does not directly or indirectly hold any ownership interests.

Sales included in the accompanying tables detailing transactions with related parties relate mainly to the sale of by-products, while the most significant purchases relate to the supply of steel and services received for machine shop and steel cutting works.

There are no acquisition commitments with related parties no related to the usual productive activity of the Group.

The breakdown of receivables from and payables to related parties at 31 December 2019 were as follows:

31-12-2019			
Company	Thousands of euros	Company	Thousands of euros
<b>Shareholders</b>		<b>Shareholders</b>	
JSC Karelsky Okatysh	(4,674)	Acek, Desarrollo y Gestión Industrial, S.L.	(21,963)
Mitsui & Co., Ltd.	(101,523)	<b>Total long-term asset suppliers (Note 23.c.2)</b>	<b>(21,963)</b>
<b>Total non-current loans (Note 23.c.2)</b>	<b>(106,197)</b>	<b>Shareholders</b>	
<b>Shareholders</b>		Acek, Desarrollo y Gestión Industrial, S.L.	(1,183)
Tuyauto, S.A.	(1,470)	<b>Associates</b>	
<b>Related parties</b>		GGM Puebla, S.A. de C.V.	(125)
Gescrap Bilbao, S.L.	(93)	Kunshan Gestool Tooling Manufacturing Co, Ltd	(233)
<b>Total current loans (Note 23.c.2)</b>	<b>(1,563)</b>	<b>Total short-term asset suppliers (Note 23.c.2)</b>	<b>(1,541)</b>
<b>Associates</b>		<b>Shareholders</b>	
Gestión Global de Matricería, S.L.	21,400	Acek, Desarrollo y Gestión Industrial, S.L.	(1,138)
<b>Total Current Loans</b>	<b>21,400</b>	JSC Karelsky Okatysh	(4)
<b>Associates</b>		<b>Related parties</b>	
Gestión Global de Matricería, S.L.	44	Gonvarri I. Centro Servicios, S.L.	(36)
<b>Total Interest receivable</b>	<b>44</b>	<b>Total interest payable (Note 23.c.2)</b>	<b>(1,178)</b>
<b>Shareholders</b>		<b>Shareholders</b>	
Acek, Desarrollo y Gestión Industrial, S.L.	839	Acek, Desarrollo y Gestión Industrial, S.L.	(6,232)
<b>Related parties</b>		Gestamp 2020, S.L.	(15,858)
GES Recycling USA Llc.	3,080	Free float	(9,511)
Gescrap Aragón, S.L.	74	Others shareholders	(213)
Gescrap Autometal Comercio de Sucatas, S.A.	499	<b>Total Dividends payable (Note 23.d)</b>	<b>(31,814)</b>
Gescrap Autometal México, S.A. de C.V.	816	<b>Shareholders</b>	
Gescrap Bilbao, S.L.	2,877	Acek, Desarrollo y Gestión Industrial, S.L.	(1,179)
Gescrap Centro, S.L.	1,378	<b>Related parties</b>	
Gescrap Czech, S.R.O.	68	Air Executive, S.L.	(14)
Gescrap Desarrollo, S.L.U.	(8)	ArcelorMittal Flat Carbon, Luxemburg	(9,167)
Gescrap France S.A.R.L.	2,197	ArcelorMittal Gonvarri Brasil Ptos. Siderúrgicos, S.A.	(25,740)
Gescrap GmbH	3,290	Beijing Hainachuan Automotive Parts Co., Ltd.	(124)
Gescrap Hungary, Kft.	235	Dongguan Gonvarri Center, LTD.	94
Gescrap Navarra, S.L.	230	Gescrap Autometal México, S.A. de C.V.	(1)
Gescrap Noroeste, S.L.U.	505	Gescrap France S.A.R.L.	(1)
Gescrap Polska SP, ZOO.	873	Gescrap GmbH	(23)
Gescrap Slovakia S.R.O.	397	Gescrap Navarra, S.L.	(3)
Gonvarri Argentina, S.A.	42	Gescrap Slovakia S.R.O.	(502)
Gonvarri Czech, S.R.O.	70	Gonvarri Argentina, S.A.	(2,902)
Gonvarri I. Centro Servicios, S.L.	247	Gonvarri Galicia, S.A.	(47,317)
Gonvarri Industrial, S.A.	517	Gonvarri I. Centro Servicios, S.L.	(126,914)
Gonvarri Polska SP, Z.o.o.	15	Gonvarri Polska SP, Z.o.o.	(35,501)
Gonvauto Asturias, S.L.	374	Gonvarri Ptos. Siderúrgicos, S.A.	(21,298)
Gonvauto Navarra, S.A.	1,787	Gonvauto Asturias, S.L.	(4,039)
Gonvauto Puebla, S.A. de C.V.	505	Gonvauto Navarra, S.A.	(8,408)
Gonvauto South Carolina Llc.	1,254	Gonvauto Puebla, S.A. de C.V.	(30,868)
Gonvauto Thüringen, GMBH	959	Gonvauto South Carolina Llc.	2,376
Gonvauto, S.A.	343	Gonvauto Thüringen, GMBH	(13,033)
Gonvvama, Ltd.	534	Gonvauto, S.A.	(20,499)
GS Hot-Stamping Co., Ltd.	5	Gonvvama, Ltd.	(19)
Láser Automotive Barcelona, S.L.	50	Grupo Arcelor	(18,264)
Industrial Ferrodistribuidora, S.L.	763	Grupo Arcelor (rappe!)	10,701
Road Steel Engineering, S.L.	3	Industrial Ferrodistribuidora, S.L.	(5,351)
Steel & Alloy, Ltd.	46	Láser Automotive Barcelona, S.L.	(958)
Gescrap India Private Limited	(2)	Severstal Gonvarri Kaluga, LLC	(5,203)
<b>Associates</b>		Steel & Alloy, Ltd.	(12,768)
Gestamp Auto Components Sales (Tianjin) Co., Ltd.	61,955	Inmobiliaria Acek, S.L.	(199)
Kunshan Gestool Tooling Manufacturing Co, Ltd	6,695	Otros	(1)
GGM Puebla, S.A. de C.V.	5,763	<b>Associates</b>	
Global Laser Araba, S.L.	36	Gestión Global de Matricería, S.L.	(386)
Ingeniería y Construcción Matrices, S.A.	2,551	GGM Puebla, S.A. de C.V.	(3,426)
IxCxT, S.A.	302	Global Laser Araba, S.L.	(1,083)
Gestión Global de Matricería, S.L.	506	Ingeniería y Construcción Matrices, S.A.	(2,021)
Etem Gestamp Aluminium Extrusions, S.A.	2	IxCxT, S.A.	(482)
<b>Total Trade receivables from related parties (Note 15.a)</b>	<b>102,672</b>	Kunshan Gestool Tooling Manufacturing Co, Ltd	(11,000)
<b>Related parties</b>		Etem Gestamp Aluminium Extrusions, S.A.	(2,507)
Gonvauto Thüringen, GMBH	71	<b>Total Suppliers, related parties (Note 25.a)</b>	<b>(398,030)</b>
<b>Associates</b>			
Kunshan Gestool Tooling Manufacturing Co, Ltd	203		
<b>Total Debtors, related parties ( Note 15.b)</b>	<b>274</b>		
<b>Total debit/credit balances</b>			<b>(437,896)</b>

The breakdown of receivables from and payables to related parties at 31 December 2018 were as follows:

31-12-2018		31-12-2018	
Company	Thousands of euros	Company	Thousands of euros
<b>Shareholders</b>		<b>Shareholders</b>	
JSC Karelsky Okatysh	(4,698)	Acek, Desarrollo y Gestión Industrial, S.L.	(1,193)
<b>Total non-current loans (Note 23.c.2)</b>	<b>(4,698)</b>	JSC Karelsky Okatysh	(449)
<b>Shareholders</b>		<b>Related parties</b>	
JSC Karelsky Okatysh	(4,599)	Gonvarri I. Centro Servicios, S.L.	(36)
Mitsui & Co., Ltd.	(168,394)	<b>Total interest payable (Note 23.c.2)</b>	<b>(1,678)</b>
Tuyauto, S.A.	(918)	<b>Associates</b>	
<b>Related parties</b>		Esymo Metal, S.L.	160
Gescrap Bilbao, S.L.	(92)	<b>Total Non-current Loans</b>	<b>160</b>
Otros	(2)	<b>Shareholders</b>	
<b>Total current loans (Note 23.c.2)</b>	<b>(174,005)</b>	Acek, Desarrollo y Gestión Industrial, S.L.	(7,365)
<b>Associates</b>		Gestamp 2020, S.L.	(18,742)
Esymo Metal, S.L.	320	Free float	(11,239)
Gestión Global de Matricería, S.L.	21,400	Others shareholders	(5)
<b>Total Current Loans</b>	<b>21,720</b>	<b>Total Dividends payable (Note 23.d)</b>	<b>(37,351)</b>
<b>Shareholders</b>		<b>Shareholders</b>	
Acek, Desarrollo y Gestión Industrial, S.L.	904	Acek, Desarrollo y Gestión Industrial, S.L.	(7,182)
<b>Related parties</b>		<b>Related parties</b>	
GES Recycling, Ltd.	(2)	ArcelorMittal Flat Carbon, Luxemburg	(5,080)
GES Recycling USA Llc.	6,596	ArcelorMittal Gonvarri Brasil Ptos. Siderúrgicos, S.A.	(9,390)
Gescrap Aragón, S.L.	32	Bursa Celik Sigorta Aracilik Hizma. A.S.	(44)
Gescrap Autometal Comercio de Sucatas, S.A.	692	Dongguan Gonvarri Center, LTD.	(3,614)
Gescrap Autometal México, S.A. de C.V.	1,502	Gescrap Autometal México, S.A. de C.V.	(2)
Gescrap Bilbao, S.L.	2,915	Gescrap France S.A.R.L.	(27)
Gescrap Centro, S.L.	1,394	Gescrap GmbH	(12)
Gescrap Czech S.R.O.	171	Gescrap Navarra, S.L.	(2)
Gescrap Desarrollo, S.L.U.	(522)	Gescrap Slovakia S.R.O.	(1,246)
Gescrap France S.A.R.L.	3,353	Gonvarri Argentina, S.A.	(6,459)
Gescrap GmbH	2,880	Gonvarri Czech, S.R.O.	(1,481)
Gescrap Hungary, Kft.	991	Gonvarri Galicia, S.A.	(34,206)
Gescrap Navarra, S.L.	272	Gonvarri I. Centro Servicios, S.L.	(113,491)
Gescrap Noroeste, S.L.U.	509	Gonvarri Polska SP, Z.o.o.	(21,432)
Gescrap Polska SP, ZOO.	2,611	Gonvarri Ptos. Siderúrgicos, S.A.	(17,127)
Gescrap Rusia, Ltd.	779	Gonvauto Asturias, S.L.	(3,888)
Gescrap Slovakia S.R.O.	95	Gonvauto Navarra, S.A.	(6,019)
Gestamp Solar Steel, S.L.	46	Gonvauto Puebla, S.A. de C.V.	(23,305)
Gonvarri Argentina, S.A.	2	Gonvauto South Carolina Llc.	(11,538)
Gonvarri Czech, S.R.O.	52	Gonvauto Thüringen, GMBH	(9,404)
Gonvarri Galicia, S.A.	1,275	Gonvauto, S.A.	(19,424)
Gonvarri I. Centro Servicios, S.L.	2,822	Gonvama, Ltd.	(190)
Gonvarri Industrial, S.A.	435	Arcelor Group	(13,550)
Gonvarri Polska SP, Z.o.o.	(34)	Arcelor Group (rappel)	8,399
Gonvauto Navarra, S.A.	960	Industrial Ferrodistribuidora, S.A.	(2,421)
Gonvauto Puebla, S.A. de C.V.	10	Inmobiliaria Acek, S.L.	(496)
Gonvauto South Carolina Llc.	2,760	Laser Automotive Barcelona, S.L.	(1,271)
Gonvauto Thüringen, GMBH	1,414	Severstal Gonvarri Kaluga, LLC	(5,235)
Gonvauto, S.A.	1,483	Steel & Alloy, Ltd.	(12,365)
Gonvvama, Ltd.	286	Others	(3)
GS Hot-Stamping Co., Ltd.	5	<b>Associates</b>	
Industrial Ferrodistribuidora, S.A.	608	Esymo Metal, S.L.	(2,443)
Road Steel Engineering, S.L.	3	Gestamp Tooling Manufacturing Kunshan Co., Ltd.	(9,688)
Severstal Gonvarri Kaluga, LLC	1	Gestión Global de Matricería, S.L.	(335)
<b>Associates</b>		GGM Puebla, S.A. de C.V.	(5,196)
Esymo Metal, S.L.	10	Global Laser Araba, S.L.	(996)
Gestamp Auto Components Sales (Tianjin) Co., Ltd.	49,748	Ingeniería y Construcción Matrices, S.A.	(1,605)
Gestamp Tooling Manufacturing Kunshan Co., Ltd.	2,214	IxCxT, S.A.	(152)
Gestión Global de Matricería, S.L.	214	<b>Total Suppliers, related parties (Note 25.a)</b>	<b>(341,920)</b>
GGM Puebla, S.A. de C.V.	4,683	<b>Related parties</b>	
Global Laser Araba, S.L.	47	Gestamp Solar Infraestructuras, S.L.	(134)
Ingeniería y Construcción Matrices, S.A.	1,485	<b>Total Trade creditors, related parties (Note 25.a)</b>	<b>(134)</b>
IxCxT, S.A.	165	<b>Shareholders</b>	
<b>Total Trade receivables from related parties (Note 15.a)</b>	<b>95,866</b>	Acek, Desarrollo y Gestión Industrial, S.L.	(23,146)
<b>Related parties</b>		<b>Total long-term asset suppliers (Note 23.c.2)</b>	<b>(23,146)</b>
Gonvauto Thüringen, GMBH	74		
<b>Total Debtors, related parties ( Note 15.b)</b>	<b>74</b>		
<b>Shareholders</b>			
Acek, Desarrollo y Gestión Industrial, S.L.	(1,110)		
<b>Related parties</b>			
Gescrap Autometal México, S.A. de C.V.	(61)		
Gonvauto Puebla, S.A. de C.V.	(3)		
<b>Associates</b>			
GGM Puebla, S.A. de C.V.	(49)		
Global Laser Araba, S.L.	(9)		
<b>Total Other current suppliers (Note 23.d)</b>	<b>(1,232)</b>		
		<b>Total debit/credit balances</b>	<b>(466,344)</b>

The breakdown of transactions carried out with related parties at 31 December 2019 was as follows:

31-12-2019			
Company	Thousands of euros	Company	Thousands of euros
<b>Related parties</b>			
GES Recycling, Ltd.	(4,378)	ArcelorMittal Flat Carbon, Luxemburg	64,755
GES Recycling USA Llc.	(45,512)	ArcelorMittal Gonvarri Brasil Ptos. Siderúrgicos, S.A.	125,064
Gescrap Aragón, S.L.	(1,571)	Dongguan Gonvarri Center, LTD.	27,279
Gescrap Autometal Comercio de Sucatas, S.A.	(16,677)	Gonvarri Argentina, S.A.	34,266
Gescrap Autometal México, S.A. de C.V.	(19,602)	Gonvarri Galicia, S.A.	106,572
Gescrap Bilbao, S.L.	(25,170)	Gonvarri I. Centro Servicios, S.L.	365,898
Gescrap Centro, S.L.	(7,974)	Gonvarri Polska SP, Z.o.o.	148,041
Gescrap Czech, S.R.O.	(1,340)	Gonvarri Ptos. Siderúrgicos, S.A.	48,109
Gescrap France S.A.R.L.	(18,016)	Gonvauto Asturias, S.L.	11,822
Gescrap GmbH	(33,513)	Gonvauto Navarra, S.A.	22,462
Gescrap Hungary, Kft.	(2,879)	Gonvauto Puebla, S.A. de C.V.	142,718
Gescrap Navarra, S.L.	(5,699)	Gonvauto South Carolina Llc.	67,032
Gescrap Noroeste, S.L.U.	(3,312)	Gonvauto Thüringen, GMBH	128,958
Gescrap Polska SP, ZOO.	(19,156)	Gonvauto, S.A.	64,538
Gescrap Rusia, Ltd.	(2,267)	Gonvama, Ltd.	146
Gescrap Slovakia S.R.O.	(842)	Grupo Arcelor	67,871
Gonvarri Czech, S.R.O.	(116)	Industrial Ferrodistribuidora, S.L.	12,708
Gonvauto Asturias, S.L.	(3,550)	Láser Automotive Barcelona, S.L.	209
Gonvauto Navarra, S.A.	(5,654)	Severstal Gonvarri Kaluga, LLC	61,422
Gonvauto Puebla, S.A. de C.V.	(442)	Steel & Alloy, Ltd.	98,870
Gonvauto South Carolina Llc.	(1,191)	<b>Associates</b>	
Gonvauto Thüringen, GMBH	(6,755)	GGM Puebla, S.A. de C.V.	4,080
Gonvauto, S.A.	(8,305)	Kunshan Gestool Tooling Manufacturing Co, Ltd	790
Steel & Alloy, Ltd.	(46)	Etem Gestamp Aliminium Extrusions, S.A.	19,368
Hierros y Aplanaciones, S.A.	(65)	<b>Total Purchases</b>	
Industrial Ferrodistribuidora, S.L.	(275)	<b>1,622,978</b>	
Láser Automotive Barcelona, S.L.	(122)	<b>Shareholders</b>	
Severstal Gonvarri Kaluga, LLC	(79)	Acek, Desarrollo y Gestión Industrial, S.L.	8,116
Gescrap India Private Limited	(8,829)	<b>Related parties</b>	
<b>Associates</b>			
Gestamp Auto Components Sales (Tianjin) Co., Ltd.	(267,686)	Air Executive, S.L.	273
Gestión Global de Matricería, S.L.	(14,000)	ArcelorMittal Gonvarri Brasil Ptos. Siderúrgicos, S.A.	1,195
GGM Puebla, S.A. de C.V.	(1,405)	Beijing Hainachuan Automotive Parts Co., Ltd.	2,583
Kunshan Gestool Tooling Manufacturing Co, Ltd	(2,385)	Dongguan Gonvarri Center, LTD.	8
Etem Gestamp Aliminium Extrusions, S.A.	(18)	Gescrap Autometal Comercio de Sucatas, S.A.	68
Ingeniería y Construcción Matrices, S.A.	(561)	Gescrap Autometal México, S.A. de C.V.	9
<b>Total Sales</b>			
<b>(529,392)</b>			
<b>Shareholders</b>			
Acek, Desarrollo y Gestión Industrial, S.L.	(779)	Gescrap France S.A.R.L.	12
<b>Related parties</b>			
GES Recycling USA Llc.	(3)	Gescrap GmbH	304
Gescrap Autometal México, S.A. de C.V.	(109)	Gescrap Navarra, S.L.	15
Gescrap Bilbao, S.L.	(1)	Gescrap Slovakia S.R.O.	2,322
Gescrap France S.A.R.L.	(21)	Gonvarri Argentina, S.A.	344
Gescrap Noroeste, S.L.U.	(4)	Gonvarri Czech, S.R.O.	6,450
Gescrap Hungary, Kft.	(5)	Gonvarri Galicia, S.A.	43
Gescrap Polska SP, ZOO.	(59)	Gonvarri I. Centro Servicios, S.L.	81
Gescrap Rusia, Ltd.	(2)	Gonvarri Industrial, S.A.	3
Gonvarri Industrial, S.A.	(767)	Gonvarri Polska SP, Z.o.o.	665
Gonvarri Polska SP, Z.o.o.	(55)	Gonvarri Ptos. Siderúrgicos, S.A.	261
Gonvarri Ptos. Siderúrgicos, S.A.	(1)	Gonvauto Asturias, S.L.	(168)
Gonvauto Puebla, S.A. de C.V.	(4)	Gonvauto Navarra, S.A.	549
Gonvauto South Carolina Llc.	(9)	Gonvauto Puebla, S.A. de C.V.	1,016
Gonvauto Thüringen, GMBH	(126)	Gonvauto South Carolina Llc.	12,455
Gonvama, Ltd.	(1,397)	Gonvauto Thüringen, GMBH	24
Industrial Ferrodistribuidora, S.L.	(3)	Gonvauto, S.A.	21
Inmobiliaria Acek, S.L.	(21)	Gonvama, Ltd.	51
Road Steel Engineering, S.L.	(26)	Grupo Arcelor	226
<b>Associates</b>			
Gestamp Auto Components Sales (Tianjin) Co., Ltd.	(283)	Industrial Ferrodistribuidora, S.L.	23
Gestión Global de Matricería, S.L.	(11)	Inmobiliaria Acek, S.L.	2,500
GGM Puebla, S.A. de C.V.	(849)	Láser Automotive Barcelona, S.L.	3,196
Global Laser Araba, S.L.	(66)	Otros	(3)
Kunshan Gestool Tooling Manufacturing Co, Ltd	(787)	<b>Associates</b>	
Etem Gestamp Aliminium Extrusions, S.A.	(6)	Etem Gestamp Aliminium Extrusions, S.A.	552
Ingeniería y Construcción Matrices, S.A.	(436)	Gestión Global de Matricería, S.L.	4,296
IxCxT, S.A.	(130)	GGM Puebla, S.A. de C.V.	2,730
<b>Total Services rendered</b>			
<b>(5,960)</b>			
<b>Associates</b>			
Gestión Global de Matricería, S.L.	(220)	Global Laser Araba, S.L.	9,077
<b>Total Financial income (Note 28.a)</b>			
<b>(220)</b>			
<b>Related parties</b>			
Acek, Desarrollo y Gestión Industrial, S.L.		Kunshan Gestool Tooling Manufacturing Co, Ltd	4,357
JSC Karelsky Okatysh		Ingeniería y Construcción Matrices, S.A.	5,528
Mitsui & Co., Ltd.		IxCxT, S.A.	1,694
Tuyauto, S.A.		<b>Total Services received</b>	
<b>70,876</b>			
<b>Shareholders</b>			
Gonvarri Galicia, S.A.		Acek, Desarrollo y Gestión Industrial, S.L.	1,535
Gonvarri I. Centro Servicios, S.L.		JSC Karelsky Okatysh	469
Gonvarri Ptos. Siderúrgicos, S.A.		Mitsui & Co., Ltd.	7,730
Gonvauto Navarra, S.A.		Tuyauto, S.A.	12
Gonvauto Puebla, S.A. de C.V.		<b>Related parties</b>	
Gonvauto, S.A.		Gonvarri Galicia, S.A.	360
Industrial Ferrodistribuidora, S.L.		Gonvarri I. Centro Servicios, S.L.	293
<b>Total Financial expenses (Note 28.b)</b>			
<b>10,777</b>			

The breakdown of transactions carried out with related parties at 31 December 2018 was as follows:

31-12-2018			
Company	Thousands of euros	Company	Thousands of euros
<b>Related parties</b>		<b>Related parties</b>	
GES Recycling, Ltd.	(12,755)	ArcelorMittal Flat Carbon, Luxemburg	2,431
GES Recycling USA Llc.	(35,165)	ArcelorMittal Gonvarri Brasil Ptos. Siderúrgicos, S.A.	83,349
Gescrap Aragón, S.L.	(1,608)	Dongguan Gonvarri Center, LTD.	34,604
Gescrap Autometal Comercio de Sucatas, S.A.	(15,361)	Gonvarri Argentina, S.A.	61,865
Gescrap Autometal México, S.A. de C.V.	(23,653)	Gonvarri Galicia, S.A.	93,818
Gescrap Bilbao, S.L.	(32,377)	Gonvarri I. Centro Servicios, S.L.	380,155
Gescrap Centro, S.L.	(9,101)	Gonvarri Polska SP, Z.o.o.	140,989
Gescrap Czech S.R.O.	(1,080)	Gonvarri Ptos. Siderúrgicos, S.A.	45,563
Gescrap France S.A.R.L.	(22,969)	Gonvauto Asturias, S.L.	16,039
Gescrap GmbH	(35,913)	Gonvauto Navarra, S.A.	18,279
Gescrap Hungary, Kft.	(2,952)	Gonvauto Puebla, S.A. de C.V.	123,366
Gescrap Navarra, S.L.	(6,045)	Gonvauto South Carolina Llc.	41,240
Gescrap Noroeste, S.L.U.	(4,405)	Gonvauto Thüringen, GMBH	89,548
Gescrap Polska SP, ZOO.	(16,744)	Gonvauto, S.A.	77,242
Gescrap Rusia, Ltd.	(5,523)	Arcelor Group	89,570
Gescrap Slovakia S.R.O.	(95)	Holding Gonvarri, S.L.	87,669
Gonvarri Argentina, S.A.	(2)	Industrial Ferrodistribuidora, S.A.	7,386
Gonvarri Czech, S.R.O.	(52)	Laser Automotive Barcelona, S.L.	58
Gonvarri Galicia, S.A.	(4,067)	Severstal Gonvarri Kaluga, LLC	62,774
Gonvarri I. Centro Servicios, S.L.	(2,128)	Steel & Alloy, Ltd.	1,113
Gonvarri Polska SP, Z.o.o.	(16)		0
Gonvauto Navarra, S.A.	(5,025)	<b>Associates</b>	-
Gonvauto Puebla, S.A. de C.V.	(22)	Esymo Metal, S.L.	763
Gonvauto South Carolina Llc.	(1,091)	Gestamp Tooling Manufacturing Kunshan Co., Ltd.	728
Gonvauto Thüringen, GMBH	(10,268)	GGM Puebla, S.A. de C.V.	3,403
Gonvauto, S.A.	(17,196)	Global Laser Araba, S.L.	13
Arcelor Group	(2,042)	<b>Total Purchases</b>	<b>1,461,965</b>
Hierros y Aplanaciones, S.A.	(35)	<b>Shareholders</b>	0
Industrial Ferrodistribuidora, S.A.	(139)	Acek, Desarrollo y Gestión Industrial, S.L.	7,451
Severstal Gonvarri Kaluga, LLC	(116)	<b>Related parties</b>	-
<b>Associates</b>	-	Air Executive, S.L.	320
Gestamp Auto Components Sales (Tianjin) Co., Ltd.	(45,462)	ArcelorMittal Gonvarri Brasil Ptos. Siderúrgicos, S.A.	1,508
Gestamp Tooling Manufacturing Kunshan Co., Ltd.	(193)	Dongguan Gonvarri Center, LTD.	8
Gestión Global de Matricería, S.L.	(12)	Gescrap Autometal Comercio de Sucatas, S.A.	2
GGM Puebla, S.A. de C.V.	(408)	Gescrap Autometal México, S.A. de C.V.	7
Global Laser Araba, S.L.	6	Gescrap France S.A.R.L.	36
Ingeniería y Construcción Matrices, S.A.	(516)	Gescrap GmbH	322
<b>Total Sales</b>	<b>(314,530)</b>	Gescrap Hungary, Kft.	1
<b>Shareholders</b>	0	Gescrap Navarra, S.L.	15
Acek, Desarrollo y Gestión Industrial, S.L.	(834)	Gescrap Polska SP, ZOO.	28
<b>Related parties</b>	-	Gescrap Slovakia S.R.O.	1,047
Dongguan Gonvarri Center, LTD.	(28)	Gestamp Solar Infraestructuras, S.L.	130
GES Recycling USA Llc.	(2)	Gonvarri Argentina, S.A.	4
Gescrap Aragón, S.L.	(2)	Gonvarri Czech, S.R.O.	5,537
Gescrap Autometal México, S.A. de C.V.	(14)	Gonvarri Galicia, S.A.	31
Gescrap Bilbao, S.L.	(64)	Gonvarri I. Centro Servicios, S.L.	107
Gescrap France S.A.R.L.	(88)	Gonvarri Industrial, S.A.	11
Gescrap GmbH	(1)	Gonvarri Polska SP, Z.o.o.	35
Gescrap Hungary, Kft.	(5)	Gonvarri Ptos. Siderúrgicos, S.A.	211
Gescrap Polska SP, ZOO.	(57)	Gonvauto Asturias, S.L.	(30)
Gescrap Rusia, Ltd.	(4)	Gonvauto Navarra, S.A.	360
Gonvarri Czech, S.R.O.	(13)	Gonvauto Puebla, S.A. de C.V.	196
Gonvarri Industrial, S.A.	(1,589)	Gonvauto South Carolina Llc.	6,583
Gonvarri Polska SP, Z.o.o.	36	Gonvauto Thüringen, GMBH	11
Gonvarri Ptos. Siderúrgicos, S.A.	(1)	Gonvauto, S.A.	56
Gonvauto Puebla, S.A. de C.V.	(8)	Gonvama, Ltd.	261
Gonvauto Thüringen, GMBH	(124)	Arcelor Group	62
Gonvama, Ltd.	(269)	Industrial Ferrodistribuidora, S.A.	50
Inmobiliaria Acek, S.L.	(20)	Inmobiliaria Acek, S.L.	2,252
Road Steel Engineering, S.L.	(9)	Laser Automotive Barcelona, S.L.	4,061
<b>Associates</b>	-	Steel & Alloy, Ltd.	2
Esymo Metal, S.L.	(119)	Others	83
Gestamp Auto Components Sales (Tianjin) Co., Ltd.	(40)	<b>Associates</b>	0
Gestamp Tooling Manufacturing Kunshan Co., Ltd.	(762)	Esymo Metal, S.L.	3,247
Gestión Global de Matricería, S.L.	(9)	Gestamp Tooling Manufacturing Kunshan Co., Ltd.	12,449
GGM Puebla, S.A. de C.V.	(1,020)	Gestión Global de Matricería, S.L.	2,502
Global Laser Araba, S.L.	(83)	GGM Puebla, S.A. de C.V.	5,336
Ingeniería y Construcción Matrices, S.A.	(440)	Global Laser Araba, S.L.	7,282
IxCxT, S.A.	(115)	Ingeniería y Construcción Matrices, S.A.	5,568
<b>Total Services rendered</b>	<b>(5,684)</b>	IxCxT, S.A.	2,022
<b>Associates</b>	0	<b>Total Services received</b>	<b>69,164</b>
Esymo Metal, S.L.	(8)	<b>Shareholders</b>	0
Gestión Global de Matricería, S.L.	(216)	Acek, Desarrollo y Gestión Industrial, S.L.	1,607
<b>Total Financial income (Note 28.a)</b>	<b>(224)</b>	JSC Karelsky Okatysh	1,074
		Mitsui & Co., Ltd.	4,821
		<b>Related parties</b>	0
		Gonvarri Galicia, S.A.	370
		Gonvarri I. Centro Servicios, S.L.	264
		Gonvarri Ptos. Siderúrgicos, S.A.	165
		Gonvauto Navarra, S.A.	20
		Gonvauto Puebla, S.A. de C.V.	367
		Gonvauto, S.A.	102
		Industrial Ferrodistribuidora, S.A.	8
		<b>Total Financial expenses (Note 28.b)</b>	<b>8,798</b>

### 32.2 Board of Directors' remuneration

Gestamp Automoción, S.A. received 360 thousand euros in 2019 (375 thousand euros in 2018), for all remuneration items as a member of the Board of Directors of certain Group subsidiaries.

The breakdown of the total remunerations received by the members of the Board of Directors of the Parent Company (in thousands of euros) was as follows:

	Thousands of euros
<b>Non-Executive Directors</b>	<b>2019 Year</b>
D. Alberto Rodríguez Fraile	110.00
D <sup>a</sup> . Ana García Fau	95.00
D. Cesar Cernuda	80.00
D. Pedro Sainz de Baranda	95.00
D. Javier Rodríguez Pellitero	110.00
D. Gonzalo Urquijo Fernández de Araoz	95.00
D <sup>a</sup> Concepción Rivero Bermejo	33.78
D. Geert Maurice Van Poelvoorde (*)	0.00
D. Juan María Riberas Mera	95.00
D. Tomofumi Osaki (*)	20.44
D. Shinichi Hori	80.00
D. Katsutoshi Yokoi	59.33
<b>TOTAL</b>	<b>873.55</b>

(From January 1, 2019 to December 31, 2019)

<b>Executive Directors</b>	
Mr. Francisco José Riberas Mera	962.17
Mr. Francisco López Peña	783.10
<b>TOTAL</b>	<b>1,745.27</b>

(From January 1, 2019 to December 31, 2019)

(\*) Mr. Geert Maurice Van Poelvoorde renounced, for professional reasons, the remuneration accrued as member of the Board of Directors, having not been received any amount or remuneration concept since his appointment. Additionally, this member presented his resignation with effective date from July 15, 2019. Likewise, D. Tomofumi Osaki has left the Board of Directors with effective date from 2 April 2019.

The amount of the loans granted to the members of the Board of Directors of the Parent Company at 31 December 2019 and 31 December 2018 amounted to 3,322 thousand euros and 3,226 thousand euros, including principal plus unpaid interest. Those loans were granted in 2016 for acquiring shares of the Parent Company from Acek Desarrollo y Gestión Industrial S.L. (see Note 12.a.2.).

In 2019, pensions commitments have been assumed benefitting the members of the Board of Directors by 258 thousand euros (96 thousand euros in 2018).



### 32.3 Senior Management's Remuneration

The total remuneration accrued, for all items, in favour of the members of the Management Committee, Executive Directors excluded, amounted in 2019 to 5,951.91 thousand euros (8,060 thousand euros in 2018), included in "Personnel expenses" in the Consolidated Income Statement. The amount corresponding to 2019 and 2018 includes life insurance premiums amounting to 25 thousand euros and 18 thousand euros, respectively.

The amount of the loans granted to the members of the Management Committee at 31 December 2019 and 31 December 2018, except those who are members of the Board of Directors and who are already included in Note 32.2, amounting to 6,410 thousand euros and 6,245 thousand euros, respectively, including principal plus unpaid interest. These loans were granted in 2016 for acquiring shares in the Parent Company from Acek Desarrollo y Gestión Industrial S.L. (see Note 12.a.2).

### Note 33. Other disclosures

#### 33.1 Auditors' fees

The fees for the audit of the Consolidated and Individual Financial Statements of the companies included in the scope of consolidation for 2019 amounted to 4,384 thousand euros, while in 2018 they amounted to 4,152 thousand euros.

4,307 thousand euros of the foregoing fees were due to the auditors of the Parent Company for all the audit work performed at the Group in 2019, while the amount of such fees totalled 4,054 thousand euros in 2018.

The fees received in 2019 by the auditor of the Parent Company's accounts and by the companies that share its trade name, for other services related with the audit of the accounts, amounted to 758 thousand euros, while in 2018 they amounted to 824 thousand euros.

The fees received in 2019 by the auditor of the Parent Company's accounts and by the companies that share its trade name, for services other than the audit of the accounts, amounted to 1,069 thousand euros, while in 2018 they amounted to 994 thousand euros; the nature of these services is mainly collaboration in tax matters and due diligences in the purchase of companies.

#### 33.2 Environmental matters

Total investments in systems, equipment and facilities relating to environmental protection and improvement had a gross value of 5,096 thousand euros at 2019 year-end, with accumulated depreciation of 3,131 thousand euros, while at 2018 year-end, such investments amounted to 4,907 thousand euros, with accumulated depreciation of 2,627 thousand euros.

Environmental protection and improvement expenses incurred in 2019 amounted to 1,114 thousand euros, while in 2018, they amounted to 1,074 thousand euros.

The accompanying Consolidated Balance Sheet does not include any provisions for environmental risks, since the Parent Company's directors consider that future obligations to be settled, arising from procedures of companies forming the Group to prevent, reduce or repair environmental damage, did not exist at year-end or that, if they existed, they would not be material. Likewise, no environmental grants were received at year-end.

## Note 34. Financial risk management

The Group uses the review of business plans, the study of the relationship between exposure and the present value of the cash flows arising from an investment, and the accounting vision that allows the assessment of the state and development of the different risk situations for financial risk management.

### 34.1 Financial risk factors

In compliance with prevailing legislation, below is a description of the main financial risks to which the Group is exposed:

- Market risk
  - Exchange rate risk
  - Interest rate risk
- Liquidity risk
- Credit risk
- Commodity price risk

#### Exchange rate risk

The exchange rate risk mainly arises from: (i) the Group's international diversification, which leads it to invest and obtain income, results and cash flows in currencies other than the euro, (ii) payables in currencies other than those of the countries in which the companies are located that have taken the debt and (iii) accounts receivable or payable in foreign currency from the standpoint of the company recognising the transaction.

The fluctuation in the exchange rate of the currency in which a given transaction is carried out against the accounting currency may have a negative or positive impact on profit or loss and equity.

The Group operates in the following currencies:

Euro	US dollar	Mexican peso
Argentine peso	Brazilian real	Pound sterling
Swedish crown	Polish zloty	Hungarian forint
Turkish lira	Indian rupee	Korean won
Chinese renmimbi	Russian rouble	Czech crown
Japanese yen	Thai Baht	Romanian leu
Taiwanese dollar	Moroccan dirham	Bulgarian lev

To manage exchange rate risk, the Group uses (or evaluates the possibility of using) a series of financial instruments, basically (Note 23.b.1):

- A. Foreign currency forward contracts: These arrangements lock in the price at which an entity can buy or sell a currency on a set date; the timing can be adjusted to align the transactions with the hedged cash flows.
- B. Options: The objective is to seek to protect against the negative impact of any exchange rate exposure, or any price ranges, or to fix a maximum or minimum exchange rate (collar or tunnel)

on the date of settlement, or structures with a minimum cost or even zero (by renouncing benefits in different scenarios in exchange for achieving protection in other scenarios).

In some of the sales contracts in some countries, prices are partially adjusted according to the exchange rate, with different formulas, which offers some protection against devaluations.

The Group maintains debt in foreign currencies to reduce the sensitivity of the Net Financial Debt/EBITDA ratio to exchange rate fluctuations, and to partially offset possible losses in the value of assets due to exchange rate fluctuations, with savings in the value of liabilities.

The sensitivity of results and of equity to the changes in the exchange rates of the currencies in which the Group operates with respect to the euro are detailed below.

The sensitivity of results to the changes in the exchange rates of currencies for 2019 and 2018 is as follows:

Currency	2019	
	IMPACT ON PROFIT	
	5% Fluctuation	-5% Fluctuation
Swedish crown	833	(833)
US dollar	(1,391)	1,391
Hungarian forint	4	(4)
GB pound	(917)	917
Mexican peso	503	(503)
Brazilian real	823	(823)
Chinese yuan	1,482	(1,482)
Indian rupee	80	(80)
Turkish lira	840	(840)
Argentine peso	(137)	137
Russian ruble	531	(531)
Korean won	193	(193)
Polish zloty	2,578	(2,578)
Czech crown	(560)	560
Japanese yen	(198)	198
Thai baht	27	(27)
Romanian leu	(8)	8
Moroccan dirham	(54)	54
Taiwanese dollar	3	(3)
Bulgarian Lev	193	(193)
<b>IMPACT IN ABSOLUTE TERMS</b>	<b>4,825</b>	<b>(4,825)</b>
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF PARENT COMPANY	<b>212,272</b>	<b>212,272</b>
EFFECT IN RELATIVE TERMS	<b>2.27%</b>	<b>-2.27%</b>

<b>2018</b>		
Currency	IMPACT ON PROFIT	
	5% Fluctuation	-5% Fluctuation
Swedish crown	(634)	634
US dollar	(1,555)	1,555
Hungarian forint	(243)	243
GB pound	714	(714)
Mexican peso	754	(754)
Brazilian real	(13)	13
Chinese yuan	1,187	(1,187)
Indian rupee	422	(422)
Turkish lira	608	(608)
Argentine peso	(137)	137
Russian ruble	(6)	6
Korean won	268	(268)
Polish zloty	1,015	(1,015)
Czech crown	(82)	82
Japanese yen	(57)	57
Thai baht	24	(24)
Romanian leu	(62)	62
Moroccan dirham	(5)	5
Taiwanese dollar	1	(1)
<b>IMPACT IN ABSOLUTE TERMS</b>	<b>2,199</b>	<b>(2,199)</b>
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF PARENT COMPANY	<b>257,690</b>	<b>257,690</b>
<b>EFFECT IN RELATIVE TERMS</b>	<b>0.85%</b>	<b>-0.85%</b>

The sensitivity of equity to the changes in the exchange rates of currencies for 2019 and 2018 is as follows:

<b>2019</b>		
Currency	IMPACT ON EQUITY	
	5% Fluctuation	-5% fluctuation
Swedish crown	(6,440)	6,440
US dollar	199	(199)
Hungarian forint	(4,848)	4,848
GB pound	10,305	(10,305)
Mexican peso	2,563	(2,563)
Brazilian real	1,968	(1,968)
Chinese yuan	15,971	(15,971)
Indian rupee	3,049	(3,049)
Turkish lira	1,432	(1,432)
Argentine peso	(1,801)	1,801
Russian ruble	(4,150)	4,150
Korean won	3,004	(3,004)
Polish zloty	3,157	(3,157)
Czech crown	(513)	513
Japanese yen	(156)	156
Thai baht	91	(91)
Romanian leu	3	(3)
Moroccan dirham	33	(33)
Taiwanese dollar	15	(15)
Bulgarian Lev	250	(250)
<b>IMPACT IN ABSOLUTE TERMS</b>	<b>24,132</b>	<b>(24,132)</b>
<b>EQUITY</b>	<b>2,392,117</b>	<b>2,392,117</b>
<b>EFFECT IN RELATIVE TERMS</b>	<b>1.01%</b>	<b>-1.01%</b>

Currency	2018	
	IMPACT ON EQUITY	
	5% Fluctuation	-5% fluctuation
Swedish crown	(5,712)	5,712
US dollar	2,066	(2,066)
Hungarian forint	(4,567)	4,567
GB pound	9,080	(9,080)
Mexican peso	560	(560)
Brazilian real	1,828	(1,828)
Chinese yuan	13,914	(13,914)
Indian rupee	2,381	(2,381)
Turkish lira	921	(921)
Argentine peso	(1,538)	1,538
Russian ruble	(4,912)	4,912
Korean won	2,608	(2,608)
Polish zloty	2,173	(2,173)
Czech crown	(459)	459
Japanese yen	(134)	134
Thai baht	100	(100)
Romanian leu	65	(65)
Moroccan dirham	89	(89)
Taiwanese dollar	(4)	4
<b>IMPACT IN ABSOLUTE TERMS</b>	<b>18,459</b>	<b>(18,459)</b>
<b>EQUITY</b>	<b>2,178,995</b>	<b>2,178,995</b>
<b>EFFECT IN RELATIVE TERMS</b>	<b>0.85%</b>	<b>-0.85%</b>

The foregoing amounts were calculated by increasing or decreasing by 5% the exchange rates applied to convert to euros both the income statements of the subsidiaries and their equity.

Also, in 2019, consolidated equity was increased further by 24.2 million euros, due to the change in translation differences, mainly as a result of investments outside the eurozone.

### Interest rate risk

The Group's borrowings mainly bear interest at floating rates, exposing it to risk from fluctuations in market interest rates, so that index fluctuations affect cash flows and how they are reflected in the Financial expenses. The Group mitigates this risk by using interest rate derivative financial instruments, mainly swaps, by which it converts the floating rate on a loan into a fixed rate. It may swap the rate on a portion of the loan or on the entire loan, and for its entire duration or a part thereof (Note 23.b.1).

The Group's borrowings accrue a floating rate indexed to the Euribor, Dollar Libor and other foreign exchange interbank indexes. Conversely, the bonds issued by the Group on May 2016 and April 2018 accrue a fixed interest rate.

The Group's financial debt accrues both a floating and a fixed rate as a consequence of seeking a balance in the financial expenses, adapting them to the economic cycle, the interest rate (short and long term) and their foreseeable development and the financing alternatives (especially the terms, costs and depreciation). It is also influenced by the changes in debt, which leads to using the facilities and performing repayments dynamically, based on the agreement facilities.

If in 2019, the average benchmark interest rate on financial debt denominated in euros had varied by 50 Bps, maintaining the remaining variables constant, financial profit would have been modified by 11,852 thousand euros.

If in 2018, the average benchmark interest rate on financial debt denominated in euros had varied by 50 Bps, maintaining the remaining variables constant, financial profit would have been modified by 7,259 thousand euros.

#### Liquidity risk

Liquidity risk is evaluated as the risk that the Group will not be able to service its payment commitments as a result of adverse conditions in the debt and/or equity markets that prevent or hinder its capital raising efforts or cash liquidity needs exceeding those budgeted.

The Group manages liquidity risk looking for cash availability to cover its cash needs and debt maturity for a period of 12 months, thereby avoiding the need to raise funds on disadvantageous terms to cover short term needs. The available liquidity hold is integrated by cash equivalent and undrawn credit lines with a maturity beyond 12 months, according to the Consolidated Financial Position, without adjusting them proportionally by the shareholdings, or by resources in subsidiaries subject to administrative authorisation.

At 31 December 2019, cash and cash equivalents amount to 658.5 million euros and the undrawn long-term credit lines amounted to 703,5 million euros (including 325 million euros in Revolving Credit Facility). Current financial debt repayments amount to 216.0 million euros (4.3 million euros of payables to related parties, 138.7 million euros of bank borrowings and 73 million euros of finance leases). At 31 December 2019, cash flows from operations exceeded the cash flows from investing activities (excluding intercompany purchases and sales) by 50.3 million euros.

Liquidity risk management in the next 12 months is complemented with the management of the debt maturity profile, seeking an appropriate average maturity and refinancing in advance the short term maturities, especially in the first two years. At 31 December 2019, the average life of the Group's net financial debt is 4.34 years (estimated considering the use of cash and long-term credit lines to repay shorter term debt).

The permanent financial resources that finance the company's current activities, that is, the portion of current assets financed with long-term funds, amounted to 514 million euros as of 31st December 2019. This is the difference between the long-term financial debt (3,253 million euros) plus equity (2,392 million euros), less net fixed assets, excluding deferred tax assets (5,131 million euros). This amount exceeded the working capital related to the EBITDA, amounting to 383 million euros at 31 December 2019.

#### Credit risk

Credit risk is concentrated primarily in the Group's accounts receivable, which have a high credit rating.

Each Group's business unit manages its credit risk according to policies, procedures and controls determined by the Group regarding credit risk management of customers.

At each closing date, the Group companies analyse on the basis of real historical data the balances of each major client individually in order to determine the need for provisions or impairment.

The Group has no guarantee on debts and has concluded that the risk concentration is low given that its customers belong to distinct jurisdictions and operate in highly independent markets.

The credit risk with banks and financial institutions is managed by the treasury department of the Group according to Group policies.

Investments of excess funds are only made with authorised counterparties and always within the credit limits assigned to such counterparties.

The limits are established in order to minimize risk concentration, thereby mitigating financial losses in the event of a default by the counterparty.

The maximum exposure of the Group to credit risk at 31 December 2019 and 31 December 2018 are the carrying amounts, as shown in Note 15, except for financial guarantees and derivative financial instruments.

The net Credit Valuation Adjustment by counterparty (CVA + DVA) is the method used to value the credit risk of the counterparties and the Parent Company in calculating the fair value of derivative financial instruments. This adjustment reflects the possibility of bankruptcy or impairment of the credit quality of the counterparty and the Parent Company. The simplified formula corresponds to the expected exposure multiplied by the possibility of bankruptcy and by the expected loss in case of non-payment. For calculating such variables the Parent Company uses market references.

#### Commodity price risk

Steel, followed by aluminium, is the main commodity used in the business.

At 31 December 2019, 62.2% of the steel had been purchased through "re-sale" programs with customers (61% in 2018), whereby the car manufacturer periodically negotiates with the steel maker the price of the steel that the Group uses for the production of automotive components. The selling price of the final product is directly adjusted to any fluctuations in steel prices.

In the case of products that use steel purchased outside the "re-sale" method, a part of the customers adjust the prices of the Group products, taking as a base the fluctuations in steel prices that the customers agree with the iron and steel industry, others adjust the prices based on public indexes and with others negotiations are held upon the initiative of the parties. Historically, the Group has negotiated its steel purchase agreements with the iron and steel manufacturers to ensure suitable conditions.

### **34.2 Hedge accounting**

For the purpose of hedge accounting, the Group classifies its hedges as:

- Fair value hedges when hedging the exposure to changes in the market value, due to a specific risk, of an asset or liability previously recognised in the Consolidated Balance Sheet, or of a firm commitment.
- Cash flow hedges when hedging exposure to fluctuations in cash flows that are either attributable to a particular risk associated with an asset or liability previously recognised in the Consolidated Balance Sheet, or to a highly probable forecast transaction.

- Hedges of a net investment in a foreign operation when hedging exposure to variability in exchange rates relative to a net investment in a foreign operation.

Derivative financial instruments are initially recognised in the Consolidated Balance Sheet at acquisition cost and are subsequently valued in each period at fair value. Changes in fair value are normally accounted for in keeping with specific hedge accounting criteria.

The accounting for these instruments is carried out as follows:

- Fair value hedges: changes in the fair value of the hedging instrument and the hedged item, in both instances attributable to the risk hedged, are recognised in the Consolidated Income Statement.
- Cash flow hedges: changes in the fair value of the hedging instrument attributable to the risk hedged, as long as the hedge is effective, are recognized in "Retained earnings" in Equity. The cumulative amount of "Retained earnings" are transferred to the Consolidated Income Statement when the hedged cash flows affect profit or loss.
- Hedges of a net investment in a foreign operation: its operating account is similar to the hedging of cash flows and the account used to include the changes in the value of the hedge instrument in the Consolidated Balance Sheet is the "Translation differences" account. The cumulative amount of the measurement in Translation differences is transferred to results, provided that the investment abroad that has generated such differences is disposed of.

### 34.3 Fair value of financial instruments

The fair value of financial instruments is determined as follows:

- The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market prices.
- Where there is no active market, fair value is determined using cash flow analysis discounted at market discount rates and based on market assumptions at the time of the estimate. In relation to options, fair value is determined using implied volatility in market participants' quoted prices.

#### Non-current financial assets

There is no difference between the fair value and carrying amount of non-current loans granted since they all accrue interest at floating rates.

Equity investments in other companies are included in the Consolidated Balance Sheet at fair value when they can be valued reliably. Since it is usually not possible to measure the fair value of shareholdings in unlisted companies reliably, these investments are valued at acquisition cost or lower if there is evidence of impairment.

Changes in fair value, net of the related tax effect, are recognised with a charge or credit, as appropriate, to "Retained earnings" within Equity until these investments are sold, at which time the cumulative amount recognised in equity is recognised in full in the Consolidated Income Statement. If fair value is lower than acquisition cost, the difference is recognised directly in equity, unless the asset is determined to be impaired, in which case it is recognised in the Consolidated Income Statement.



Trade receivables

For receivables due in less than one year, the Group considers the carrying amount a reasonable approximation of fair value.

Current financial assets

There is no difference between the fair value and carrying amount of short term loans granted since they all accrue interest at market rates.

For other current financial assets, as their maturity is near the financial year end, the Group considers their carrying amounts a reasonable approximation of fair value.

Interest-bearing loans and borrowings

For current and non-current bank borrowings there is no difference between fair value and carrying amount since all these borrowings carry interest at market rates.

Trade and other payables

The Group considers the carrying amount of the items recorded in this Consolidated Balance Sheet heading to be an adequate approximation of fair value.

Fair values of financial instruments

The fair values of current and non-current financial assets and liabilities do not differ significantly from their respective carrying amounts.

The Group uses the following sequence of three levels, based on the relevance of the variables used, to measure the fair value of its financial instruments:

- Level 1: Unadjusted quoted price for identical assets or liabilities in active markets.
- Level 2: Variables which are observably different from the prices quoted in Level 1, either directly (price), or indirectly (derived from the price).
- Level 3: Variables which are not based on observable market data (non-observable variables).

The classification of financial assets recognised in the Consolidated Balance Sheet at fair value, in line with the methodology for calculating such fair value, was as follows:

	Thousands of euros					
	Level 1		Level 2		Level 3	
	2019	2018	2019	2018	2019	2018
Financial assets measured at fair value						
Financial derivative hedging instruments (Note 12.a.3)			11,042	6,019		
<b>Total</b>	-	-	11,042	6,019	-	-

The classification of financial liabilities recognised in the Consolidated Financial Statements at fair value, in line with the methodology for calculating such fair value, was as follows:

	Thousands of euros					
	Level 1		Level 2		Level 3	
	2019	2018	2019	2018	2019	2018
Financial derivative hedging instruments			47,917	36,168		
Financial derivative instruments held-for-trading			18,221	19,949		
Total Financial derivative instruments (Note 23.b.1))			66,138	56,117		
Other current liabilities - Put Option (Note 23.d))						
Defined benefit plans (Note 22.b))	88,898	77,601				
<b>Total</b>	<b>88,898</b>	<b>77,601</b>	<b>66,138</b>	<b>56,117</b>	<b>-</b>	

#### 34.4 Capital risk management

The objective of the Group's capital management is to protect its ability to continue as a going concern, upholding the commitment to remain solvent and looking for a high shareholder value for shareholdings.

The Group monitors its capital structure based on its leverage ratio. It defines leverage as net financial debt (financial borrowings, finance lease payables, borrowing from related parties and other financial liabilities less short-term financial investments and cash and cash equivalents) divided by total equity (Consolidated Equity plus grants pending release to the income statement). At 31 December 2019 this ratio is 1.13 (1.01 at 31 December 2018).

The Net Financial Debt / EBITDA ratio is mainly used to monitor solvency, which amounted to 2.5 at 31 December (2.3 at 31 December 2018).

Gestamp Automoción, S.A.'s rating is BB from Standard & Poor's and Ba2 from Moody's, which makes it a speculative grade.

#### Note 35. Information on payment deferrals to suppliers in trade operations

The Group's Spanish companies have adapted their internal process and payment period policy to Law 15/2010, hence, measures to fight against default in trade operations have been implemented. In this regard, the conditions for contracting to commercial suppliers relating to industrial activity for the manufacture of parts located in Spanish territory included payment periods equal to or less than 60 days in both 2019 and 2018, as stipulated in Transitional Provision Two of the aforementioned Law.

In accordance with such Law, the following information corresponds to the Group companies that operate in Spain:

##### **2019**

Average payment period to suppliers 45 days

Total payments made 4,546 million euros

Total payments pending 538 million euros

**2018**

Average payment period to suppliers	44 days
Total payments made	4,717 million euros
Total payments pending	497 million euros

For reasons of efficiency and in line with common business uses, the Group's Spanish companies basically have a supplier payment schedule, whereby payments are made on fixed days which, at the main companies, are twice a month.

Generally in 2019 and 2018, the payments made by Spanish companies to suppliers, under agreements entered into following the entry into force of Law 15/2010, did not exceed the statutory deferral limits. Payments to Spanish suppliers which, in 2019 and 2018, exceeded the legal term established have been, in quantitative terms, of scant importance and arise from circumstances or incidents removed from the payment policy established, including mainly the conclusion of the agreements with suppliers in the delivery of goods or the provision of the service or specific handling processes.

Also, at 31 December 2019 and 2018, no amounts were pending payment to suppliers located in Spain that exceeded the legal payment term.

**Note 36. Subsequent events**

On 23 January 2020, an amendment was signed regarding the Senior Facilities Agreement initially signed in 2013 with a number of financial institutions. Key changes introduced include (i) the extension of the maturity date until 23 January 2025 of all the tranches of this facility, eliminating the redemptions established for 2022 and 2023, although the requirement for said extension is the total or partial redemption of the High-Yield Bond issued in May 2016 before 30 June 2021; In the event that it is not fully or partially redeemed before that date, the maturity date will be 30 April 2023 for the proportional part equivalent to the unredeemed part of the 2016 Bond, (ii) the creation of two new tranches, one in dollars through redenomination of part of the pre-existing contributions in euros to US dollars for an amount of 111.3 million US dollars and new contributions of 61.3 million US dollars and additional tranche in euros for 25.0 million euros and, (iii) the establishment of a mechanism for the cancellation of certain guarantees granted under this facility in the event that it is the only financing with said guarantees or, in the case that several financings share those guarantees, they can be cancelled simultaneously across all financings.

**Note 37. Information on compliance with article 229 of the Spanish Companies Law**

In conformity with articles 229 and 231 of the Spanish Companies Law (LSC), in order to reinforce the transparency of Spanish corporate enterprises, the Parent Company's Board members informed that they had not been involved in any direct or indirect conflicts with the interests of the Parent Company or its subsidiaries.

Also, Mr Francisco José Riberas Mera and Mr Juan María Riberas Mera, members of the Parent Company's Board of Directors, informed that they are shareholders and directors of ACEK, DESARROLLO Y GESTIÓN INDUSTRIAL, S.L. and of the companies forming part of the Group of which it is the head.

ACEK, DESARROLLO Y GESTIÓN INDUSTRIAL, S.L. is the parent company of an industrial group which carries on the following activities through the following subgroups:

- GESTAMP AUTOMOCIÓN GROUP: engaged in the manufacture and marketing of metallic parts and components for the automobile industry.
- GONVARRI GROUP: engaged in the manufacture, processing and trading of metallic products, including renewable energy structures, such as wind power towers, infrastructures for photovoltaic parks and thermo-solar plant items.
- ACEK ENERGÍAS RENOVABLES GROUP: engaged in the development, construction and operation of renewable energy generation plants, including solar power, wind power and biomass.
- INMOBILIARIA ACEK GROUP: engaged in real estate activities.

Also, ACEK, DESARROLLO Y GESTIÓN INDUSTRIAL, S.L. held investments in companies which might be considered to have an activity that is the same or similar, or one complementary, to the main activity of the Parent Company or of Group companies, which are as follows:

- Direct and indirect holding of 16.91% in CIE Automotive, S.A., of which Mr Francisco José Riberas Mera and Mr Juan María Riberas Mera are directors. CIE Automotive, S.A. is the head of an industrial group which carries on, among other activities, the design, manufacture and marketing of components and sub-assemblies for the global car market.
- Direct holding of 50.00% in Sideacero, S.L., of which Mr Francisco José Riberas Mera and Mr Juan María Riberas Mera are directors. Sideacero, S.L. is the head of an industrial group which carries on, among other activities, the import, export, purchase and sale and brokerage of iron and non-iron products, iron and steel materials, recyclable materials and recyclable waste.

## Appendix I

### Scope of Consolidation

December 31, 2019							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Gestamp Automoción, S.A.	Vizcaya	Spain	Parent company		Portfolio company	Full	Ernst & Young
Gestamp Bizkaia, S.A.	Vizcaya	Spain	85.31%	14.69%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Vigo, S.A.	Pontevedra	Spain	99.99%	0.01%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cerveira, Lda.	Viana do Castelo	Portugal	42.25%	57.75%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toledo, S.A.	Toledo	Spain	99.99%	0.01%	Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering S.L.	Vizcaya	Spain	10.00%	90.00%	Research and development	Full	Ernst & Young
SCI de Tournan en Brie	Tournan	France	0.10%	99.90%	Property	Full	N/A
Gestamp Solblank Barcelona, S.A.	Barcelona	Spain	5.01%	94.99%	Tailor-welded blanks	Full	Ernst & Young
Gestamp Palencia, S.A.	Palencia	Spain	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Argentina, S.A.	Buenos Aires	Argentina		70.00%	Portfolio company	Full	Ernst & Young
Gestamp Córdoba, S.A.	Córdoba	Argentina		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Linares, S.A.	Jaén	Spain	5.02%	94.98%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios, S.A.	Madrid	Spain	100.00%		Business promotion and support	Full	Ernst & Young
Matricerías Deusto, S.L.	Vizcaya	Spain		100.00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Tech, S.L.	Palencia	Spain	0.33%	99.67%	No activity	Full	N/A
Gestamp Brasil Indústria de Autopeças, S.A.	Parana	Brazil		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Metalbages, S.A.	Barcelona	Spain	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Esmar, S.A.	Barcelona	Spain	0.10%	99.90%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Noury, S.A.S	Tournan	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aveiro, S.A.	Aveiro	Portugal		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Griwe Subgroup	Westerburg	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aguascalientes, S.A.de C.V.	Aguas Calientes	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Mexicana Servicios Laborales, S.A.de C.V.	Aguas Calientes	Mexico		70.00%	Employment services	Full	Ernst & Young
Gestamp Puebla, S.A. de C.V.	Puebla	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cartera de México, S.A. de C.V.	Puebla	Mexico		70.00%	Portfolio company	Full	N/A
Gestamp Mexicana de Serv. Laborales, S.A. de C.V.	Aguas Calientes	Mexico		70.00%	Employment services	Full	Ernst & Young
Gestamp Ingeniería Europa Sur, S.L.	Barcelona	Spain		100.00%	Service provision	Full	Ernst & Young

December 31, 2019							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Todlem, S.L.	Barcelona	Spain		58.13%	Portfolio company	Full	Ernst & Young
Gestamp Navarra, S.A.	Navarra	Spain	71.37%	28.63%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Baires, S.A.	Buenos Aires	Argentina		70.00%	Dies, stamping and parts manufacturing	Full	Ernst & Young
Ingeniería Global MB, S.A.	Barcelona	Spain		100.00%	Administration services	Full	N/A
Gestamp Aragón, S.A.	Zaragoza	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Abrera, S.A.	Barcelona	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Levante, S.A.	Valencia	Spain	88.50%	11.50%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Solblank Navarra, S.L.	Navarra	Spain		100.00%	Tooling and welding	Full	N/A
MB Aragón P21, S.L.	Barcelona	Spain		100.00%	Tooling and parts manufacturing	Full	N/A
Gestamp Polska, SP. Z.O.O.	Wielkopolska	Poland		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washington UK Limited	Newcastle	United Kingdom		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Hungaria KFT	Akai	Hungary	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North America, INC	Michigan	USA		70.00%	Administration services	Full	Ernst & Young
Gestamp Sweden, AB	Lulea	Sweden		100.00%	Portfolio company	Full	Ernst & Young
Gestamp HardTech, AB	Lulea	Sweden		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mason, LLC.	Michigan	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Alabama, LLC.	Alabama	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Ronchamp, S.A.S	Ronchamp	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Manufacturing Autochasis, S.L.	Barcelona	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Industrias Tamer, S.A.	Barcelona	Spain		30.00%	Tooling and parts manufacturing	Equity method	Ernst & Young
Gestamp Tooling Services, AIE	Vizcaya	Spain		100.00%	Mould engineering and design	Full	Ernst & Young
Gestamp Auto Components (Kunshan) Co., Ltd	Kunshan	China		68.95%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Kartek Co, Ltd.	Gyeongsangnam-Do	South Korea		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Kalip, A.S.	Bursa	Turkey		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toluca SA de CV	Puebla	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios Laborales de Toluca SA de CV	Puebla	Mexico		69.93%	Employment services	Full	Ernst & Young
Gestamp Services India Private, Ltd.	Mumbai	India		100.00%	Tooling and parts manufacturing	Full	S.B. Dave & Co.

December 31, 2019							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Gestamp Severstal Vsevolozhsk LLC	Saint Petersburg	Russia		58.13%	Tooling and parts manufacturing	Full	Ernst & Young
Adral, matriceria y pta. a punto, S.L.	Vizcaya	Spain		100.00%	Mould manufacturing and tuning	Full	Ernst & Young
Gestamp Severstal Kaluga, LLC	Kaluga	Russia		58.13%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive India Private Ltd.	Pune	India		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Pune Automotive, Private Ltd.	Pune	India		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Chattanooga, LLC	Chattanooga	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding Rusia, S.L.	Madrid	Spain	25.19%	52.34%	Portfolio company	Full	Ernst & Young
Gestamp South Carolina, LLC	South Carolina	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding China, AB	Lulea	Sweden		68.95%	Portfolio company	Full	Ernst & Young
Gestamp Global Tooling, S.L.	Vizcaya	Spain	99.99%	0.01%	Manufacturing of dies	Full	Ernst & Young
Gestamp Tool Hardening, S.L.	Vizcaya	Spain		100.00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Vendas Novas Lda.	Évora	Portugal	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Togliatti, LLC.	Togliatti	Russia		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive Chennai Private Ltd.	Chennai	India		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Palau, S.A.	Barcelona	Spain		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North Europe Services, S.L.	Vizcaya	Spain	99.97%	0.03%	Consultancy services	Full	Ernst & Young
Loire Sociedad Anónima Franco Española	Guipúzcoa	Spain	100.00%		Manufacturing of dies	Full	Ernst & Young
Gestamp Tooling Erandio, S.L.	Guipúzcoa	Spain		100.00%	Portfolio company	Full	Ernst & Young
Diède Die Developments, S.L.	Vizcaya	Spain	100.00%		Manufacturing of dies	Full	IZE Auditores
Gestamp Louny, S.R.O.	Prague	Czech Republic		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Shenyang), Co. Ltd.	Shenyang	China		65.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp West Virginia, LLC.	Michigan	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Sasi, L.S.	Kocaeli	Turkey		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Dongguan), Co. Ltd.	Dongguan	China		65.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Try Out Services, S.L.	Vizcaya	Spain		100.00%	Manufacturing of dies	Full	Ernst & Young
Gestión Global de Matricería, S.L.	Vizcaya	Spain	30.00%		No activity	Equity method	Ernst & Young
Ingeniería y Construcción Matrices, S.A.	Vizcaya	Spain		30.00%	Manufacturing of dies	Equity method (A)	IZE Auditores

(A) This company is consolidated under full consolidation method in Gestión Global de Matricería Subgroup. This Subgroup is accounted for in Gestamp Automoción Group using the equity method.

December 31, 2019							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
IxCxT, S.A.	Vizcaya	Spain		30.00%	Manufacturing of dies	Equity method (A)	IZE Auditores
Gestamp Funding Luxembourg, S.A.	Luxembourg	Luxembourg	100.00%		Portfolio company	Full	Ernst & Young
Gestamp Puebla II, S.A. de C.V.	Puebla	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering Deutschland GmbH	Bielefeld	Germany		100.00%	Research and development	Full	Ernst & Young
Autotech Engineering R&D Uk limited	Durhan	United Kingdom		100.00%	Research and development	Full	Ernst & Young
Gestamp Holding México, S.L.	Madrid	Spain		69.99%	Portfolio company	Full	Ernst & Young
Gestamp Holding Argentina, S.L.	Madrid	Spain	10.80%	59.19%	Portfolio company	Full	Ernst & Young
Mursolar 21, S.L.	Madrid	Spain		65.00%	Portfolio company	Full	Ernst & Young
GGM Puebla, S.A. de C.V.	Puebla	Mexico		30.00%	Tooling and parts manufacturing	Equity method (A)	N/A
GGM Puebla de Servicios Laborales, S.A. de C.V.	Puebla	Mexico		30.00%	Employment services	Equity method (A)	N/A
Kunshan Gestool Tooling Manufacturing, Co., Ltd	Kunshan	China		30.00%	Manufacturing of dies	Equity method (A)	Ernst & Young
Gestamp Technology Institute, S.L.	Vizcaya	Spain	99.99%	0.01%	Education	Full	Ernst & Young
Gestamp Tooling Engineering Deutschland, GmbH	Braunschweig.	Germany		100.00%	Manufacturing of dies	Full	N/A
Gestamp Chattanooga II, LLC	Chattanooga	USA		70.00%	Tooling and parts manufacturing	Full	N/A
Autotech Engineering R&D USA	Delaware	USA		100.00%	IT, and research and development	Full	N/A
Gestamp Autocomponents Wuhan, co. Ltd.	Wuhan	China	100.00%	0.00%	Tooling and parts manufacturing	Full	N/A
Çelik Form Gestamp Otomotive, A.S.	Bursa	Turkey		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washtenaw, LLC.	Delaware	USA		70.00%	Tooling and parts manufacturing	Full	N/A
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Mexico City	Mexico		70.00%	Employment services	Full	N/A
Gestamp San Luis Potosí Servicios Laborales S.A.P.I. de C.V.	Mexico City	Mexico		70.00%	Tooling and parts manufacturing	Full	N/A
Gestamp Auto Components (Tianjin) Co., LTD.	Tianjin	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp 2017, S.L.	Madrid	Spain	100.00%		Portfolio company	Full	N/A
Autotech Engineering (Shangai) Co. Ltd.	Shangai	China		100.00%	Research and development	Full	Ernst & Young
Gestamp Hot Stamping Japan K.K.	Tokio	Japan		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Global Laser Araba, S.L.	Álava	Spain	30.00%	0.00%	Tooling and parts manufacturing	Equity method	Ernst & Young
MPO Prodivers Rezistent, S.R.L.	Darmanesti	Romania		35.00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Teknoloji Kalip, A.S.	Bursa	Turkey		50.00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Nitra, S.R.O.	Bratislava	Slovakia	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Almussafes Mantenimiento de Troqueles, S.L.	Barcelona	Spain		100.00%	Die maintenance	Full	Ernst & Young
Gestamp (China) Holding, Co. Ltd	Shangai	China		100.00%	Portfolio company	Full	Ernst & Young
Gestamp Autotech Japan Co., Ltd.	Tokio	Japan		100.00%	Research and development	Full	Ernst & Young
Gestamp Sorocaba Industria Autopeças Ltda.	Sorocaba	Brazil		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Tuyauto Gestamp Morocco	Kenitra	Morocco		50.00%	Tooling and parts manufacturing	Full	N/A
Gestamp Autocomponents (Beijing) Co., Ltd.	Beijin	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mexicana Serv. Lab. II, S.A. de CV	México DF	Mexico		100.00%	Employment services	Full	N/A
Reparaciones Industriales Zaldibar, S.L.	Vizcaya	Spain	0.01%	99.99%	Industrial equipment services	Full	N/A
Autotech Engineering Spain, S.L.	Madrid	Spain		100.00%	Research and development	Full	Ernst & Young
Autotech Engineering France S.A.S.	Meudon la Forêt	France		100.00%	Research and development	Full	N/A
Gestamp Auto Components Sales (Tianjin) Co., LTD.	Tianjin	China		49.00%	Consulting and Post-sales services	Equity method	N/A
Gestamp Etem Automotive Bulgaria, S.A.	Sofia	Bulgaria		51.00%	Industrialization of post-extrusion activities	Full	N/A
Etem Gestamp Aluminium Extrusions, S.A.	Sofia	Bulgaria		49.00%	Aluminium extruded profile manufacturing	Equity method	N/A

(A) This company is consolidated under full consolidation method in Gestión Global de Matricería Subgroup. This Subgroup is accounted for in Gestamp Automoción Group using the equity method.



December 31, 2019							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Edscha Holding GmbH	Remscheid	Germany		100.00%	Portfolio company	Full	Ernst & Young
Edscha Automotive Hengersberg GmbH	Hengersberg	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Hauzenberg GmbH	Hauzenberg	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Engineering GmbH	Remscheid	Germany		100.00%	Research and development	Full	Ernst & Young
Edscha Hengersberg Real Estate GmbH	Hengersberg	Germany	5.10%	94.90%	Property	Full	N/A
Edscha Hauzenberg Real Estate GmbH	Hauzenberg	Germany	5.10%	94.90%	Property	Full	N/A
Edscha Automotive Kamenice S.R.O.	Kamenice	Czech Republic		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Hradec S.R.O.	Hradec	Czech Republic		100.00%	Manufacturing of dies	Full	Ernst & Young
Edscha Velky Meder S.R.O.	Velky Meder	Slovakia		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp 2008, S.L.	Villalonguéjar (Burgos)	Spain		100.00%	Portfolio company	Full	Ernst & Young
Edscha Burgos, S.A.	Villalonguéjar (Burgos)	Spain		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Santander, S.L.	El Astillero (Cantabria)	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Briey S.A.S.	Briey Cedex	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Engineering France S.A.S.	Les Ulis	France		100.00%	Research and development	Full	Ernst & Young
Edscha do Brasil Ltda.	Sorocaba	Brazil		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Edscha Japan Co., Ltd.	Tokio	Japan		100.00%	Sales office	Full	N/A
Jui Li Edscha Body Systems Co., Ltd.	Kaohsiung	Taiwan		60.00%	Tooling and parts manufacturing	Full	Ernst & Young
Jui Li Edscha Holding Co., Ltd.	Apia	Samoa		60.00%	Portfolio company	Full	N/A
Jui Li Edscha Hainan Industry Enterprise Co., Ltd.	Hainan	China		60.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Technology Co., Ltd.	Shanghai	China		100.00%	Research and development	Full	Shangai Ruitong Cpa
Shanghai Edscha Machinery Co., Ltd.	Shanghai	China		55.00%	Tooling and parts manufacturing	Full	Ernst & Young
Anhui Edscha Automotive Parts Co Ltd.	Anhui	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Michigan, Inc	Lapeer	USA		100.00%	Tooling and parts manufacturing	Full	N/A
Edscha Togliatti, Llc.	Togliatti	Russia		100.00%	Tooling and parts manufacturing	Full	National Audit Corporation
Edscha Automotive Components Co., Ltda.	Kunshan	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Finance Slovakia S.R.O.	Velky Meder	Slovakia	25.00%	75.00%	Portfolio company	Full	Ernst & Young
Edscha Kunststofftechnik GmbH	Remscheid	Germany		100.00%	Tooling and parts manufacturing	Full	JKG Treuhand
Edscha Pha, Ltd.	Seul	South Korea		50.00%	Parts manufacture research and development	Full	Ernst & Young
Edscha Aapico Automotive Co. Ltd	Pranakorn Sri Ayutthaya	Thailand		51.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive SLP, S.A.P.I. de C.V.	Mexico City	Mexico		100.00%	No activity	Full	N/A
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Mexico City	Mexico		100.00%	No activity	Full	N/A
Edscha Automotive Components (Chongqing) Co. Ltd.	Chongqing	China		100.00%	Tooling and parts manufacturing	Full	N/A
Edscha Pha Automotive Components (Kunshan) Co., Ltd.	Kunshan	China		100.00%	Parts manufacturing	Full	Deloitte
Edscha North America Technologies, Llc.	Delaware	USA		100.00%	Holding/Divisional company	Full	
GMF Holding GmbH	Remscheid	Germany		100.00%	Portfolio company	Full	Ernst & Young
Gestamp Metal Forming (Wuhan), Ltd	Wuhan	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Umformtechnik GmbH	Ludwigsfelde	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Automotive Chassis Products Plc.	Newton Aycliffe, Durham	United Kingdom		100.00%	Portfolio company	Full	Ernst & Young
Sofedit, S.A.S	Le Theil sur Huisne	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Prisma, S.A.S	Usine de Messépré	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Tallent, Ltd	Newton Aycliffe, Durham	United Kingdom		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Wroclaw Sp.z.o.o.	Wroclaw	Poland		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Auto components (Chongqing) Co., Ltd.	Chongqing	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young

December 31, 2018							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Gestamp Automoción, S.A.	Vizcaya	Spain	Parent company		Portfolio company	Full	Ernst & Young
Gestamp Bizkaia, S.A.	Vizcaya	Spain	85.31%	14.69%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Vigo, S.A.	Pontevedra	Spain	99.99%	0.01%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cerveira, Lda.	Viana do Castelo	Portugal	42.25%	57.75%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toledo, S.A.	Toledo	Spain	99.99%	0.01%	Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering S.L.	Vizcaya	Spain	10.00%	90.00%	Research and development	Full	Ernst & Young
SCI de Tournan en Brie	Tournan	France	0.10%	99.90%	Property	Full	N/A
Gestamp Solblank Barcelona, S.A.	Barcelona	Spain	5.01%	94.99%	Tailor-welded blanks	Full	Ernst & Young
Gestamp Palencia, S.A.	Palencia	Spain	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Argentina, S.A.	Buenos Aires	Argentina		70.00%	Portfolio company	Full	Ernst & Young
Gestamp Córdoba, S.A.	Córdoba	Argentina		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Linares, S.A.	Jaén	Spain	5.02%	94.98%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios, S.A.	Madrid	Spain	100.00%		Business promotion and support	Full	Ernst & Young
Matricerías Deusto, S.L.	Vizcaya	Spain		100.00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Tech, S.L.	Palencia	Spain	0.33%	99.67%	No activity	Full	N/A
Gestamp Brasil Industria de Autopeças, S.A.	Parana	Brazil		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Metalbages, S.A.	Barcelona	Spain	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Esmar, S.A.	Barcelona	Spain	0.10%	99.90%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Noury, S.A.S	Tournan	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aveiro, S.A.	Aveiro	Portugal		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gríve Subgroup	Westerburg	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aguascalientes, S.A.de C.V.	Aguas Calientes	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Mexicana Servicios Laborales, S.A.de C.V.	Aguas Calientes	Mexico		70.00%	Employment services	Full	Ernst & Young
Gestamp Puebla, S.A. de C.V.	Puebla	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cartera de México, S.A. de C.V.	Puebla	Mexico		70.00%	Portfolio company	Full	Ernst & Young
Gestamp Mexicana de Serv. Laborales, S.A. de C.V.	Aguas Calientes	Mexico		70.00%	Employment services	Full	Ernst & Young
Gestamp Ingeniería Europa Sur, S.L.	Barcelona	Spain		100.00%	Service provision	Full	Ernst & Young

December 31, 2018							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Todlem, S.L.	Barcelona	Spain		58.13%	Portfolio company	Full	Ernst & Young
Gestamp Navarra, S.A.	Navarra	Spain	71.37%	28.63%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Baires, S.A.	Buenos Aires	Argentina		70.00%	Dies, stamping and parts manufacturing	Full	Ernst & Young
Ingeniería Global MB, S.A.	Barcelona	Spain		100.00%	Administration services	Full	N/A
Gestamp Aragón, S.A.	Zaragoza	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Abrera, S.A.	Barcelona	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Levante, S.A.	Valencia	Spain	88.50%	11.50%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Solblank Navarra, S.L.	Navarra	Spain		100.00%	Tooling and welding	Full	N/A
MB Aragón P21, S.L.	Barcelona	Spain		100.00%	Tooling and parts manufacturing	Full	N/A
Gestamp Polska, SP. Z.O.O.	Wielkopolska	Poland		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washington UK Limited	Newcastle	United Kingdom		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Hungaria KFT	Akai	Hungary	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North America, INC	Michigan	USA		70.00%	Administration services	Full	Ernst & Young
Gestamp Sweden, AB	Lulea	Sweden		100.00%	Portfolio company	Full	Ernst & Young
Gestamp HardTech, AB	Lulea	Sweden		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mason, LLC.	Michigan	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Alabama, LLC.	Alabama	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Ronchamp, S.A.S	Ronchamp	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Manufacturing Autochasis, S.L.	Barcelona	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Industrias Tamer, S.A.	Barcelona	Spain		30.00%	Tooling and parts manufacturing	Equity method	Ernst & Young
Gestamp Tooling Services, AIE	Vizcaya	Spain		100.00%	Mould engineering and design	Full	Ernst & Young
Gestamp Auto Components (Kunshan) Co., Ltd	Kunshan	China		68.95%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Kartek Co, Ltd.	Gyeongsangnam-Do	South Korea		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Kalip, A.S.	Bursa	Turkey		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toluca SA de CV	Puebla	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios Laborales de Toluca SA de CV	Puebla	Mexico		69.93%	Employment services	Full	Ernst & Young
Gestamp Services India Private, Ltd.	Mumbai	India		100.00%	Tooling and parts manufacturing	Full	S.B. Dave & Co.

December 31, 2018							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Gestamp Severstal Vsevolozhsk Llc	Saint Petersburg	Russia		58.13%	Tooling and parts manufacturing	Full	Ernst & Young
Adral, matricería y pta. a punto, S.L.	Vizcaya	Spain		100.00%	Mould manufacturing and tuning	Full	Ernst & Young
Gestamp Severstal Kaluga, Llc	Kaluga	Russia		58.13%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive India Private Ltd.	Pune	India		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Pune Automotive, Private Ltd.	Pune	India		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Chattanooga, Llc	Chattanooga	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding Rusia, S.L.	Madrid	Spain	25.19%	52.34%	Portfolio company	Full	Ernst & Young
Gestamp South Carolina, Llc	South Carolina	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding China, AB	Lulea	Sweden		68.95%	Portfolio company	Full	Ernst & Young
Gestamp Global Tooling, S.L.	Vizcaya	Spain	99.99%	0.01%	Manufacturing of dies	Full	Ernst & Young
Gestamp Tool Hardening, S.L.	Vizcaya	Spain		100.00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Vendas Novas Lda.	Évora	Portugal	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Togliatti, Llc.	Togliatti	Russia		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive Chennai Private Ltd.	Chennai	India		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Palau, S.A.	Barcelona	Spain		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North Europe Services, S.L.	Vizcaya	Spain	99.97%	0.03%	Consultancy services	Full	Ernst & Young
Loire Sociedad Anónima Franco Española	Guipúzcoa	Spain	100.00%		Manufacturing of dies	Full	Ernst & Young
Gestamp Tooling Erandio, S.L.	Guipúzcoa	Spain		100.00%	Portfolio company	Full	Ernst & Young
Diède Die Developments, S.L.	Vizcaya	Spain	100.00%		Manufacturing of dies	Full	IZE Auditores
Gestamp Louny, S.R.O.	Prague	Czech Republic		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Shenyang), Co. Ltd.	Shenyang	China		65.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp West Virginia, Llc.	Michigan	USA		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Sasi, L.S.	Kocaeli	Turkey		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Dongguan), Co. Ltd.	Dongguan	China		65.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Try Out Services, S.L.	Vizcaya	Spain		100.00%	Manufacturing of dies	Full	Ernst & Young
Gestión Global de Matricería, S.L.	Vizcaya	Spain	30.00%		No activity	Equity method	Ernst & Young
Ingeniería y Construcción Matrices, S.A.	Vizcaya	Spain		30.00%	Manufacturing of dies	Equity method (A)	IZE Auditores

(A) This company is consolidated under full consolidation method in Gestión Global de Matricería Subgroup. This Subgroup is accounted for in Gestamp Automoción Group using the equity method.

December 31, 2018							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
IxCxT, S.A.	Vizcaya	Spain		30.00%	Manufacturing of dies	Equity method (A)	IZE Auditores
Gestamp Funding Luxembourg, S.A.	Luxembourg	Luxembourg	100.00%		Portfolio company	Full	Ernst & Young
Gestamp Puebla II, S.A. de C.V.	Puebla	Mexico		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering Deutschland GmbH	Bielefeld	Germany		100.00%	Research and development	Full	Ernst & Young
Autotech Engineering R&D UK limited	Durham	United Kingdom		100.00%	Research and development	Full	Ernst & Young
Gestamp Holding México, S.L.	Madrid	Spain		69.99%	Portfolio company	Full	Ernst & Young
Gestamp Holding Argentina, S.L.	Madrid	Spain	10.80%	59.19%	Portfolio company	Full	Ernst & Young
Mursolar 21, S.L.	Madrid	Spain		65.00%	Portfolio company	Full	Ernst & Young
GGM Puebla, S.A. de C.V.	Puebla	Mexico		30.00%	Tooling and parts manufacturing	Equity method (A)	N/A
GGM Puebla de Servicios Laborales, S.A. de C.V.	Puebla	Mexico		30.00%	Employment services	Equity method (A)	N/A
Kunshan Gestool Tooling Manufacturing, Co., Ltd	Kunshan	China		30.00%	Manufacturing of dies	Equity method (A)	Ernst & Young
Gestamp Technology Institute, S.L.	Vizcaya	Spain	99.99%	0.01%	Education	Full	Ernst & Young
Gestamp Tooling Engineering Deutschland, GmbH	Braunschweig.	Germany		100.00%	Manufacturing of dies	Full	N/A
Gestamp Chattanooga II, Llc	Chattanooga	USA		70.00%	Tooling and parts manufacturing	Full	N/A
Autotech Engineering R&D USA	Delaware	USA		100.00%	IT, and research and development	Full	N/A
Gestamp Autocomponents Wuhan, co. Ltd.	Wuhan	China	100.00%	0.00%	Tooling and parts manufacturing	Full	Ernst & Young
Çelik Form Gestamp Otomotive, A.S.	Bursa	Turkey		50.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washtenaw, LLC.	Delaware	USA		70.00%	Tooling and parts manufacturing	Full	N/A
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Mexico City	Mexico		70.00%	Employment services	Full	N/A
Gestamp San Luis Potosí Servicios Laborales S.A.P.I. de C.V.	Mexico City	Mexico		70.00%	Tooling and parts manufacturing	Full	N/A
Gestamp Auto Components (Tianjin) Co., LTD.	Tianjin	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp 2017, S.L.	Madrid	Spain	100.00%		Portfolio company	Full	N/A
Autotech Engineering (Shanghai) Co. Ltd.	Shanghai	China		100.00%	Research and development	Full	Ernst & Young
Gestamp Hot Stamping Japan K.K.	Tokio	Japan		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Global Laser Araba, S.L.	Álava	Spain	30.00%	0.00%	Tooling and parts manufacturing	Equity method	Ernst & Young
MPO Prodvers Rezistent, S.R.L.	Darmanesti	Romania		35.00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Teknoloji Kalip, A.S.	Bursa	Turkey		50.00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Nitra, S.R.O.	Bratislava	Slovakia	100.00%		Tooling and parts manufacturing	Full	Ernst & Young
Almussafes Mantenimiento de Troqueles, S.L.	Barcelona	Spain		100.00%	Die maintenance	Full	Ernst & Young
Gestamp (China) Holding, Co. Ltd	Shanghai	China		100.00%	Portfolio company	Full	Ernst & Young
Gestamp Autotech Japan Co., Ltd.	Tokio	Japan		100.00%	Research and development	Full	Ernst & Young
NCSG Sorocaba Indústria Metalúrgica Ltda.	Sorocaba	Brazil		70.00%	Tooling and parts manufacturing	Full	Ernst & Young
Tuyauto Gestamp Morocco	Kenitra	Morocco		50.00%	Tooling and parts manufacturing	Full	N/A
Gestamp Autocomponents (Beijing) Co., Ltd.	Beijin	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mexicana Serv. Lab. II, S.A. de CV	México DF	Mexico		100.00%	Employment services	Full	N/A
Reparaciones Industriales Zaldirar, S.L.	Vizcaya	Spain	0.01%	99.99%	Industrial equipment services	Full	N/A
Autotech Engineering Spain, S.L.	Madrid	Spain		100.00%	Research and development	Full	Ernst & Young
Autotech Engineering France S.A.S.	Meudon la Forêt	France		100.00%	Research and development	Full	N/A
Gestamp Auto Components Sales (Tianjin) Co., LTD.	Tianjin	China		49.00%	Consulting and Post-sales services	Equity method	N/A

(A) This company is consolidated under full consolidation method in Gestión Global de Matricería Subgroup. This Subgroup is accounted for in Gestamp Automoción Group using the equity method.

December 31, 2018							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Edscha Holding GmbH	Remscheid	Germany		100.00%	Portfolio company	Full	Ernst & Young
Edscha Automotive Hengersberg GmbH	Hengersberg	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Hauzenberg GmbH	Hauzenberg	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Engineering GmbH	Remscheid	Germany		100.00%	Research and development	Full	Ernst & Young
Edscha Hengersberg Real Estate GmbH	Hengersberg	Germany	5.10%	94.90%	Property	Full	N/A
Edscha Hauzenberg Real Estate GmbH	Hauzenberg	Germany	5.10%	94.90%	Property	Full	N/A
Edscha Automotive Kamenice S.R.O.	Kamenice	Czech Republic		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Hradec S.R.O.	Hradec	Czech Republic		100.00%	Manufacturing of dies	Full	Ernst & Young
Edscha Velky Meder S.R.O.	Velky Meder	Slovakia		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp 2008, S.L.	Villalonquéjar (Burgos)	Spain		100.00%	Portfolio company	Full	Ernst & Young
Edscha Burgos, S.A.	Villalonquéjar (Burgos)	Spain		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Santander, S.L.	El Astillero (Cantabria)	Spain	5.01%	94.99%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Briey S.A.S.	Briey Cedex	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Engineering France S.A.S.	Les Ulis	France		100.00%	Research and development	Full	Ernst & Young
Edscha do Brasil Ltda.	Sorocaba	Brazil		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Edscha Japan Co., Ltd.	Tokio	Japan		100.00%	Sales office	Full	N/A
Jui Li Edscha Body Systems Co., Ltd.	Kaohsiung	Taiwan		60.00%	Tooling and parts manufacturing	Full	Ernst & Young
Jui Li Edscha Holding Co., Ltd.	Apia	Samoa		60.00%	Portfolio company	Full	N/A
Jui Li Edscha Hainan Industry Enterprise Co., Ltd.	Hainan	China		60.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Technology Co., Ltd.	Shanghai	China		100.00%	Research and development	Full	Shangai Ruitong Cpa
Shanghai Edscha Machinery Co., Ltd.	Shanghai	China		55.00%	Tooling and parts manufacturing	Full	Ernst & Young
Anhui Edscha Automotive Parts Co Ltda.	Anhui	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Michigan, Inc	Lapeer	USA		100.00%	Tooling and parts manufacturing	Full	N/A
Edscha Togliatti, LLC.	Togliatti	Russia		100.00%	Tooling and parts manufacturing	Full	National Audit Corporation
Edscha Automotive Components Co., Ltda.	Kunshan	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Finance Slovakia S.R.O.	Velky Meder	Slovakia	25.00%	75.00%	Portfolio company	Full	Ernst & Young
Edscha Kunststofftechnik GmbH	Remscheid	Germany		100.00%	Tooling and parts manufacturing	Full	JKG Treuhand
Edscha Pha, Ltd.	Seul	South Korea		50.00%	Parts manufacture research and development	Full	Ernst & Young
Edscha Aapico Automotive Co. Ltd	Pranakorn Sri Ayutthaya	Thailand		51.00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive SLP, S.A.P.I. de C.V.	Mexico City	Mexico		100.00%	No activity	Full	N/A
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Mexico City	Mexico		100.00%	No activity	Full	N/A
Edscha Automotive Components (Chongqing) Co. Ltd.	Chongqing	China		100.00%	Tooling and parts manufacturing	Full	N/A
Edscha Pha Automotive Components (Kunshan) Co., Ltd.	Kunshan	China		100.00%	Parts manufacturing	Full	Deloitte
GMF Holding GmbH	Remscheid	Germany		100.00%	Portfolio company	Full	Ernst & Young
Gestamp Metal Forming (Wuhan), Ltd	Wuhan	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Umformtechnik GmbH	Ludwigsfelde	Germany		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Automotive Chassis Products Plc.	Newton Aycliffe, Durham	United Kingdom		100.00%	Portfolio company	Full	Ernst & Young
Sofedit, S.A.S	Le Theil sur Huisne	France		65.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Prisma, S.A.S	Usine de Messempuré	France		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Tallent, Ltd	Newton Aycliffe, Durham	United Kingdom		100.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Wroclaw Sp.z.o.o.	Wroclaw	Poland		65.00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Auto components (Chongqing) Co., Ltd.	Chongqing	China		100.00%	Tooling and parts manufacturing	Full	Ernst & Young

The companies which compose the Griwe Subgroup at 31 December 2019 and 31 December 2018 are as follows:

December 31, 2019				
Company	Address	Country	Shareholding	Consolidation method
Gestamp Griwe Westerburg GmbH	Westerburg	Germany	Parent company	Full
Gestamp Griwe Haynrode GmbH	Haynrode	Germany	100,00%	Full

December 31, 2018				
Company	Address	Country	Shareholding	Consolidation method
Gestamp Griwe Westerburg GmbH	Westerburg	Germany	Parent company	Full
Gestamp Griwe Haynrode GmbH	Haynrode	Germany	100,00%	Full

## Appendix II

### Indirect investments at 31 December 2019

December 31, 2019		
Company	Company holding indirect investment	% investment
Gestamp Vigo, S.A.	Gestamp Servicios, S.A.	0.010%
Gestamp Toledo, S.L.	Gestamp Servicios, S.A.	0.010%
Gestamp Brasil Industria de Autopeças, S.A.	Gestamp Servicios, S.A.	70.000%
Gestamp Ingeniería Europa Sur, S.L.	Gestamp Servicios, S.A.	0.040%
Gestamp Esmar, S.A.	Gestamp Servicios, S.A.	99.900%
Gestamp Bizkaia, S.A.	Gestamp Servicios, S.A.	14.690%
Gestamp Kartek Co., LTD	Gestamp Servicios, S.A.	100.000%
Gestamp Services India Private, Ltd.	Gestamp Servicios, S.A.	1.010%
Beyçelik Gestamp Kalip, A.S.	Gestamp Servicios, S.A.	50.000%
Gestamp Holding México, S.L.	Gestamp Servicios, S.A.	69.850%
Gestamp Holding Rusia, S.L.	Gestamp Servicios, S.A.	7.655%
Gestamp Togliatti, LLC.	Gestamp Servicios, S.A.	100.000%
Gestamp Cerveira, Lda.	Gestamp Vigo, S.A.	57.750%
Gestamp Washington Uk, Limited	Gestamp Vigo, S.A.	4.990%
Gestamp Noury, S.A.	Gestamp Vigo, S.A.	100.000%
Gestamp Louny S.R.O.	Gestamp Cerveira, Lda.	52.720%
Gestamp Aveiro, S.A.	Gestamp Cerveira, Lda.	45.660%
Gestamp Pune Automotive, Pvt. Ltd.	Gestamp Cerveira, Lda.	26.370%
Autotech Engineering S.L.	Gestamp Bizkaia, S.A.	90.000%
Gestamp Sweden, AB	Gestamp Bizkaia, S.A.	51.010%
Gestamp North Europe Services, S.L.	Gestamp Bizkaia, S.A.	0.030%
Autotech Engineering Deutschland GmbH	Gestamp Bizkaia, S.A.	55.000%
Autotech Engineering R&D Uk limited	Gestamp Bizkaia, S.A.	55.000%
Gestamp Technology Institute, S.L.	Gestamp Bizkaia, S.A.	0.030%
Gestamp Global Tooling, S.L.	Gestamp Bizkaia, S.A.	0.010%
Autotech Engineering R&D USA, Inc.	Gestamp Bizkaia, S.A.	55.000%
Loire S.A. Franco Española	Gestamp Bizkaia, S.A.	1.000%
Autotech Engineering (Shangai), Co. Ltd.	Gestamp Bizkaia, S.A.	55.000%
Gestamp Autotech Japan K.K.	Gestamp Bizkaia, S.A.	55.000%
Autotech Engineering Spain, S.L.	Gestamp Bizkaia, S.A.	0.010%
Autotech Engineering France S.A.S.	Gestamp Bizkaia, S.A.	55.000%
Reparaciones Industriales Zaldibar, S.L.	Gestamp Bizkaia, S.A.	0.010%
Gestamp Tooling AIE	Gestamp Bizkaia, S.A.	40.000%
Gestamp Levante, S.L.	Gestamp Linares, S.A.	11.500%
Gestamp Hard Tech AB	Gestamp Sweden, AB	100.000%
Gestamp Holding China, AB	Gestamp HardTech, AB	68.940%
Gestamp Tool Hardening, S.L.	Matricerías Deusto, S.L.	0.100%
Gestamp Tooling AIE	Matricerías Deusto, S.L.	20.000%
SCI Tournan en Brie	Gestamp Noury, S.A.S	99.900%
Gestamp Linares, S.L.	Gestamp Toledo, S.A.	94.980%
Gestamp Holding Argentina, S.L.	Gestamp Toledo, S.A.	43.530%
Gestamp Aveiro, S.A.	Gestamp Palencia, S.A.	54.340%
Gestamp Tech, S.L.	Gestamp Palencia, S.A.	99.670%
Gestamp Holding Argentina, S.L.	Gestamp Palencia, S.A.	15.660%
Gestamp Holding México, S.L.	Gestamp Palencia, S.A.	0.150%
Tuyauto Gestamp Morocco	Gestamp Palencia, S.A.	50.000%
Gestamp Romchamp, S.A.	Gestamp Palencia, S.A.	100.000%
Gestamp Autocomponents (Beijing) Co., Ltd.	Gestamp Autocomponents (Tianjin) Co., Ltd.	100.000%
Gestamp Córdoba, S.A.	Gestamp Argentina, S.A.	7.906%
Mursolar, 21, S.L.	Gestamp Aragón, S.A.	16.924%
Gestamp North America, INC	Gestamp Aveiro, S.A.	70.000%
Gestamp Navarra, S.A	Gestamp Metalbages, S.A.	28.630%
Ingeniería Global MB, S.A.	Gestamp Metalbages, S.A.	100.000%
Gestamp Aragon, S.A.	Gestamp Metalbages, S.A.	94.990%
Gestamp Abrera, S.A.	Gestamp Metalbages, S.A.	94.990%
MB Aragon P21, S.L.	Gestamp Metalbages, S.A.	100.000%
Gestamp Polska SP. Z.O.O.	Gestamp Metalbages, S.A.	100.000%
Gestamp Ingeniería Europa Sur, S.L.	Gestamp Metalbages, S.A.	99.960%
Gestamp Manufacturing Autochasis, S.L.	Gestamp Metalbages, S.A.	94.990%
Subgrupo Griwe	Gestamp Metalbages, S.A.	100.000%
Edscha Holding GmbH	Gestamp Metalbages, S.A.	67.000%
ESSA PALAU, S.A.	Gestamp Metalbages, S.A.	60.000%
GMF Holding GmbH	Gestamp Metalbages, S.A.	100.000%
Gestamp Services India private. Ltd.	Gestamp Levante, S.A.	98.990%



Company	Company holding indirect investment	% investment
Gestamp Holding Rusia, S.L.	Gestamp Solblank Navarra, S.L.	5.642%
Gestamp Severstal Vsevolozhsk Llc	Todlem, S.L.	100.000%
Gestamp Severstal Kaluga, Llc	Todlem, S.L.	100.000%
Mexicana Servicios Laborales, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Aguascalientes, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Puebla, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Mexicana Serv. Lab., S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Toluca, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Puebla II, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp San Luis Potosí, Servicios Laborales S.A.P.I. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp Sevicios Laborales de Toluca, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.900%
Gestamp Córdoba, S.A.	Gestamp Brasil Industria de Autopeças, S.A.	4.272%
NCSG Sorocaba Industria Metalúrgica Ltda.	Gestamp Brasil Industria de Autopeças, S.A.	100.000%
Gestamp Baires, S.A.	Gestamp Brasil Industria de Autopeças, S.A.	6.770%
MB Solblank Navarra, S.L.	Gestamp Abrera, S.A.	100.000%
Gestamp Solblank Barcelona, S.A.	Gestamp Abrera, S.A.	94.990%
Gestamp Holding Rusia, S.L.	Gestamp Polska, SP. Z.O.O.	24.561%
Edscha Holding GmbH	Gestamp Polska, SP. Z.O.O.	33.000%
Gestamp Automotive India Private Ltd.	Gestamp Polska, SP. Z.O.O.	50.000%
Gestamp Automotive Chennai Private, Ltd.	Gestamp Solblank Barcelona, S.A.	100.000%
Gestamp Holding Rusia, S.L.	Gestamp Solblank Barcelona, S.A.	6.673%
Gestamp Chattanoogaoga, LLC.	Gestamp North America, INC	100.000%
Gestamp Mason, Llc.	Gestamp North America, INC	100.000%
Gestamp Alabama, Llc	Gestamp North America, INC	100.000%
Gestamp West Virginia, Llc.	Gestamp North America, INC	100.000%
Gestamp South Carolina, LLC.	Gestamp North America, INC	100.000%
Gestamp Washtenaw, LLC.	Gestamp North America, INC	100.000%
Gestamp Chattanoogaoga II, LLC.	Gestamp North America, INC	100.000%
Todlem, S.L.	Gestamp Holding Rusia, S.L.	74.980%
Gestamp Auto Components (Kunshan) Co., Ltd	Gestamp Holding China, AB	100.000%
Industrias Tamer, S.A.	Gestamp Esmar, S.A.	30.000%
Gestamp Pune Automotive, Pvt. Ltd.	Gestamp Automotive Chennai Private Ltd.	73.630%
Mursolar, 21, S.L.	Subgrupo Griwe	19.540%
Gestamp Louny S.R.O.	Subgrupo Griwe	47.280%
Gestamp Palau, S.A.	Gestamp Manufacturing Autochasis, S.L.	40.000%
Almussafes Mantenimiento Troqueles, S.L.	Gestamp Palau, S.A.	100.000%
Matricerías Deusto, S.L.	Gestamp Global Tooling, S.L.	100.000%
Gestamp Try Out Services, S.L.	Gestamp Global Tooling, S.L.	100.000%
Gestamp Tooling Services, AIE	Gestamp Global Tooling, S.L.	40.000%
Adral Matricería y puesta a punto, S.L.	Gestamp Global Tooling, S.L.	100.000%
Gestamp Tool Hardening, S.L.	Gestamp Global Tooling, S.L.	99.900%
Gestamp Tooling Engineering Deutschland GmbH	Gestamp Global Tooling, S.L.	100.000%
Gestamp Argentina, S.A.	Gestamp Holding Argentina, S.L.	97.000%
Gestamp Córdoba, S.A.	Gestamp Holding Argentina, S.L.	38.250%
Gestamp Baires, S.A.	Gestamp Holding Argentina, S.L.	93.230%
Gestamp Córdoba, S.A.	Gestamp Baires, S.A.	50.670%
Autotech Engineering Deutschland GmbH	Autotech Engineering S.L.	45.000%
Autotech Engineering (Shangai), Co. Ltd.	Autotech Engineering S.L.	45.000%
Gestamp Autotech Japan K.K.	Autotech Engineering S.L.	45.000%
Autotech Engineering Spain, S.L.	Autotech Engineering S.L.	99.990%
Autotech Engineering France S.A.S.	Autotech Engineering S.L.	45.000%
Autotech Engineering R&D UK limited	Autotech Engineering S.L.	45.000%
Autotech Engineering R&D USA limited	Autotech Engineering S.L.	45.000%
Gestamp Tooling Erandio, S.L.	Gestamp Tool Hardening, S.L.	20.000%
Gestamp Cartera de Mexico, S.A. de CV	Gestamp Holding México, S.L.	100.000%
Gestamp Argentina, S.A.	Gestamp Holding México, S.L.	3.000%
Gestamp Hot Stamping Japan K.K.	Gestamp Kartek Co., LTD	50.000%
Gestamp Mexicana Serv. Lab. II, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp Mexicana Serv. Lab. II, S.A. de CV	Gestamp Puebla, S.A. de CV	0.010%
Gestamp Tooling Erandio, S.L.	Loire Sociedad Anónima Franco Española	80.000%
Gestamp Autocomponents (Tianjin) Co., Ltd.	Gestamp (China) Holding, Co. Ltd	51.000%
Gestamp Autocomponents Sales (Tianjin) Co., Ltd.	Gestamp (China) Holding, Co. Ltd	49.000%
Gestamp Metal Forming Wuhan, Co. Ltd.	Gestamp (China) Holding, Co. Ltd	100.000%
Gestamp Auto Components (Chongqing), Co. Ltd.	Gestamp (China) Holding, Co. Ltd	100.000%
Ingeniería y Construcción Matrices, S.A.	Gestión Global de Matricería, S.L.	100.000%
IxCxT, S.A.	Gestión Global de Matricería, S.L.	100.000%
GGM Puebla, S.A. de C.V.	Gestión Global de Matricería, S.L.	0.001%
GGM Puebla de Servicios Laborales, S.A. de C.V.	Gestión Global de Matricería, S.L.	0.001%
GGM Puebla, S.A. de C.V.	Gestión Global de Matricería, S.L.	99.990%
Kunshan Gestool Tooling Manufacturing, Co. Ltd.	Gestión Global de Matricería, S.L.	100.000%
GGM Puebla de Servicios Laborales, S.A. de C.V.	Gestión Global de Matricería, S.L.	99.990%
Gestamp Auto Components (Shenyang), Co. Ltd.	Mursolar 21, S.L.	100.000%
Gestamp Autocomponents (Dongguan) Co., Ltd.	Mursolar 21, S.L.	100.000%
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Gestamp Puebla, S.A. de CV	0.010%
Gestamp San Luis Potosí, Servicios Laborales S.A.P.I. de C.V.	Gestamp Puebla, S.A. de CV	0.010%
Celik Form Gestamp Otomotive, A.S.	Beyçelik Gestamp Kalip, A.S.	100.000%
MPO Providers Rezistent, SRL	Beyçelik Gestamp Kalip, A.S.	70.000%
Beyçelik Gestamp Teknoloji Kalip, A.S.	Beyçelik Gestamp Kalip, A.S.	100.000%
Beyçelik Gestamp Sasi, L.S.	Beyçelik Gestamp Kalip, A.S.	100.000%
Gestamp Etem Automotive Bulgaria, S.A.	Gestamp North Europe, S.A.	51.000%
Etem Gestamp Aluminium Extrusions, S.A.	Gestamp North Europe, S.A.	49.000%

Company	Company holding indirect investment	% investment
Edscha Automotive Hengersberg GmbH	Edscha Holding GmbH	100.000%
Edscha Automotive Hauzenberg GmbH	Edscha Holding GmbH	100.000%
Edscha Engineering GmbH	Edscha Holding GmbH	100.000%
Edscha Automotive Technology, Co. Ltd.	Edscha Holding GmbH	100.000%
Gestamp 2008, S.L.	Edscha Holding GmbH	100.000%
Anhui Edscha Automotive parts, Co. Ltd.	Edscha Holding GmbH	100.000%
Edscha Hradec, S.R.O.	Edscha Holding GmbH	100.000%
Gestamp edscha Japan, Co. Ltd.	Edscha Holding GmbH	100.000%
Edscha Burgos, S.A.	Edscha Holding GmbH	0.010%
Edscha Velky Meder, S.R.O.	Edscha Holding GmbH	100.000%
Edscha Automotiv Kamenice, S.R.O.	Edscha Holding GmbH	100.000%
Edscha Engineering France SAS	Edscha Holding GmbH	100.000%
Edscha Hengersberg Real Estate GmbH	Edscha Holding GmbH	94.900%
Edscha Hauzenberg Real Estate GmbH	Edscha Holding GmbH	94.900%
Shanghai Edscha Machinery, Co. Ltd.	Edscha Holding GmbH	55.000%
Edscha Automotive Michigan, Inc.	Edscha Holding GmbH	100.000%
Edscha Togliatti, LLC.	Edscha Holding GmbH	100.000%
Edscha Automotive Components, Co. Ltd.	Edscha Holding GmbH	100.000%
Gestamp Finance Slovakia, S.R.O.	Edscha Holding GmbH	75.000%
Edscha Kunststofftechnik GmbH	Edscha Holding GmbH	100.000%
Edscha Pha, Ltd.	Edscha Holding GmbH	50.000%
Edscha Automotive SLP, S.A.P.I. de C.V.	Edscha Holding GmbH	99.990%
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Edscha Holding GmbH	99.990%
Edscha Automotive Components (Chongqing) Co. Ltd.	Edscha Holding GmbH	100.000%
Jui li Edscha Body Systems Co. Ltd.	Edscha Holding GmbH	60.000%
Edscha Automotive Italy	Edscha Holding GmbH	100.000%
Edscha Automotive Aapico, Co. Ltd.	Edscha Holding GmbH	50.990%
Edscha Pha Automotive Components (Kunshan) Co., Ltd.	Edscha Pha, Ltd.	100.000%
Jui li Edscha Holding, Co. Ltd.	Jui li Edscha Body Systems Co. Ltd.	100.000%
Jui li Edscha Hainan Industry Enterprise, Co. Ltd.	Jui li Edscha Holding, Co. Ltd.	100.000%
Edscha do Brasil, Ltd.	Edscha Engineering GmbH	83.260%
Edscha Automotive SLP, S.A.P.I. de C.V.	Edscha Engineering GmbH	0.010%
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Edscha Engineering GmbH	0.010%
Edscha Automotive Aapico, Co. Ltd.	Edscha Engineering GmbH	0.010%
Edscha Santander, S.L.	Gestamp 2008, S.L.	94.990%
Edscha Burgos, S.A.	Gestamp 2008, S.L.	99.990%
Edscha Automotive Components (Shanghai) Co., Ltd	Shanghai Edscha Machinery, Co. Ltd.	100.000%
Edscha Briey, S.A.S.	Edscha Santander, S.L.	100.000%
Edscha do Brasil, Ltd.	Edscha Santander, S.L.	16.740%
Gestamp Umformtechnik GmbH	GMF Holding GmbH	100.000%
Automotive Chassis Products, Plc.	GMF Holding GmbH	100.000%
Sofedit SAS	GMF Holding GmbH	100.000%
Gestamp (China) Holding, Co. Ltd	GMF Holding GmbH	100.000%
Gestamp Prisma SAS	GMF Holding GmbH	100.000%
Gestamp Tallent, Ltd.	Automotive Chassis Products Plc.	100.000%
Gestamp Wroclaw, Sp. Z.o.o.	Sofedit, S.A.S	100.000%
Gestamp Washington Uk, Limited	Gestamp Tallent , Ltd	95.010%
Gestamp Hot Stamping Japan K.K.	Gestamp Tallent , Ltd	50.000%
Gestamp Sweden, AB	Gestamp Tallent , Ltd	18.970%

## Indirect investments at 31 December 2018

December 31, 2018		
Company	Company holding indirect investment	% investment
Gestamp Vigo, S.A.	Gestamp Servicios, S.A.	0.010%
Gestamp Toledo, S.L.	Gestamp Servicios, S.A.	0.010%
Gestamp Brasil Industria de Autopeças, S.A.	Gestamp Servicios, S.A.	70.000%
Gestamp Ingeniería Europa Sur, S.L.	Gestamp Servicios, S.A.	0.040%
Gestamp Esmar, S.A.	Gestamp Servicios, S.A.	99.900%
Gestamp Bizkaia, S.A.	Gestamp Servicios, S.A.	14.690%
Gestamp Kartek Co., LTD	Gestamp Servicios, S.A.	100.000%
Gestamp Services India Private, Ltd.	Gestamp Servicios, S.A.	1.010%
Beyçelik Gestamp Kalip, A.S.	Gestamp Servicios, S.A.	50.000%
Gestamp Holding México, S.L.	Gestamp Servicios, S.A.	69.850%
Gestamp Holding Rusia, S.L.	Gestamp Servicios, S.A.	7.655%
Gestamp Togliatti, LLC.	Gestamp Servicios, S.A.	100.000%
Gestamp Cerveira, Lda.	Gestamp Vigo, S.A.	57.750%
Gestamp Washington Uk, Limited	Gestamp Vigo, S.A.	4.990%
Gestamp Noury, S.A.	Gestamp Vigo, S.A.	100.000%
Gestamp Louny, S.R.O.	Gestamp Cerveira, Lda.	52.720%
Gestamp Aveiro, S.A.	Gestamp Cerveira, Lda.	45.660%
Gestamp Pune Automotive, Pvt. Ltd.	Gestamp Cerveira, Lda.	26.370%
Autotech Engineering S.L.	Gestamp Bizkaia, S.A.	90.000%
Gestamp Sweden, AB	Gestamp Bizkaia, S.A.	51.010%
Gestamp North Europe Services, S.L.	Gestamp Bizkaia, S.A.	0.030%
Autotech Engineering Deutschland GmbH	Gestamp Bizkaia, S.A.	55.000%
Autotech Engineering R&D Uk limited	Gestamp Bizkaia, S.A.	55.000%
Gestamp Technology Institute, S.L.	Gestamp Bizkaia, S.A.	0.030%
Gestamp Global Tooling, S.L.	Gestamp Bizkaia, S.A.	0.010%
Autotech Engineering R&D USA, Inc.	Gestamp Bizkaia, S.A.	55.000%
Loire S.A. Franco Española	Gestamp Bizkaia, S.A.	1.000%
Autotech Engineering (Shanghai), Co. Ltd.	Gestamp Bizkaia, S.A.	55.000%
Gestamp Autotech Japan K.K.	Gestamp Bizkaia, S.A.	55.000%
Autotech Engineering Spain, S.L.	Gestamp Bizkaia, S.A.	0.010%
Autotech Engineering France S.A.S.	Gestamp Bizkaia, S.A.	55.000%
Reparaciones Industriales Zaldibar, S.L.	Gestamp Bizkaia, S.A.	0.010%
Gestamp Tooling AIE	Gestamp Bizkaia, S.A.	40.000%
Gestamp Levante, S.L.	Gestamp Linares, S.A.	11.500%
Gestamp Hard Tech AB	Gestamp Sweden, AB	100.000%
Gestamp Holding China, AB	Gestamp HardTech, AB	68.940%
Gestamp Tool Hardening, S.L.	Matricerías Deusto, S.L.	0.100%
Gestamp Tooling AIE	Matricerías Deusto, S.L.	20.000%
SCI Tournan en Brie	Gestamp Noury, S.A.S	99.900%
Gestamp Linares, S.L.	Gestamp Toledo, S.A.	94.980%
Gestamp Holding Argentina, S.L.	Gestamp Toledo, S.A.	43.530%
Gestamp Aveiro, S.A.	Gestamp Palencia, S.A.	54.340%
Gestamp Tech, S.L.	Gestamp Palencia, S.A.	99.670%
Gestamp Holding Argentina, S.L.	Gestamp Palencia, S.A.	15.660%
Gestamp Holding México, S.L.	Gestamp Palencia, S.A.	0.150%
Tuyauto Gestamp Morocco	Gestamp Palencia, S.A.	50.000%
Gestamp Romchamp, S.A.	Gestamp Palencia, S.A.	100.000%
Gestamp Autocomponents (Beijing) Co., Ltd.	Gestamp Autocomponents (Tianjin) Co., Ltd.	100.000%
Gestamp Córdoba, S.A.	Gestamp Argentina, S.A.	7.906%
Mursolar, 21, S.L.	Gestamp Aragón, S.A.	16.924%
Gestamp North America, INC	Gestamp Aveiro, S.A.	70.000%
Gestamp Navarra, S.A.	Gestamp Metalbages, S.A.	28.630%
Ingeniería Global MB, S.A.	Gestamp Metalbages, S.A.	100.000%
Gestamp Aragón, S.A.	Gestamp Metalbages, S.A.	94.990%
Gestamp Abrera, S.A.	Gestamp Metalbages, S.A.	94.990%
Gestamp Ingeniería Europa Sur, S.L.	Gestamp Metalbages, S.A.	99.960%
Gestamp Manufacturing Autochasis, S.L.	Gestamp Metalbages, S.A.	94.990%
Griwe Subgroup	Gestamp Metalbages, S.A.	100.000%
Edscha Holding GmbH	Gestamp Metalbages, S.A.	67.000%
Griwe Subgroup	Gestamp Metalbages, S.A.	100.000%
Edscha Holding GmbH	Gestamp Metalbages, S.A.	67.000%
Gestamp Services India private. Ltd.	Gestamp Levante, S.A.	98.990%
Gestamp Holding Rusia, S.L.	Gestamp Levante, S.A.	7.810%
Mursolar, 21, S.L.	Gestamp Navarra, S.A.	28.535%
Gestamp Holding Rusia, S.L.	Gestamp Levante, S.A.	7.810%
Mursolar, 21, S.L.	Gestamp Navarra, S.A.	28.535%
Gestamp Holding Rusia, S.L.	Gestamp Solblank Navarra, S.L.	5.642%
Gestamp Severstal Vsevolozhsk LLC	Todlem, S.L.	100.000%
Gestamp Severstal Kaluga, LLC	Todlem, S.L.	100.000%
Mexicana Servicios Laborales, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Aguascalientes, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Puebla, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Mexicana Serv. Lab., S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Toluca, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Puebla II, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp San Luis Potosí, Servicios Laborales S.A.P.I. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp Sevicios Laborales de Toluca, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.900%

Company	Company holding indirect investment	% investment
Gestamp Holding Rusia, S.L.	Gestamp Solblank Navarra, S.L.	5.642%
Gestamp Severstal Vsevolozhsk Llc	Todlem, S.L.	100.000%
Gestamp Severstal Kaluga, Llc	Todlem, S.L.	100.000%
Mexicana Servicios Laborales, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Aguascalientes, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Puebla, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Mexicana Serv. Lab., S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Toluca, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp Puebla II, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	100.000%
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp San Luis Potosí, Servicios Laborales S.A.P.I. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp Sevicios Laborales de Toluca, S.A. de C.V.	Gestamp Cartera de México, S.A. de C.V.	99.900%
Gestamp Córdoba, S.A.	Gestamp Brasil Industria de Autopeças, S.A.	4.272%
NCSG Sorocaba Industria Metalúrgica Ltda.	Gestamp Brasil Industria de Autopeças, S.A.	100.000%
Gestamp Baires, S.A.	Gestamp Brasil Industria de Autopeças, S.A.	6.770%
MB Solblank Navarra, S.L.	Gestamp Abrera, S.A.	100.000%
Gestamp Solblank Barcelona, S.A.	Gestamp Abrera, S.A.	94.990%
Gestamp Holding Rusia, S.L.	Gestamp Polska, SP. Z.O.O.	24.561%
Edscha Holding Gmbh	Gestamp Polska, SP. Z.O.O.	33.000%
Gestamp Automotive India Private Ltd.	Gestamp Polska, SP. Z.O.O.	50.000%
Gestamp Automotive Chennai Private, Ltd.	Gestamp Solblank Barcelona, S.A.	100.000%
Gestamp Holding Rusia, S.L.	Gestamp Solblank Barcelona, S.A.	6.673%
Gestamp Chattanooga, LLC.	Gestamp North America, INC	100.000%
Gestamp Mason, Llc.	Gestamp North America, INC	100.000%
Gestamp Alabama, Llc	Gestamp North America, INC	100.000%
Gestamp West Virginia, Llc.	Gestamp North America, INC	100.000%
Gestamp South Carolina, LLC.	Gestamp North America, INC	100.000%
Gestamp Washtenaw, LLC.	Gestamp North America, INC	100.000%
Gestamp Chattanooga II, LLC.	Gestamp North America, INC	100.000%
Edscha Holding Gmbh	Gestamp Holding Rusia, S.L.	74.980%
Gestamp Auto Components (Kunshan) Co., Ltd	Gestamp Holding China, AB	100.000%
Industrias Tamer, S.A.	Gestamp Esmar, S.A.	30.000%
Gestamp Pune Automotive, Pvt. Ltd.	Gestamp Automotive Chennai Private Ltd.	73.630%
Mursolar, 21, S.L.	Subgrupo Griwe	19.540%
Gestamp Louny S.R.O.	Subgrupo Griwe	47.280%
Gestamp Palau, S.A.	Gestamp Manufacturing Autochasis, S.L.	40.000%
Almussafes Mantenimiento Troqueles, S.L.	Gestamp Palau, S.A.	100.000%
Matricerías Deusto, S.L.	Gestamp Global Tooling, S.L.	100.000%
Gestamp Try Out Services, S.L.	Gestamp Global Tooling, S.L.	100.000%
Gestamp Tooling Services, AIE	Gestamp Global Tooling, S.L.	40.000%
Adral Matricería y puesta a punto, S.L.	Gestamp Global Tooling, S.L.	100.000%
Gestamp Tool Hardening, S.L.	Gestamp Global Tooling, S.L.	99.900%
Gestamp Tooling Engineering Deutschland GmbH	Gestamp Global Tooling, S.L.	100.000%
Gestamp Argentina, S.A.	Gestamp Holding Argentina, S.L.	97.000%
Gestamp Córdoba, S.A.	Griwe Subgroup	38.250%
Gestamp Baires, S.A.	Griwe Subgroup	93.230%
Gestamp Córdoba, S.A.	Gestamp Baires, S.A.	50.670%
Autotech Engineering Deutschland GmbH	Autotech Engineering S.L.	45.000%
Autotech Engineering (Shangai), Co. Ltd.	Autotech Engineering S.L.	45.000%
Gestamp Autotech Japan K.K.	Autotech Engineering S.L.	45.000%
Autotech Engineering Spain, S.L.	Autotech Engineering S.L.	99.990%
Autotech Engineering France S.A.S.	Autotech Engineering S.L.	45.000%
Autotech Engineering R&D Uk limited	Autotech Engineering S.L.	45.000%
Autotech Engineering R&D USA limited	Autotech Engineering S.L.	45.000%
Gestamp Tooling Erandio, S.L.	Gestamp Tool Hardening, S.L.	20.000%
Gestamp Cartera de Mexico, S.A. de CV	Gestamp Holding México, S.L.	100.000%
Gestamp Argentina, S.A.	Gestamp Holding México, S.L.	3.000%
Gestamp Hot Stamping Japan K.K.	Gestamp Kartek Co., LTD	50.000%
Gestamp Mexicana Serv. Lab. II, S.A. de CV	Gestamp Cartera de México, S.A. de C.V.	99.990%
Gestamp Mexicana Serv. Lab. II, S.A. de CV	Gestamp Puebla, S.A. de CV	0.010%
Gestamp Tooling Erandio, S.L.	Loire Sociedad Anónima Franco Española	80.000%
Gestamp Autocomponents (Tianjin) Co., Ltd.	Gestamp (China) Holding, Co. Ltd	51.000%
Gestamp Autocomponents Sales (Tianjin) Co., Ltd.	Gestamp (China) Holding, Co. Ltd	49.000%
Ingeniería y Construcción Matrices, S.A.	Gestión Global de Matricería, S.L.	100.000%
IxCxT, S.A.	Gestión Global de Matricería, S.L.	100.000%
GGM Puebla, S.A. de C.V.	Gestión Global de Matricería, S.L.	0.001%
GGM Puebla de Servicios Laborales, S.A. de C.V.	Gestión Global de Matricería, S.L.	0.001%
GGM Puebla, S.A. de C.V.	Gestión Global de Matricería, S.L.	99.990%
Kunshan Gestool Tooling Manufacturing, Co. Ltd.	Gestión Global de Matricería, S.L.	100.000%
GGM Puebla de Servicios Laborales, S.A. de C.V.	Gestión Global de Matricería, S.L.	99.990%
Gestamp Auto Components (Shenyang), Co. Ltd.	Mursolar 21, S.L.	100.000%
Gestamp Autocomponents (Dongguan) Co., Ltd.	Mursolar 21, S.L.	100.000%
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Gestamp Puebla, S.A. de CV	0.010%
Gestamp San Luis Potosí, Servicios Laborales S.A.P.I. de C.V.	Gestamp Puebla, S.A. de CV	0.010%
Celik Form Gestamp Otomotive, A.S.	Beyçelik Gestamp Kalip, A.S.	100.000%
MPO Providers Rezistent, SRL	Beyçelik Gestamp Kalip, A.S.	70.000%
Beyçelik Gestamp Teknoloji Kalip, A.S.	Beyçelik Gestamp Kalip, A.S.	100.000%
Beyçelik Gestamp Sasi, L.S.	Beyçelik Gestamp Kalip, A.S.	100.000%

Company	Company holding indirect investment	% investment
Edscha Automotive Hengersberg GmbH	Edscha Holding GmbH	100.000%
Edscha Automotive Hauzenberg GmbH	Edscha Holding GmbH	100.000%
Edscha Engineering GmbH	Edscha Holding GmbH	100.000%
Edscha Automotive Technology, Co. Ltd.	Edscha Holding GmbH	100.000%
Gestamp 2008, S.L.	Edscha Holding GmbH	100.000%
Anhui Edscha Automotive parts, Co. Ltd.	Edscha Holding GmbH	100.000%
Edscha Hradec, S.R.O.	Edscha Holding GmbH	100.000%
Gestamp edscha Japan, Co. Ltd.	Edscha Holding GmbH	100.000%
Edscha Burgos, S.A.	Edscha Holding GmbH	0.010%
Edscha Velky Meder, S.R.O.	Edscha Holding GmbH	100.000%
Edscha Automotiv Kamenice, S.R.O.	Edscha Holding GmbH	100.000%
Edscha Engineering France SAS	Edscha Holding GmbH	100.000%
Edscha Hengersberg Real Estate GmbH	Edscha Holding GmbH	94.900%
Edscha Hauzenberg Real Estate GmbH	Edscha Holding GmbH	94.900%
Shanghai Edscha Machinery, Co. Ltd.	Edscha Holding GmbH	55.000%
Edscha Automotive Michigan, Inc.	Edscha Holding GmbH	100.000%
Edscha Togliatti, LLC.	Edscha Holding GmbH	100.000%
Edscha Automotive Components, Co. Ltd.	Edscha Holding GmbH	100.000%
Gestamp Finance Slovakia, S.R.O.	Edscha Holding GmbH	75.000%
Edscha Kunststofftechnik GmbH	Edscha Holding GmbH	100.000%
Edscha Pha, Ltd.	Edscha Holding GmbH	50.000%
Edscha Automotive SLP, S.A.P.I. de C.V.	Edscha Holding GmbH	99.990%
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Edscha Holding GmbH	99.990%
Edscha Automotive Components (Chongqing) Co. Ltd.	Edscha Holding GmbH	100.000%
Jui li Edscha Body Systems Co. Ltd.	Edscha Holding GmbH	60.000%
Edscha Automotive Italy	Edscha Holding GmbH	100.000%
Edscha Automotive Aapico, Co. Ltd.	Edscha Holding GmbH	50.990%
Edscha Pha Automotive Components (Kunshan) Co., Ltd.	Edscha Pha, Ltd.	100.000%
Jui li Edscha Holding, Co. Ltd.	Jui li Edscha Body Systems Co. Ltd.	100.000%
Jui li Edscha Hainan Industry Enterprise, Co. Ltd.	Jui li Edscha Holding, Co. Ltd.	100.000%
Edscha do Brasil, Ltd.	Edscha Engineering GmbH	83.260%
Edscha Automotive SLP, S.A.P.I. de C.V.	Edscha Engineering GmbH	0.010%
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Edscha Engineering GmbH	0.010%
Edscha Automotive Aapico, Co. Ltd.	Edscha Engineering GmbH	0.010%
Edscha Santander, S.L.	Gestamp 2008, S.L.	94.990%
Edscha Burgos, S.A.	Gestamp 2008, S.L.	99.990%
Edscha Briey, S.A.S.	Edscha Santander, S.L.	100.000%
Edscha do Brasil, Ltd.	Edscha Santander, S.L.	16.740%
GMF Wuhan, Ltd.	GMF Holding GmbH	100.000%
Gestamp Umformtechnik GmbH	GMF Holding GmbH	100.000%
Automotive Chassis Products, Plc.	GMF Holding GmbH	100.000%
Sofedit SAS	GMF Holding GmbH	100.000%
Gestamp Auto Components (Chongqing), Co. Ltd.	GMF Holding GmbH	100.000%
Gestamp (China) Holding, Co. Ltd	GMF Holding GmbH	100.000%
Gestamp Prisma SAS	GMF Holding GmbH	100.000%
Gestamp Tallent, Ltd.	Automotive Chassis Products Plc.	100.000%
Gestamp Wroclaw, Sp. Z.o.o.	Sofedit, S.A.S	100.000%
Gestamp Washington UK, Limited	Gestamp Tallent, Ltd	95.010%
Gestamp Hot Stamping Japan K.K.	Gestamp Tallent, Ltd	50.000%
Gestamp Sweden, AB	Gestamp Tallent, Ltd	18.970%

## APPENDIX III

### Guarantor Companies for 2013 Syndicated Loan (modified in the following years)

Gestamp Navarra, S.A.	Gestamp Polska, Sp. Z.o.o.
Edscha Automotive Kamenice, S.R.O.	Gestamp Cerveira, Ltda.
Edscha Engineering, GmbH	Gestamp Ronchamp, S.A.S.
Edscha Briey, S.A.S.	Gestamp Servicios, S.A.
Edscha Engineering France, S.A.S.	Gestamp Washington UK, Limited
Edscha Automotive Hauzenberg, GmbH	Gestamp Vendas Novas Unipessoal, Lda.
Edscha Hauzenberg Real Estate, GmbH	Gestamp Vigo, S.A.
Edscha Hengersberg Real Estate, GmbH	Gestamp Umformtechnik, GmbH
Edscha Automotive Hengersberg, GmbH	Subgrupo Griwe
Edscha Holding, GmbH	Ingeniería Global MB, S.A.
Edscha Hradec, S.r.o.	Loire S.A. Franco Española
Edscha Velky Meder, S.r.o.	Gestamp Abrera, S.A.
Gestamp Bizkaia, S.A.	Gestamp Aragón, S.A.
Edscha Santander, S.L.	Gestamp Metalbages, S.A.
Gestamp Automoción, S.A.	Gestamp Prisma, S.A.S.
Gestamp Aveiro, S.A.	SCI de Tournan en Brie
Gestamp HardTech, AB	Gestamp Solblank Barcelona, S.A.
Gestamp Hungría, KFT	Gestamp Tallent Limited
Gestamp Linares, S.A.	Edscha Burgos, S.A.
Gestamp Louny, S.r.o.	Gestamp Levante, S.A.
Gestamp Noury, S.A.S.	Edscha Santander, S.L.
Gestamp Palencia, S.A.	

Also, a pledge was arranged on shares of the subsidiaries Gestamp Metalbages, S.A., Gestamp Bizkaia, S.A., Gestamp Vigo, S.A., Gestamp Palencia, S.A., Gestamp Servicios, S.A. y Gestamp Toledo, S.A.

### Guarantor Companies for May 2016 Bond Issue

Gestamp Navarra, S.A.	Gestamp Noury, S.A.S.
Edscha Automotive Kamenice, S.R.O.	Gestamp Palencia, S.A.
Edscha Engineering, GmbH	Gestamp Polska, Sp. Z.o.o.
Edscha Briey, S.A.S.	Gestamp Cerveira, Ltda.
Edscha Engineering France, S.A.S.	Gestamp Ronchamp, S.A.S.
Edscha Automotive Hauzenberg, GmbH	Gestamp Servicios, S.A.
Edscha Hauzenberg Real Estate, GmbH	Gestamp Washington UK, Limited
Edscha Hengersberg Real Estate, GmbH	Gestamp Vendas Novas Unipessoal, Lda.
Edscha Automotive Hengersberg, GmbH	Gestamp Vigo, S.A.
Edscha Holding, GmbH	Gestamp Umformtechnik, GmbH
Edscha Hradec, S.r.o.	Subgrupo Griwe
Edscha Velky Meder, S.r.o.	Ingeniería Global MB, S.A.
Gestamp Bizkaia, S.A.	Loire S.A. Franco Española
Edscha Santander, S.A.	Gestamp Abrera, S.A.
Gestamp Automoción, S.A.	Gestamp Aragón, S.A.
Gestamp Aveiro, S.A.	Gestamp Metalbages, S.A.
Gestamp HardTech, AB	Gestamp Prisma, S.A.S.
Gestamp Hungría, KFT	SCI de Tournan en Brie
Gestamp Linares, S.A.	Gestamp Solblank Barcelona, S.A.
Gestamp Louny, S.r.o.	Gestamp Tallent Limited
Gestamp Esmar, S.A.	Gestamp Sweden, AB
Gestamp Wrocław, Sp. Z.o.o.	Edscha Burgos, S.A.
Sofedit, S.A.S.	Gestamp Levante, S.A.
Gestamp Toledo, S.A.	

Also, a pledge was arranged on shares of the subsidiaries Gestamp Metalbages, S.A., Gestamp Bizkaia, S.A., Gestamp Vigo, S.A., Gestamp Palencia, S.A., Gestamp Servicios, S.A. y Gestamp Toledo, S.A.

### Guarantor Companies for European Investment Bank Loan

Gestamp Navarra, S.A.	Gestamp Noury, S.A.S.
Edscha Automotive Kamenice, S.R.O.	Gestamp Palencia, S.A.
Edscha Engineering, GmbH	Gestamp Polska, Sp. Z.o.o.
Edscha Briey, S.A.S.	Gestamp Cerveira, Ltda.
Edscha Engineering France, S.A.S.	Gestamp Ronchamp, S.A.S.
Edscha Automotive Hauenberg, GmbH	Gestamp Servicios, S.A.
Edscha Hauenberg Real Estate, GmbH	Gestamp Washington UK, Limited
Edscha Hengersberg Real Estate, GmbH	Gestamp Vendas Novas Unipessoal, Lda.
Edscha Automotive Hengersberg, GmbH	Gestamp Vigo, S.A.
Edscha Holding, GmbH	Gestamp Umformtechnik, GmbH
Edscha Hradec, S.r.o.	Ingeniería Global MB, S.A.
Edscha Velky Meder, S.r.o.	Loire S.A. Franco Española
Gestamp Bizkaia, S.A.	Gestamp Abrera, S.A.
Sofedit, S.A.S.	Gestamp Aragón, S.A.
Gestamp Automoción, S.A.	Gestamp Metalbages, S.A.
Gestamp Aveiro, S.A.	Gestamp Prisma, S.A.S.
Gestamp HardTech, AB	SCI de Tournan en Brie
Gestamp Hungaria, KFT	Gestamp Solblank Barcelona, S.A.
Gestamp Linares, S.A.	Gestamp Tallent Limited
Gestamp Louny, S.r.o.	Gestamp Sweden, AB
Gestamp Esmar, S.A.	Gestamp Funding Luxembourg, S.A.
Gestamp Wroclaw, Sp. Z.o.o.	
Subgrupo Griwe	

### Guarantor Companies for Kfw IPEX Bank GmbH Loan

Gestamp Navarra, S.A.	Gestamp Palencia, S.A.
Edscha Automotive Kamenice, S.R.O.	Gestamp Polska, Sp.Z.o.o.
Edscha Engineering, GmbH.	Gestamp Cerveira, Ltda
Edscha Briey, S.A.S.	Gestamp Ronchamp, S.A.S.
Edscha Engineering France, S.A.S.	Gestamp Servicios, S.A.
Edscha Automotive Hauenberg, GmbH	Gestamp Washington UK Limited
Edscha Hauenberg Real Estate GmbH, & Co.	Gestamp Vendas Novas Unipessoal, Lda.
Edscha Hengersberg Real Estate GmbH, & Co.	Gestamp Vigo, S.A.
Edscha Automotive Hengersberg, GmbH.	Gestamp Umformtechnik, GmbH
Edscha Holding, GmbH.	Subgrupo Griwe
Edscha Hradec, S.r.o.	Ingeniería Global MB, S.A.
Edscha Velky Meder, S.r.o.	Loire S.A. Franco Española
Gestamp Bizkaia, S.A.	Gestamp Abrera, S.A.
Gestamp Automoción,S.A.	Gestamp Aragón, S.A.
Gestamp Aveiro, S.A.	Gestamp Metalbages, S.A.
Gestamp HardTech, AB	Gestamp Prisma, S.A.S.
Gestamp Hungaria, KFT.	SCI de Tournan en Brie
Gestamp Linares, S.A.	Gestamp Solblank Barcelona, S.A.
Gestamp Louny, S.r.o.	Gestamp Tallent Limited
Gestamp Esmar, S.A.	Gestamp Sweden AB
Gestamp Wroclaw, Sp. Z.o.o	Gestamp Funding Luxemburgo, S.A.
Sofedit, S.A.S.	Gestamp Toledo, S.A.
Edscha Burgos, S.A.	Edscha Santander, S.A.
Gestamp Levante, S.A.	
Gestamp Noury, SAS	

### **Guarantor Companies for April 2018 Bond Issue**

Gestamp Navarra, S.A.	Gestamp Noury, S.A.S.
Edscha Automotive Kamenice, S.R.O.	Gestamp Palencia, S.A.
Edscha Engineering, GmbH	Gestamp Polska, Sp. Z.o.o.
Edscha Briey, S.A.S.	Gestamp Cerveira, Ltda.
Edscha Engineering France, S.A.S.	Gestamp Ronchamp, S.A.S.
Edscha Automotive Hauzenberg, GmbH	Gestamp Servicios, S.A.
Edscha Hauzenberg Real Estate, GmbH	Gestamp Washington UK, Limited
Edscha Hengersberg Real Estate, GmbH	Gestamp Vendas Novas Unipessoal, Lda.
Edscha Automotive Hengersberg, GmbH	Gestamp Vigo, S.A.
Edscha Holding, GmbH	Gestamp Umformtechnik, GmbH
Edscha Hradec, S.r.o.	Subgrupo Griwe
Edscha Velky Meder, S.r.o.	Ingeniería Global MB, S.A.
Gestamp Bizkaia, S.A.	Loire S.A. Franco Española
Edscha Santander, S.A.	Gestamp Abrera, S.A.
Gestamp Toledo, S.A.	Gestamp Aragón, S.A.
Gestamp Aveiro, S.A.	Gestamp Metalbages, S.A.
Gestamp HardTech, AB	Gestamp Prisma, S.A.S.
Gestamp Hungaria, KFT	SCI de Tournan en Brie
Gestamp Linares, S.A.	Gestamp Solblank Barcelona, S.A.
Gestamp Louny, S.r.o.	Gestamp Tallent Limited
Gestamp Esmar, S.A.	Gestamp Sweden, AB
Gestamp Wroclaw, Sp. Z.o.o.	Edscha Burgos, S.A.
Sofedit, S.A.S.	Gestamp Levante, S.A.
Gestamp Funding Luxembourg, S.A.	Gestamp Global Tooling, S.L.
GMF Holding, GmbH	

Also, a pledge was arranged on shares of the subsidiaries Gestamp Metalbages, S.A., Gestamp Bizkaia, S.A., Gestamp Vigo, S.A., Gestamp Palencia, S.A., Gestamp Servicios, S.A. y Gestamp Toledo, S.A.

### **Guarantor Companies for October 2019 Schuldschein Bond Issue**

Gestamp Metalbages, S.A.	Gestamp Navarra, S.A.
Gestamp Palencia, S.A.	Gestamp Polska, Sp. Z.o.o.
Gestamp Servicios, S.A.	Gestamp Umformtechnik, GmbH
Gestamp Toledo, S.A.	Sofedit, S.A.S.
Gestamp Bizkaia, S.A.	Gestamp Tallent, Ltd.
Gestamp Vigo, S.A.	





**Management Report for the twelve months period ended  
December 31<sup>st</sup>, 2019**

Gestamp Automoción, S.A.

February 27<sup>th</sup>, 2020

## Index

1.	GESTAMP AUTOMOCIÓN GROUP SITUATION .....	3
1.1	Business Model .....	3
1.2	Organizational Structure .....	5
2.	COMPANY PERFORMANCE AND RESULTS .....	6
2.1	Macroeconomic and Sector Evolution .....	6
2.2	Financial Results Overview.....	7
3.	DEBT AND LIQUIDITY .....	10
4.	FORESEABLE EVOLUTION OF THE COMPANY .....	11
5.	RISK MANAGEMENT .....	12
5.1	Main Risks and Uncertainties.....	12
6.	NON-FINANCIAL INFORMATION STATUS.....	16
6.1	Context of Sustainability .....	16
6.2	Environmental Issues .....	20
6.3	Social and Personnel-related Matters .....	29
6.4	Ethics & Compliance: Respect for Human Rights and Fight Against Corruption and Bribery... 45	
6.5	Regarding Society.....	52
7.	R&D ACTIVITIES.....	65
8.	SUBSEQUENT EVENTS.....	68
9.	OPERATIONS WITH OWN SHARES .....	69
10.	OTHER RELEVANT INFORMATION .....	70
10.1	Stock Exchange Evolution .....	70
10.2	Dividend Policy.....	71
10.3	Credit Rating.....	72
10.4	Average Period for Payment to Suppliers .....	73

# 1. GESTAMP AUTOMOCIÓN GROUP SITUATION

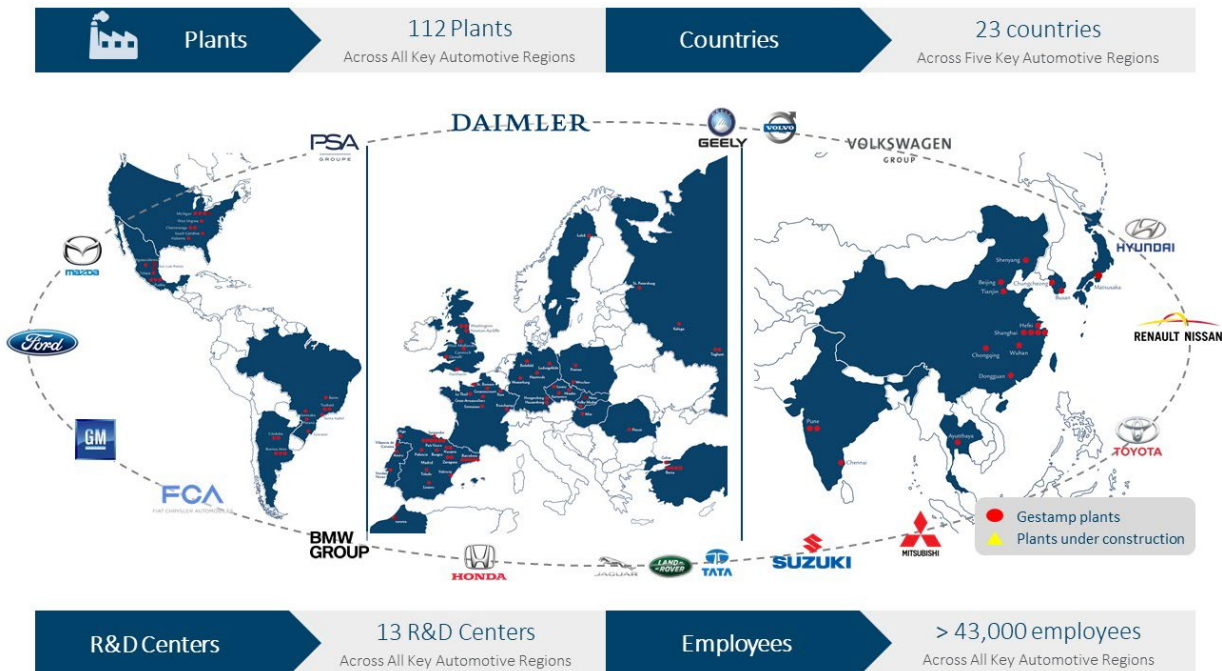
## 1.1 Business Model

Gestamp Automoción S.A. (hereafter “Gestamp” and together with its consolidated subsidiaries “the Group”) is one of the world’s largest suppliers of automotive metal components and assemblies. We are an international group focused on the design, development and manufacture of highly engineered Body-in-White, Chassis components and Mechanisms, as well as tooling & dies and other related services for the automotive industry. Our expertise and core competence in developing and producing light-weight components help our customers to reduce CO2 emissions while at the same time enhancing the safety features of their vehicles.

Since we were founded in 1997, we have cultivated strong relationships with our OEM customers by offering them leading technologies through our extensive global footprint of 112 production facilities in 23 countries across five regions (Europe, North America, South America, Asia and Africa), 13 R&D centres and a workforce of over 43,000 employees worldwide.

Our leading technologies, global footprint and proven track record in executing complex projects set us apart and makes us one of the industry leaders, as well as enables us to secure strong relationships with almost all major global automakers including BMW, Daimler, Fiat Chrysler, Ford, Geely-Volvo, General Motors, Honda, PSA, Renault Nissan, Tata JLR, Toyota and Volkswagen Group, which represented our top 12 customers for the year ended December 31, 2019. We currently supply products to all top 12 OEMs globally by volumes, and we are also incorporating new customers, in line with our stated growth and diversification strategy.

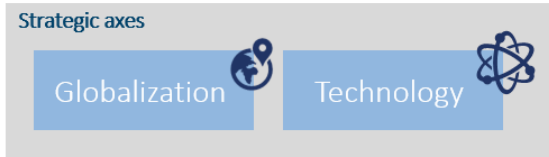
The diagram below shows Gestamp’s global footprint and its main customers as of December 31, 2019.



Our strategy is to continue to be the global partner of choice for OEMs in Body-in-White, Chassis and Mechanisms. In order to achieve our goal we will continue to focus on maintaining and strengthening our technological leadership, maximizing growth on the basis of our client-oriented business model, operational excellence and efficiencies, while developing and implementing digitalization and industry 4.0 in our plants and regions.

**Client Oriented Business Model with Long-Term Strategic Axes and Pillars**

- Gestamp’s Development has been based on a **market-focused strategy supported by solid foundations**



- In years to come, **Gestamp’s strategy will not change substantially**, although there will be an **adjustment to adapt to the new CASE trends**
  - ✓ **Electric vehicle** components are a **priority** for Gestamp
- At the same time, **Gestamp will clearly opt for Digitization** to take its industrial model to the next level

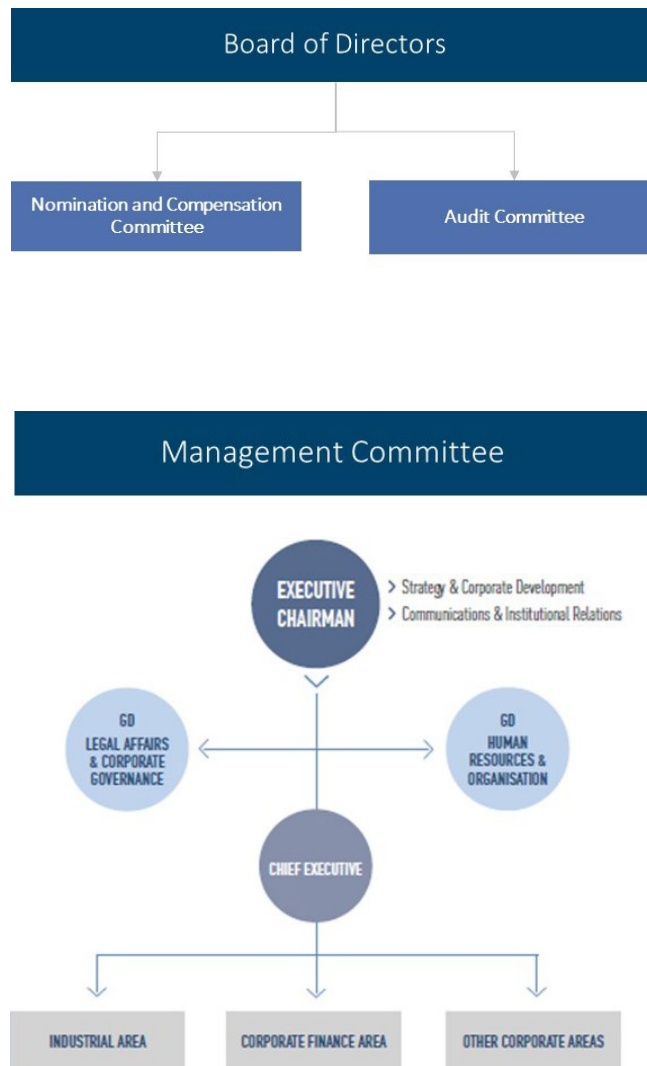


(1) CASE: Connectivity, Autonomous driving, Shared mobility and Electrification

Increasing investments by OEMs in the four pillars of CASE (“Connectivity, Autonomous driving, Shared mobility and Electrification”) lead to less investments in other important areas of vehicle construction such as Body-in-White and Chassis development and production. This trend, together with ongoing global platform standardization among OEMs, has led to an increased need for outsourcing, as OEMs entrust a select number of strategic supply partners with an increasingly high content of vehicle production. In parallel, specialization has led to advancements achieved by strategic suppliers, such as Gestamp, in certain technologies which OEMs find difficult to match in-house, both in price and quality, thereby resulting in increased outsourcing. For example, we are a market leader in the hot stamping manufacturing process, one of the most advanced technologies for reducing the weight of a vehicle’s body structure and improving passenger safety in case of collision. In addition, as OEMs grow outside of their home markets, they are more inclined to turn to external suppliers with plants located in close proximity to the OEMs’ production facilities for content they would have otherwise provided in-house in their home markets.

## 1.2 Organizational Structure

Our organizational model is structured fundamentally in business units that focus on business development, products, processes and strategic projects, while our geographical divisions concentrate on launching industrial projects and managing production capacities, considering each production plant as an economic center.



On December 19<sup>th</sup>, 2019, the Group announced that the Nomination and Compensation Committee as well as the Board of Directors had approved the appointment of Carmen De Pablo as Chief Financial Officer (CFO). Ms. De Pablo joined Gestamp's Office of the Chairman in 2013 and prior her appointment as CFO she was the Director of Corporate Development and Investor Relations. Following the new appointment Ms. De Pablo joined Gestamp's Management Committee.

## 2. COMPANY PERFORMANCE AND RESULTS

### 2.1 Macroeconomic and Sector Evolution

During 2019, the global economy slowed down and concerns of reaching the end of the cycle emerged throughout the year. Trade policy uncertainties and geopolitical tensions have continued to weigh on global economic activity. Global economic growth for 2019 stood at 2.9%, as stated in the January 2020 World Economic Outlook (WEO) forecast. Market sentiment became slightly more positive towards the end of the year as some of the geopolitical uncertainties seemed to have eased, mainly Brexit and tariffs.

The automotive sector saw a similar trend, as the main challenges were related to trade policy uncertainties and the continued decrease in production volumes in all regions where Gestamp is present. The aforementioned macroeconomic and auto sector trends led to a 5.2% decline in global light vehicle production in 2019 in Gestamp's footprint (according to IHS as of February 2020). The second half of 2019 moderated the production volume decline (-3.9%) when compared with the first half of the year (-6.4%), despite the already low H2 2018 comparable base (according to IHS as of February 2020).

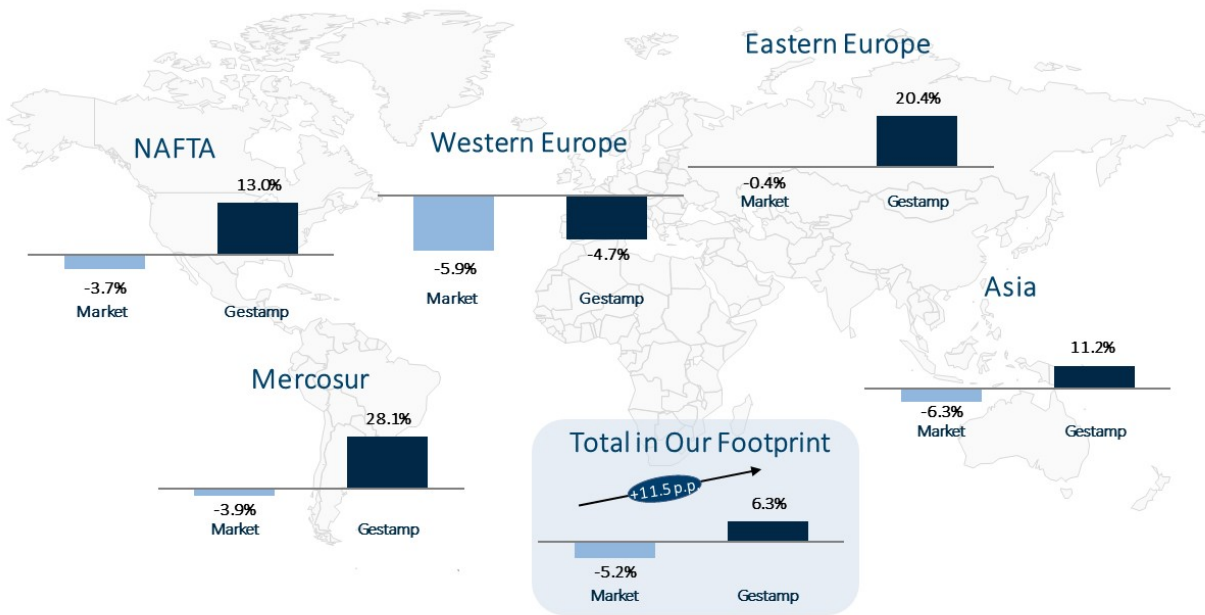
During 2019, all regions in Gestamp's footprint experienced production volume declines when compared to 2018 with Western Europe (-5.9%), Eastern Europe (-0.4%), NAFTA (-3.7%), Mercosur (-3.9%) and Asia (-6.3%). According to IHS (as of February 2020), global light vehicle production is expected to decline by 1.9% in 2020E and to grow by 2.8% in 2021E across Gestamp's production footprint.

OEMs accelerated their strategies towards CASE with a focus on Electrification taking into consideration the EU CO2 emissions regulation targets for 2020 and announced new vehicles to the market, as well as an increase in electric vehicle models in their pipeline, which are expected to be launched in the near future. This has resulted in incremental enquiries for new business opportunities for Gestamp. We are well positioned to take advantage of these trends given our focus on lightweight solutions and new products for EVs (e.g. battery box).

To accomplish these new business opportunities and the increasing outsourcing on behalf of OEMs in other important areas of vehicle production such as Body-in-White and Chassis development and production, Gestamp opened four facilities during 2019. During the last quarter of 2019, Gestamp started production in its new facility in Morocco (under the JV with Tuyauto), adding a new region and a new country to our footprint. This new plant was the fourth opening of the year along with the inauguration of a new plant in Chelsea-Michigan (USA), San Luis Potosi (Mexico) and the opening of a new plant specializing in aluminum in Nitra (Slovakia). All these openings enhance Gestamp's existing footprint and are expected to drive future growth.

Despite the underlying macroeconomic and auto sector uncertainties, Gestamp continued to outperform the market during 2019 by 11.5 p.p. as a result of the launch of new projects and the contribution from the JVs.

Gestamp Revenue Growth at Constant FX vs. Market Production Growth in Gestamp Markets



Note: Gestamp's growth at constant FX used for comparability with production volumes. Market production volume growth is based on countries in Gestamp's production footprint (IHS data for FY 2019 as of February 2020)

## 2.2 Financial Results Overview

Gestamp has achieved its revised 2019 full year targets despite having experienced a challenging year due to the underlying market conditions. Revenues grew by 6.1% in 2019 reaching €9,065.1 million, implying a 6.3% growth at constant FX, outperforming the market by more than eleven percentage points (compared to market production volume growth in Gestamp's production footprint – IHS data as per February 2020 of -5.2%). In terms of profitability, EBITDA in 2019 reached €1,071.7 million (€984.5 million excl. IFRS 16) with an implied growth rate of 11.6% when compared to 2018 (2.9% at constant FX and excl. IFRS 16). EBITDA margin in 2019 reached 11.8% (10.9% excl. IFRS 16), mainly impacted by production volume volatility and some projects ramping-up slower than expected but with the full cost structure in place. Net Income for the period reached €212.3 million, negatively impacted by a higher level of D&A and minorities as well as the impact from IFRS 16.

Gestamp moderated its capital expenditure in 2019, in line with its continued effort to reduce investments. Capital expenditure decreased to 8.8% of revenues (excl. IFRS 16) in 2019, a level which is slightly below the revised 2019 full year target. On a comparable basis, excluding IFRS 16, Gestamp reduced total capital expenditure by €123.9m from €920.2m in 2018. Capital expenditures stood at €796.1m (excl. IFRS 16) and €822.5 million including the impact from IFRS 16.

Capital expenditures include mainly growth, recurrent and intangible capital expenditures. Growth capital expenditures defined as capital expenditure on greenfield property, plant & equipment, major plant expansions and new customer products/technologies. Recurrent capital expenditures mainly include investments to replace existing programs and expenditures on the maintenance of our production assets. Lastly, intangible capital expenditures include a part of the Group's investments in R&D, among other concepts.

Million Euros	2019	2018
Growth capital expenditures	338.8	484.0
Recurrent capital expenditures	349.2	323.8
Intangible capital expenditures	108.1	112.4
<b>Capital expenditures (excl. IFRS 16)</b>	<b>796.1</b>	<b>920.2</b>
IFRS 16 Impact	26.4	-
<b>Capital expenditures</b>	<b>822.5</b>	<b>920.2</b>

Gestamp's net financial debt amounted to €2,328.9m when excluding the impact of IFRS 16, implying a leverage ratio (Net financial debt / EBITDA) of 2.37x. The leverage ratio was slightly below the 2019 revised full year guidance. Net financial debt stood at €2,721.6 million including the impact from IFRS 16 for the year ended December 31<sup>st</sup>, 2019, a 2.54x leverage ratio (Net financial debt / EBITDA).

In summary, main figures in 2019 compared to 2018 are as follows:

Million Euros	2019	2018	% Change
Revenues	9,065.1	8,547.6	6.1%
EBITDA	1,071.7	960.5	11.6%
EBIT	504.0	527.3	-4.4%
Profit Before Tax	334.1	357.4	-6.5%
Profit attributable to shareholders	212.3	257.7	-17.6%
Equity	2,392.1	2,179.0	
Net financial debt	2,721.6	2,233.0	
Capital expenditure	822.5	920.2	

### Revenue by product

Revenues in 2019 increased to €9,065.1 million, of which Body in White and Chassis represented €7,449.8 million and Mechanisms represented €1,019.8 million. Tooling and others totaled €595.6 million in 2019.

### Revenue by geographical segment

Million Euros	2019	2018	% Change
Western Europe	3,911.4	4,101.1	-4.6%
Eastern Europe	1,379.5	1,186.7	16.2%
Mercosur	655.5	585.2	12.0%
NAFTA	1,976.2	1,659.0	19.1%
Asia	1,142.5	1,015.6	12.5%
<b>Total</b>	<b>9,065.1</b>	<b>8,547.6</b>	<b>6.1%</b>

Western Europe: Revenues in 2019 decreased by €189.7 million, or -4.6% (-4.7% at constant FX), to €3,911.4 million from €4,101.1 million in 2018. Revenues in the year experienced a higher decline in H2 than in H1 due to market conditions.



Eastern Europe: During 2019, revenues grew by €192.8 million, or 16.2% (20.4% at constant FX), to €1,379.5 million from €1,186.7 million in the previous year. The region experienced an increasing contribution from project ramp-ups as well as the JV in Bulgaria linked to battery boxes.

Mercosur: Revenues in 2019 grew by €70.3 million, or 12.0% (28.1% at constant FX), to €655.5 million from €585.2 million in 2018. The evolution of revenues had an improving growth trend in H2.

NAFTA: During 2019, revenues increased by €317.2 million, or 19.1% (13.0% at constant FX), to €1,976.2 million from €1,659.0 million during 2018. Growth was mainly driven by the contribution of new projects, although ramping-up slower than expected.

Asia: Revenues in 2019 went up by €126.9 million, or 12.5% (11.2% at constant FX) to €1,142.5 million from €1,015.6 million in 2018. Above-market growth in a challenging market, driven by BHAP-JV.

### **EBITDA by geographical segment**

*The following table sets forth Gestamp's EBITDA during 2019 and 2018. The new accounting standard on operating lease adjustment (IFRS 16) included as of 1<sup>st</sup> January 2019. Reference to like for like EBITDA growth stands for growth at constant FX (vs. same period of the previous year) and excluding IFRS 16 impact.*

Million Euros	2019	2018	% Change
Western Europe	400.3	429.7	-6.8%
Eastern Europe	212.5	153.8	38.2%
Mercosur	83.5	77.4	7.9%
NAFTA	220.5	149.1	47.9%
Asia	154.9	150.5	2.9%
<b>Total</b>	<b>1,071.7</b>	<b>960.5</b>	<b>11.6%</b>

Western Europe: EBITDA in 2019 experienced a decrease of €29.4 million, or -6.8% (-13.8% like for like), to €400.3 million from €429.7 million in 2018. EBITDA showed an improving performance during H2 despite more challenging market conditions.

Eastern Europe: EBITDA during 2019 grew by €58.7 million, or 38.2% (37.9% like for like) to €212.5 million from €153.8 million in 2018. EBITDA margin in the region had a positive performance backed by project ramp-ups.

Mercosur: During 2019, EBITDA grew by €6.1 million, or 7.9% (16.8% like for like), to €83.5 million from €77.4 million in 2018. In 2019, there were ongoing costs from restructuring initiatives in Argentina and a negative impact from FX as well as hyperinflation. Brazil experienced improvement in EBITDA.

NAFTA: EBITDA during 2019 grew by €71.4 million, or 47.9% (11.6% like for like), to €220.5 million from €149.1 million during the year of 2018. EBITDA margin in the year was impacted by having the full cost structure in place and volumes ramping-up slower than expected.

Asia: EBITDA during 2019 increased by €4.4 million, or 2.9% (-1.2% like for like), to €154.9 million from €150.5 million in 2018. There are ongoing cost adjustments in the region. During the year, the region had a positive contribution from BHAP JV with attractive returns but lower EBITDA (less capital intensive).

### 3. DEBT AND LIQUIDITY

As of December 31, 2019, net financial debt amounted to €2,721.6 million resulting in a 2.54x leverage ratio (Net Debt / EBITDA) including the impact of IFRS 16. Excluding the impact, net financial debt would have reached €2,328.9m, implying a leverage ratio of 2.37x which compared to 2.32x as of December 31, 2018.

Million Euros	2019	2018
Non-current financial liabilities	3,252.7	2,685.7
Interest-bearing loans and borrowings and debt issues	2,725.5	2,589.1
Financial leasing	378.6	40.0
Borrowings from related parties	128.2	27.8
Other non-current financial liabilities	20.4	28.8
Current financial liabilities	216.0	258.3
Interest-bearing loans and borrowings	138.7	75.9
Financial leasing	73.0	6.7
Borrowings from related parties	4.3	175.7
Other current financial liabilities	0.0	0.0
<b>Gross debt</b>	<b>3,468.7</b>	<b>2,944.0</b>
<b>Net financial debt</b>	<b>2,721.6</b>	<b>2,233.0</b>
EBITDA	1,071.7	960.5
Leverage ratio ( <i>Net Financial Debt / EBITDA</i> )	2.54x	2.32x

Our long-term indebtedness primarily consists of €450 million in senior secured notes issued in 2016 and with maturity in 2023, €392m in senior secured notes issued in 2018 and with maturity in 2026, €185m senior secured notes (Schuldschein bond) issued in 2019, €852 million in long-term portion of a funded senior secured amortizing Term Loan (part of the Senior Financing Agreement, or “SFA”, originally syndicated on April 19, 2013), €160 million in long-term debt with the European Investment Bank and €687 million of aggregate principal amount in other long-term bilateral financing.

Million Euros	2019	2018
Cash and cash equivalents	658.6	616.5
Current debt securities	22.3	4.3
Revolving credit facilities	325.0	280.0
Undrawn credit facilities s/t	367.6	287.9
Undrawn credit facilities l/t	378.5	320.0
<b>Total</b>	<b>1,752.0</b>	<b>1,508.7</b>

Gestamp’s main source of liquidity is its operating cash flow. Net cash flows from operating activities were €849.5 million in 2019. In addition, as part of its Senior Facilities, by 31 of December, 2019 Gestamp had an undrawn revolving credit facility amounting to €325 million with maturity in 2023, as well as €378.5 million in credit lines with expiration of over 12 months that were also undrawn by December 31, 2019 and €391.5 million in credit lines with maturity of less than 12 months, of which €23.9 million were drawn as of December 31, 2019. These credit lines are generally renewed each year, do not have any security and have customary covenants.

## **4. FORESEABLE EVOLUTION OF THE COMPANY**

The global economy is expected to continue to expand during 2020 although with a modest pickup. Global economic GDP growth is projected to grow at 3.3% in 2020 according to the International Monetary Fund's January 2020 World Economic Outlook (WEO).

Based on the current macroeconomic outlook, global auto production volumes are expected to experience a decline in 2020. According to IHS (as of February 2020), global light vehicle production is expected to decrease by 1.9% in 2020 versus 2019 in Gestamp's footprint.

Gestamp expects a positive performance of its operations during 2020 with revenue growth outperforming the market at constant FX, as a result of the strong investments made in recent years in projects that will ramp-up during the year as well as the recovery of volumes across all geographies versus 2019. Gestamp expects to moderate capital expenditures relative to revenues with a clear focus to generate free cash flow.

As of December 31<sup>st</sup>, 2019 Gestamp's order book covers more than 90% of the targeted revenues for the period up to 2022 implying a solid pipeline which will result in an outperformance vs. the market.

Gestamp's competitive positioning remains unchanged with a strong demand of our products, especially Electrification. Gestamp will also continue to focus its efforts on digitalization and industry 4.0 in order to improve the efficiency of its processes as well as the quality of its products.

## 5. RISK MANAGEMENT

### 5.1 Main Risks and Uncertainties

To deal with the uncertainties inherent in complex scenarios such as those faced by Gestamp on a day-to-day basis, the Group has a Comprehensive Risk Management System (hereinafter, "CRMS") that aims to facilitate the correct identification, assessment, management and control of the potential outcomes of these uncertainties.

Gestamp's CRMS has been designed and continues to be developed on the basis of the best corporate risk management practices set out in the ISO 31000 standard and the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) for Risk Management (known as COSO ERM). Good Governance Code of listed companies and the Technical Guide 3/2017 on Audit Committees of Public Interest Entities have also been taken into consideration.

Thus, the CRMS Policy, approved by Gestamp's Board of Directors, establishes:

- the different risk categories (operational, strategic, financial, compliance and reporting),
- the basic principles and guidelines for action to be observed in the control and management of risks,
- the bodies responsible for ensuring the proper functioning of the internal risk control and management systems, together with their roles and responsibilities,
- the level of risk considered acceptable.

Although the CRMS is a process that affects and involves all the Group's personnel, those entrusted with safeguarding its smooth operation and its main functions are the following:

- The risk owners, who are responsible for identifying, assessing and monitoring the risks that jeopardize compliance with their aims.
- The Risk Committees, which ensure that risks are kept at an acceptable level and report to the Audit Committee.
- The Board of Directors and Audit Committee in monitoring and following up on the CRMS.
- The Internal Audit and Risk Management Direction, which supports the Audit Committee and coordinates the risk identification and assessment processes, as well as the Risk Committees.

Every year in a recurring basis, the risk assessment scales (impact, occurrence likelihood and control effectiveness) are reviewed and approved by the Risk Committees and the Corporate Risk Map is updated.

The main risks faced by the Group have not changed substantially from those identified in previous years, with slightly more relevance now being placed, due to the current environment, on the risk of application security and cybersecurity, the financial risks, the risk associated to the uncertainty regarding the forecast of the volume of sales of vehicles, the compliance with stakeholders' expectations in regard to the Climate Change, and the needed developments in Industry 4.0. In any case, the CRMS, along with the risk control and management policies and systems of Gestamp that implement it, have taken effective and anticipatory action on the risks and, where necessary, drawn up the relevant action plans.

In this regard, two risk mitigation and response levels can be determined: global elements and activities that are part of the risk management at corporate level and other individual ones that respond to each specific risk.

Among the global management elements and activities are the Group’s Code of Conduct, the work performed by the Ethics Committee – organizational body depending on the Board of Directors which supervises the fulfillment of the Code of Conduct –, the Whistleblower Channel, along with other broadly defined mechanisms on the CRMS Policy.

In terms of individual risk, the Group has response, management and monitoring plans in line with the characteristics of each specific risk, implemented at operational level, which work continuously throughout the day, are embedded within the company’s systems and processes, and ensure that operational activities carried out are aligned with the Group’s aims and targets.

In this sense, the Group currently has various organizational units or departments that analyze, continuously monitor and provide a response in various areas specialized in risk management. These units and departments form part of the Group’s CRMS and are represented on the Risk Committees.

Among the risks observed are the following, grouped according to the risk categories defined in the CRMS Policy (operational, strategic, financial, compliance and reporting):

**Operational risks**

 | **Risk to people’s health and safety.**

To monitor these situations of risk, which may potentially result in serious occupational accidents or illnesses, Gestamp has a Health and Safety Policy and a Comprehensive Prevention System that is applicable to all the plants, regardless of their geographical location.

 | **Be a cause of interruption to the supply chain of the customers.**

In order to mitigate this risk, Gestamp takes action on the various factors that could cause such interruptions. Among other actions, purchasing strategies are developed geared towards avoiding single supplier situations, supplier’s services are monitored and quality assessment are performed periodically, continuous improvement programs are undertaken, regular machinery load and capacity studies and facility maintenance. There is a Health and Safety Policy and a Comprehensive Prevention System, worked proactively on security robustness, protecting the Company’s assets and systems from potential cyberattacks, and ensuring that our facilities comply with the local building requirements and recommendations on disaster prevention and mitigation.

**Incidents linked to the quality of Gestamp's products.**

Gestamp has several control processes, relating both to the product and the production process, which aim to prevent non-compliant products from being sent to customers. Furthermore, there is a quality management system that helps to make good use of those controls and to act as quickly and effectively as possible.

**Variations in the profitability of projects.**

Gestamp has multiple types of control measures around the project management, such as the development of a standard for project launches, the holding of executive and/or monitoring committees for key projects, and various indicators that allow the analysis and monitoring of projects in each of their phases.

**Difficulty in hiring or replacing key personnel, both managers in strategic positions and highly qualified personnel.**

To fill those essential positions, Gestamp has different processes and initiatives aimed at identifying key people and people with great potential. The number of vacancies and potential candidates are regularly analyzed and, finally, the replacement plans considered to be necessary are drawn up.

**Security of computer applications and cyberattacks.**

The Group works very proactively to continuously improve the security of the Group's communications and applications in order to have robust control mechanisms that adequately protect its assets from potential cyberattacks.

**Strategic risks**

**Concentrating the business on a specific number of customers.**

The automotive sector is highly concentrated on a specific number of great groups of customers. As regards this type of risk, at Gestamp it is performed a detailed monitoring of orders and sales and it is sought and achieved to diversify, to all the possible extent, the customer and product portfolios by groups, brands, models, versions and geographies.

**Environmental risks and Climate Change**

As an integral part of the automotive sector, Gestamp considers that the environmental impact must be analyzed from the perspective of a vehicle's life-cycle beyond the direct impact generated purely on the manufacturing process. As such, one of the Group's policies regards implementing an environmental management system and the ISO 14001 and/or EMAS, and investing in projects and in the investigation of new materials and technologies related to reducing CO2 emissions.

**Technological change and innovation**

Using the appropriate technology, materials and processes is fundamental to hold onto competitive advantage and offering the customers the adequate products according to their needs. At Gestamp, different actions are undertaken in this sense, such as participating in co-development with customers, holding Executive R&D Committees and the Industry 4.0 initiative.



**Political and economic instability in the different countries where Gestamp operates.**

Gestamp monitors the geopolitical situation (by analyzing the political, economic and social context of the countries in which the Group operates) in order to include the effects of the potential instability into the Group's forecasts and into the strategic and operational decisions.

**Financial risks**



**Risks associated with fluctuations in the financial markets and financing.**

The financial risk to which Gestamp's activity is exposed, and their respective mitigating actions, are detailed in the related paragraph in the notes to the Financial Statements. In summary, to manage the main risks of this nature, the Group, among other measures:

- considers the use of derivative financial instruments, both on exchange and interest rates,
- regarding interest rates, additionally, seeks a balance between security and the level of financial costs, and its adaptation to the economic cycle, through the combination of fixed and variable rates in the debt,
- regarding the fluctuations in commodities prices, most of the steel is acquired through "re-sale" agreements with the customers, in which it is the vehicle manufacturer who negotiates periodically with the steel supplier, the price applicable to the Group purchases of the steel that will be subsequently employed in the production of the parts for the vehicles. With other part of the customers, the sale prices for the Group's products are adjusted based on the variation of the steel prices that the customers agree with the supplier, or in relation to public indexes, or according to eventual negotiations at parties' initiative.

**Compliance Risks**



**Compliance risks associated with the various legislative and regulatory provisions to which the Group is subject, as well as any potential amendments thereto.**

In order to mitigate the probability of these risks materializing and to reduce their potential impact, at Gestamp among other actions: it is worked on the continuous improvement of our Criminal Risk Prevention System and its implementing regulations, also all regulatory changes that may affect the activities are continuously monitored, in order to encourage their timely, conscious and responsible compliance, and anticipate possible changes, in order to manage them properly.

**Reporting Risks**



**Risks associated with mandatory public reporting processes.**

The Group has developed an ICFRS Policy, approved by the Board of Directors, in which the managerial responsibilities and the general outline of each component of the ICFRS are assigned (control environment, risk assessment, control activities, reporting and communication and monitoring). In addition, the Group continues developing the documentation and evaluation of the ICFRS with a spirit of continuous improvement, having been completed, in 2019, the implementation of an internally developed tool for documentation management and control updates and evaluation.

The Group also has diverse channels of communication for employee complaints regarding irregularities of any kind, including those that could affect the reliability of the information.

## 6. NON-FINANCIAL INFORMATION STATUS

In accordance with Law 11/2018, of December 28<sup>th</sup>, which modifies the Code of Commerce, the revised text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of July 2<sup>nd</sup>, and Law 22/2015, of July 20<sup>th</sup>, on Auditing, regarding non-financial information and diversity, the most significant aspects of the 2019 fiscal year are set out below:

This section has been prepared following the international *Global Reporting Initiative* (GRI) standard. The table of contents required by Law 11/2018 related to the GRI standards applied, the materiality and verification carried out are included at the end.

In addition, the Annex includes the Report by EY, the company that verified the information considering:

- The Action Guide on assignments to verify non-financial information statements issued by the ICJCE (Spanish Institute of Certified Public Accountants).
- The *ISAE 3000 Standard (Revised): Assurance Engagements Other than Audits or Reviews of Historical Financial Information* issued by the *International Auditing and Assurance Standard Board (IAASB) of the International Federation of Accountants (IFAC)*, with limited assurance.

### 6.1 Context of Sustainability

Sustainability at Gestamp is at the core of its corporate principles and is understood as a long-term business model that seeks to create value for all stakeholders.

The company pursues economic, social and environmental objectives equally and has a strategy to align itself with the demands of its stakeholders, comply with the main market standards, incorporate new trends that take advantage of new business opportunities.

The value of Gestamp, one of the largest international automotive component groups, lies in providing global solutions for the vehicles of today and tomorrow. Its parts are essential for the safety, weight, dynamics, stability and comfort of vehicles.

The company is committed to working towards increasingly safer and lighter vehicles.

- Safety by creating car structures that protect and save people's lives in the event of a collision.
- Reducing the weight of the parts it produces by applying its lightweight solutions in order to improve energy consumption and to reduce CO2 emissions and improve the environmental impact of vehicles.



The company also promotes sustainability at three levels:

- **The organisation:** fostering corporate responsibility and sustainability in the different areas of the company.
- **The value chain of the automotive sector:** aligning itself with the sustainability policies and strategies of its clients and seeking the same level of commitment from its suppliers.
- **Society:** by participating in different forums and organisations and by fostering actions for the economic and social development of the communities where it works.

Based on these premises, it has developed its Sustainability Policy which is in line with its business strategy and the United Nations Sustainable Development Goals.

Strategic Objectives:



The energy control processes at our plants and our effort to make our parts lighter contribute to reducing greenhouse gas emissions.



Optimising resources, durability and recyclability is present in our production process and products.



Through innovation, we contribute to the design and development of components that provide safety to vehicles in the event of an accident. In addition, Improving the health and safety of people who work in our facilities is an on-going goal of the Group.

Priority Objectives:



We promote key skills for our business and for the future of our employees and young people in our environment

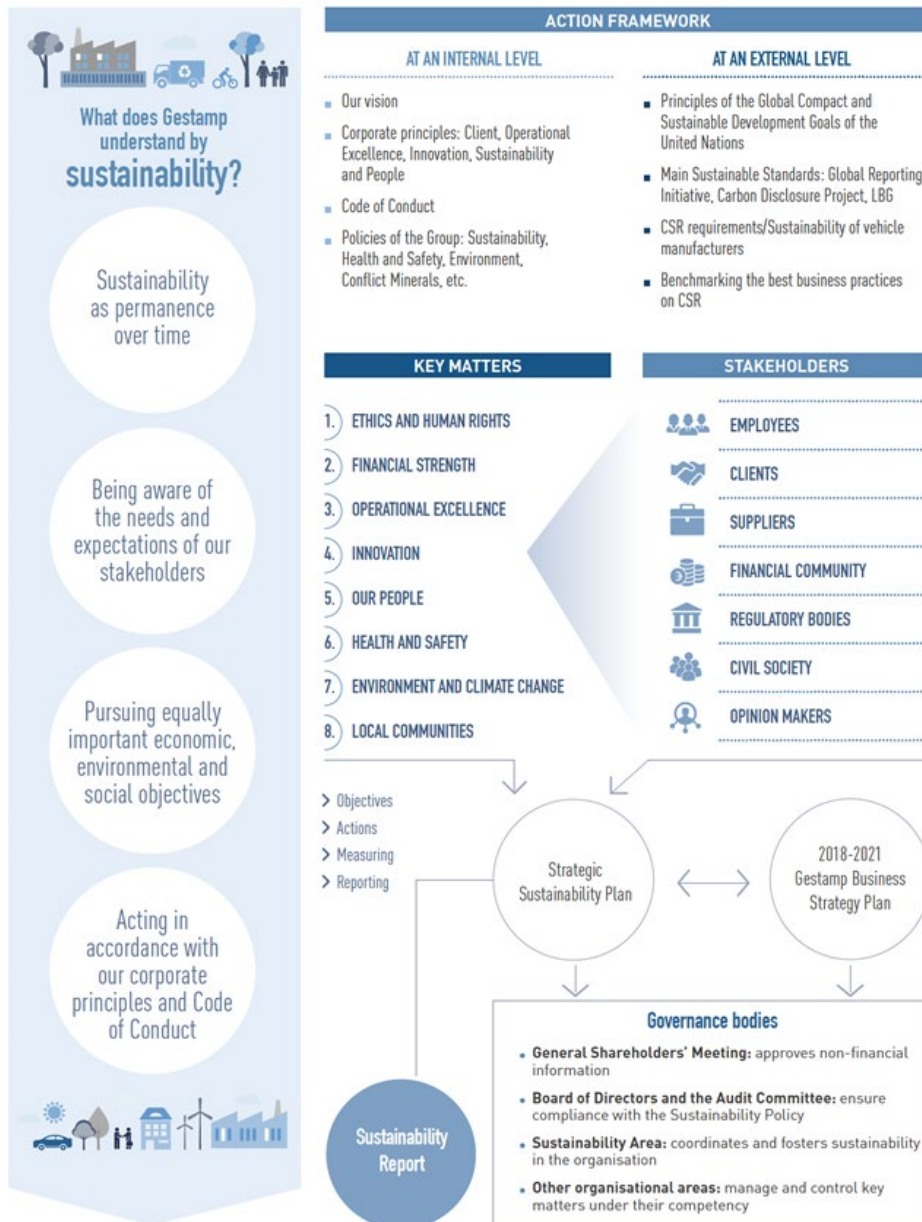


We collaborate with our stakeholders to achieve better results together.



We offer stable employment for our employees and we contribute to creating and maintaining it in our surroundings.

## Sustainability Model

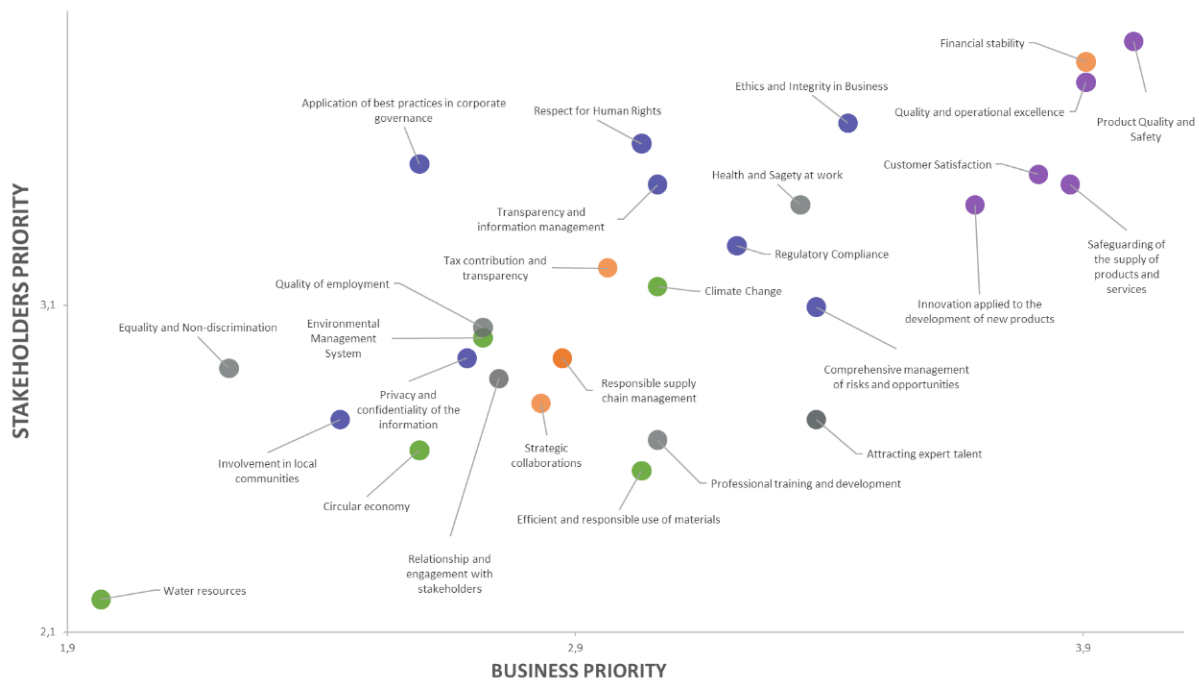


## Materiality

In 2018-2019, Gestamp carried out an assessment using an external company in order to evaluate the Group's sustainability performance. This assessment meant it was possible to identify potential risks, gaps and opportunities for improvement with regards to CSR/Sustainability standards and regulations, customer requirements, clients, best business practices and emerging trends. In the internal and external assessment, 158 preliminary issues were identified and subsequently evaluated, resulting in 28 priority or material issues grouped into 5 categories. The criteria used were the level of importance for the Group and its stakeholders, as well as its management capacity.

## 28 Important Sustainability Issues identified by Gestamp

FINANCIAL MATTERS	MATTERS CONCERNING ETHICS AND CORPORATE GOVERNANCE	MATTERS OF PRODUCTS AND SERVICES	MATTERS OF SOCIETY AND EMPLOYEES	MATTERS CONCERNING ENVIRONMENT
<ul style="list-style-type: none"> <li>• Financial stability</li> <li>• Tax contribution and transparency</li> <li>• Responsible supply chain management</li> <li>• Strategic collaborations</li> </ul>	<ul style="list-style-type: none"> <li>• Business ethics and integrity</li> <li>• Transparency and information management</li> <li>• Application of best practices in corporate governance</li> <li>• Comprehensive management of risks and opportunities</li> <li>• Regulatory Compliance</li> <li>• Privacy and the confidentiality of information</li> </ul>	<ul style="list-style-type: none"> <li>• Product Quality and Safety</li> <li>• Customer Satisfaction</li> <li>• Safeguarding of the supply of products and services</li> <li>• Innovation applied to the development of new products</li> <li>• Quality and operational excellence</li> </ul>	<ul style="list-style-type: none"> <li>• Health and Safety at work</li> <li>• Equality and Non-discrimination</li> <li>• Quality of employment</li> <li>• Professional training and development</li> <li>• Attracting expert talent</li> <li>• Respect for Human Rights</li> <li>• Involvement in local communities</li> <li>• Relationship and engagement with stakeholders</li> </ul>	<ul style="list-style-type: none"> <li>• Climate Change</li> <li>• Environmental Management System</li> <li>• Efficient and Responsible Use of Materials</li> <li>• Circular economy</li> <li>• Water Resources</li> </ul>



Based on the Materiality assessment, the 2021 Strategic Sustainability Plan has been drawn up, which is in line with the Business Plan and seeks to increase the company's profile in terms of Sustainability.

Gestamp's Strategic Sustainability Plan has 6 strategic areas, 19 lines of action and 51 specific actions.

## Strategic Areas

### 1. Integrity and responsibility in our action

Act with integrity and responsibility, anticipating and managing risks and opportunities.

### 2. Operational excellence

Increase the Group's competitiveness through operational excellence based on efficiency, quality, occupational health and safety, technology and innovation.

### 3. The best professionals

Develop employees' potential so that they can help achieve the Group's objectives.

### 4. Minimise environmental impact and climate change

Reduce the environmental impact on both operations and products.

### 5. Economic development and social welfare of local communities

Strengthen relations with the local communities where it conducts business.

### 6. Transparency in the communication with our stakeholders

Strengthen relations with stakeholders and, as a consequence, improve the company's reputation and their confidence to the Group.

## 6.2 Environmental Issues

Gestamp's environmental management is comprehensive, applying environmental criteria in all its stages from the design, development and manufacture of its products, as well as the selection of suppliers.

### Policy

In order to control and minimise the environmental impact of its activity, the Group has established an Environmental Policy that requires the following from all its production plants:

- The implementation and maintenance of a certified Environmental Management System in accordance with international standards (ISO 14.001 and/or EMAS).
- The quarterly report of the main environmental aspects through a management tool that allows monitoring environmental performance, identifying improvements and mitigating risks, as well as sharing the implementation of best practices. In this way, the data from all the production centres on water consumption, raw material consumption, waste management, waste production, energy consumption, environmental incidents and best practices is reported to Corporate, who audits it and carries out an exhaustive follow-up of its evolution in each of the plants.

The Group also has a control of the absolute data, a series of key indices:

- WPI. Waste Production Index.
- WMI. Waste Management Index.
- WCI. Water Consumption Index.
- EEI. Energy Efficiency Index.
- CO2 EI. CO2 Emission Index.

## **Certifications and human, technical and economic resources**

As of December 31<sup>st</sup>, the Group had 91% of the plants certified in accordance with the ISO 14001:2015 standard and/or EMAS. During 2019, Gestamp obtained 4 new certifications and 10 incorporated new production plants, either through construction or acquisition, and therefore integrated them the Group's environmental management systems. In accordance with the Environmental Policy, newly incorporated plants have a term of 2 years to achieve it. Considering the current scope, the Group has established the internal objective of certifying 100% of the plants in 2022.

Likewise, each of the plants is audited both externally and internally every year. In order to carry out internal audits, cross audits are encouraged from the Group in which two technicians from two plants audit a third plant in order to share experiences, replicate solutions, propose improvements, etc. This project is currently implemented in the Edscha Division and in plants in Spain, Portugal and Germany.

Gestamp has a professional team dedicated to complying with environmental requirements both at the corporate level and at each of the plants. Environmental technicians report quarterly to the corporate team, who monitor and evaluate the indicators.

Total investments in systems, equipment and facilities related to the protection and improvement of the environment, amounted to a gross value of 5,096 thousand euros at the end of the 2019 fiscal year, while at the end of the 2018 fiscal year said investments were 4,907 thousand euros. The expenses incurred in fiscal year 2019 in relation to the protection and improvement of the environment amounted to 1,114 thousand euros, while in 2018 they were 1,074 thousand euros.

Regarding environmental risks, Gestamp makes financial provisions to cover their implementation. Additionally, the company has guarantees in the form of insurance that can cover the occurrence of environmental risks:

- Environmental Liability Insurance
- Third-Party Liability Cover for Sudden and Accidental Pollution in the General Third-Party Liability policy

In 2019, there were incidents at 4 plants, which were related to small-scale fires and a number of chemical substance spillages. However, none of those incidents called for the activation of the guarantees under the Environmental Responsibility Policy that the Group has taken out. The analysis of these kinds of events has allowed us to establish prevention and correction measures.

## Greenhouse Gas (GHG) Emissions - Climate Change

Gestamp, within its concern for the environment and climate change, together with the social movement and to meet the requirements of the stakeholders, has decided to take another step in the fight against climate change with the following lines of action:

- **GHG Environmental Impact Management:** Monitoring and controlling the main environmental indicators affecting GHGs.
- **Opportunity and risk Analysis and Assessment.** Identify and quantify potential impacts of climate change.
- **Energy Efficiency:** Reducing energy consumption and, therefore, greenhouse gas emissions in our production processes.
- **Renewable energy supply:** Incorporate clean energy into the supply system.
- **Technological and R&D capacity:** Providing added value through its technological and R&D capacity to develop new products and innovative solutions that lead to lighter parts being manufactured, which help its customers to reduce their CO2 emissions, as less weight means less fuel consumption and fewer emissions during the vehicle's useful life.

In addition, during 2019, Gestamp has been one of the sponsoring companies of COP 25, held in Madrid in December 2019, which was a meeting point for political leaders worldwide.

### GHG environmental impact management

Aligned with the global commitment to limit the temperature increase to 2 °C above pre-industrial levels, Gestamp is working on defining its emission reduction objectives within the Science Based Target initiative.

The Group voluntarily reports its emissions performance annually through the international *Carbon Disclosure Project (CDP)* initiative. In 2019, Gestamp has raised its score to B (the average of the companies in the metal sector is C) as a result of the implementation of various measures.

CDP 2019 Climate Score	Score (A, B, B-, C, C-, D, D-)
Gestamp	B
Average of Metal Sector Companies	C

CDP 2019 Supplier Engagement Rating	Score (A, B, B-, C, C-, D, D-)
Gestamp	A-
Average of Metal Sector Companies	C

Internally, Gestamp has the CO2 emissions Index (defined as tCO2 Scope 1 and 2/€100,000 AV) as a tool to assess the Group level performance in terms of emissions.

Evolution of the CO2 Emission Index	2017	2018	2019
CO2 Emission Index (tonnes of CO2 emissions/€ 100,000 of added value)	24	23	22

\*Added value calculated based on January 15<sup>th</sup>, 2020 available data.

In recent years, despite the increase in production plants and the introduction of hot stamping, technology that is more intensive in the use of energy, Gestamp has managed to reduce CO2 emissions (in relative terms) thanks to improved environmental management and process improvement.

Greenhouse gas emissions (TnCO2eq)	2017	2018	2019
Direct Emissions: Scope 1	210,734	233,720	249,717
Indirect Emissions: Scope 2	456,262	425,938	429,417

SO2 and NOx Emissions (Tn)	2017	2018	2019
SO2 Emissions	2.0	2.6	2.4
NOx Emissions	231.5	267.7	302.7

VOC's (Tn) Emissions	2019
VOC's Emissions	222

### Opportunity and risk analysis and assessment

During 2019, Gestamp has carried out an analysis and evaluation of the risks and opportunities of Climate Change that affect business in order to:

- Anticipate and adapt to the climatic risks that affect the business, as well as take advantage of the opportunities it may offer
- Measure the financial impacts of Climate Change according to different scenarios and possible futures

As a result of the study we have identified the following risks and opportunities:

#### Risks:

- Physical:
  - Interruption of the raw material supply due to the occurrence of extreme weather events (droughts or prolonged flooding.)
  - Extreme climatic phenomena in own factories that may bring production to a halt or cause damages in the facilities.
- Transition:
  - Increase in the price of energy leading to increased production costs.

Opportunities:

- Better positioning with respect to competitors by reducing the weight of the products (less emissions).
- Opening new business lines and developing new products as a result of emission regulations.
- Improvement of energy efficiency and cost reduction as a result of regulations in this regard.

Currently, we continue with this work with the objective of financially quantifying both the opportunities and risks identified.

**Energy efficiency**

Gestamp has a global energy efficiency project, which monitors the instant consumption of electricity and gas in equipment and facilities individually. The analysis of this information along with the study of existing best practices in the Group and the exchange of acquired knowledge are making it possible to adopt new energy saving measures and, consequently, to set objectives and involve all levels of the company's organisation.

In 2019, 34 plants were part of the Gestamp Energy Efficiency initiative, an increase of over 20% compared to the number of participants last year.

The specific Energy Efficiency measures were identified and implemented at each of these plants to optimise the functioning of equipment and to reduce its consumption. These measures have allowed the Group to reduce by more than 36 GWh during 2019.

In 2020, the Group will increase the scope of the initiative to include the main production plants of North America and China.

Evolution of the Energy Efficiency Index	2017	2018	2019
Energy Efficiency Index (MWh consumed) (gas, diesel, LPG and electricity) /€100,000 of added value)	58	61	60

*\*Added value calculated based on January 15<sup>th</sup>, 2020 available data.*

**Renewable energy supply**

Gestamp is developing a green energy purchase strategy that is sustainable over time and is compatible with the objectives to reduce carbon emissions.

This strategy will result in a combination of three possible supply ways, such as the signing of long-term renewable energy contracts or PPAs (Power Purchasing Agreement), the installation of self-consumption systems through solar panels and the purchase of Certificates of Green Energy or Guarantees of Origin. All of them are currently being analyzed, depending on the possibilities that exist in the different geographical areas where Gestamp operates.



### **Technological and R&D capacity**

Through innovation, Gestamp seeks to stay one step ahead of new technological trends and to offer top quality products that meet efficiency, weight, cost, quality, comfort, safety and sustainability requirements.

For the Group, creating increasingly lighter products is one of the most important factors, as weight has a direct impact on energy consumption and, therefore, on CO2 emissions, the regulation of which is becoming increasingly restrictive.

To this end, Gestamp is working on:

- **Research and application of new materials** (in addition to traditional steel, aluminium, carbon fibre and new high-strength steels, as well as multi-material hybrid structures) that are available worldwide with consistent quality.
- **Efficient and flexible production processes** throughout the production chain, all at a viable cost using appropriate technology for each case.
- **Investment in hot stamping technology**, one of the most advanced technologies for making the body-in-white structure of vehicles lighter and for improving its performance and passenger safety in the event of a collision. Gestamp is currently the biggest worldwide supplier of hot stamping products, covering the entire value chain, including the manufacture of its own dies and press lines. The Group had 94 hot stamping lines installed in their production plants on December 31<sup>st</sup>, 2019.
- **Collaboration on future electric and hybrid cars**, electric and hybrid cars have a battery, whose box exceeds the weight of the combustion engine. This forces manufacturers to use increasingly lighter solutions to counteract the additional weight. Gestamp's experience in developing lighter and safer parts, as well as its ongoing investment in R&D, means it can anticipate these future trends in the sector and, therefore, it is already working with its customers' large global electric and hybrid car platforms.

In addition, the Group has a R&D dedicated team of approximately 1,600 people both in the 13 R&D centres and in production plants. Many projects see the participation of not only R&D engineers, but also stamping, metrology, welding and quality engineers, whose contribution is invaluable throughout the entire development process.

### **Circular Economy-Waste Prevention and Management**

Gestamp has implemented a circular economy model according to which responsible management practices encourage segregating, reusing, recycling and recovering the vast majority of our waste.

The recycling/reuse rate of the Group is high, in which 98.2% of the total waste ends up recycling, reusing or recovering energy.

Final Destination of Waste	2018	2019
Recycling	84%	97.9%
Reuse	14%	0.3%
Landfill	0%	0.5%
Energy recovery	1%	0.3%
Other activities	1%	0.9%

\*Including scrap metal

Through the environmental indicator, Gestamp monitors the amount of hazardous and non-hazardous waste generated, the cost of its management and its final destination.

97% of the waste is non-hazardous, 98% of which is scrap metal. Scrap metal is a waste product that is 100% recyclable, as it is reintroduced into the steel production process and contributes to closing the life-cycle of the product, following a Circular Economy model. As regards hazardous waste, the most common types are contaminated water, mud, used oils and contaminated material (cloths and gloves stained mainly with oil).

At the Group level, two Indices are used that allow the company to know the evolution of waste generation and management based on added value.

Waste Production Index Evolution	2017	2018	2019
Waste Production Index (tonne of waste/€1,000,000 of added value)	17	15	15

\*Added value calculated based on January 15<sup>th</sup>, 2020 available data.

Waste Management Index Evolution	2017	2018	2019
Waste Management Index (cost of waste management in thousands of euros/€10,000,000 of added value)	14	17	17

\*Added value calculated based on January 15<sup>th</sup>, 2020 available data.

## Sustainable Use of Resources

### Water

Water is a limited natural resource, and while not being intensive in its use, Gestamp has savings and efficiency plans.

Water consumption in Gestamp's production plants is predominantly for domestic use. In plants where surface treatment processes are carried out, such as painting or galvanised finishing or parts or hydroforming processes, there is an industrial use of water. Only 27% of the Group's production plants have such a process. These systems are, in all cases, closed circuit so that water is reused for long periods of time.

Water Consumption Index Evolution	2017	2018	2019
Water Consumption Index (m <sup>3</sup> of water consumed /100,000 euros of added value)	60	57	56

\*Added value calculated based on January 15<sup>th</sup>, 2020 available data.

Water consumption according to the source (m3)	2017	2018	2019
Public Network	1,417,426	1,413,842	1,471,513
Surface Water	240	240	240
Underground Water	256,584	246,260	256,354

In addition, since 2015, Gestamp has completed the CDP Water Disclosure questionnaire, which is specifically regarding water issues, publicly disclosing its water footprint and providing information on the different aspects of managing this resource. The rating obtained in the CDP Water 2019 was "B-", where the average for Companies in the Metal Sector was a "B-".

CDP 2019 Water Score	Score (A, B, B-, C, C-, D, D-)
Gestamp	B-
Average of Metal Sector Companies	B-

### Raw materials

The manufacture of Gestamp parts requires the use of raw materials (steel, non-ferrous metals, as well as auxiliary materials (e.g. wire, welding gases, oils, etc.).

Raw materials represent approximately 44% of the Group's sales in the last three years, and steel represents over 85% of raw material purchases. In 2019, approximately 62% of the steel purchased in the Group was purchased through vehicle manufacturers' resale programmes, i.e. the manufacturer directly negotiates the price of the steel used to manufacture its parts with the steel suppliers.

Efficiency in processes, quality, product and tool design are fundamental in order to optimise and reduce raw material consumption. Therefore, Gestamp monitors all of this every quarter by means of different management systems of the Group controlled by the plants, divisions and corporate from different perspectives, in addition to the environmental perspective, such as the areas of Finance, Purchasing, Quality and the Technical Office, with the ultimate goal of achieving Operational Excellence.

Consumption of Raw Materials and Procured Materials (% of tn)	2017	2018	2019
Steel	99%	99%	99%
<b>Other procured materials:</b>	<b>1%</b>	<b>1%</b>	<b>1%</b>
Paint	5%	7%	6%
Oil	7.5%	9%	9%
Binder agent	5.7%	7%	7%
Welding wire	29.4%	28%	28%
Electrodes	2.1%	2%	1%
Chemical products	7.8%	9%	10%
Welding gases	42.4%	38%	39%

## Energy

The Group's energy expenditure includes the consumption of all energy sources (electricity, natural gas, diesel and LPG). The direct and indirect energy consumption throughout 2019 is detailed below.

The distribution of energy consumption globally is divided into 59% electricity, 35% natural gas and 6% other fuels.

Energy consumption by fuel type (GJ)	2017	2018	2019
Electricity	3,757,798	3,979,575	3,983,194
Natural gas	1,841,862	2,066,730	2,368,867
LPG	210,926	272,862	297,741
Diesel	33,276	41,707	36,203

## Biodiversity Protection

All Gestamp production plants are located in urban and industrial areas and comply with all the applicable land use regulations.

During 2019, Gestamp carried out a detailed study on the situation of its production plants in relation to nearby protected areas. The study has concluded that, although 69% of the Group's plants are located in an area close (<5km) or adjacent to a protected natural environment, given the characteristics of the production processes, the risk of affecting the natural environment is very low in 88% of these plants. According to the internal risk assessment, the risk is considered to be high in plants with industrial surface treatment processes that pour their waters into public waterways. Only 8 plants of the Group meet these conditions and, through internal audits, the company carries out the necessary control to ensure that they have implemented an accident/environmental incident prevention plan that minimises the occurrence of a possible event.

As a residual risk, at Gestamp we control environmental noise and light pollution within the operational control of the environmental management system certified under ISO 14001 and/or EMAS.

In the same way, Gestamp carries on actively and voluntarily participating in the EU Business @ Biodiversity Platform, within the Directorate General of the European Commission, a forum that aims to work with and help companies integrate natural capital and biodiversity considerations into business practice.

## 6.3 Social and Personnel-related Matters

Gestamp's continuous growth and internationalisation process has brought with it major challenges in terms of culture and human resource organisation and management: ongoing adaptation of the organisational structure to the growing needs of the Group, downsizing of staff, standardisation of processes, training on new technologies, talent management and boosting corporate culture.

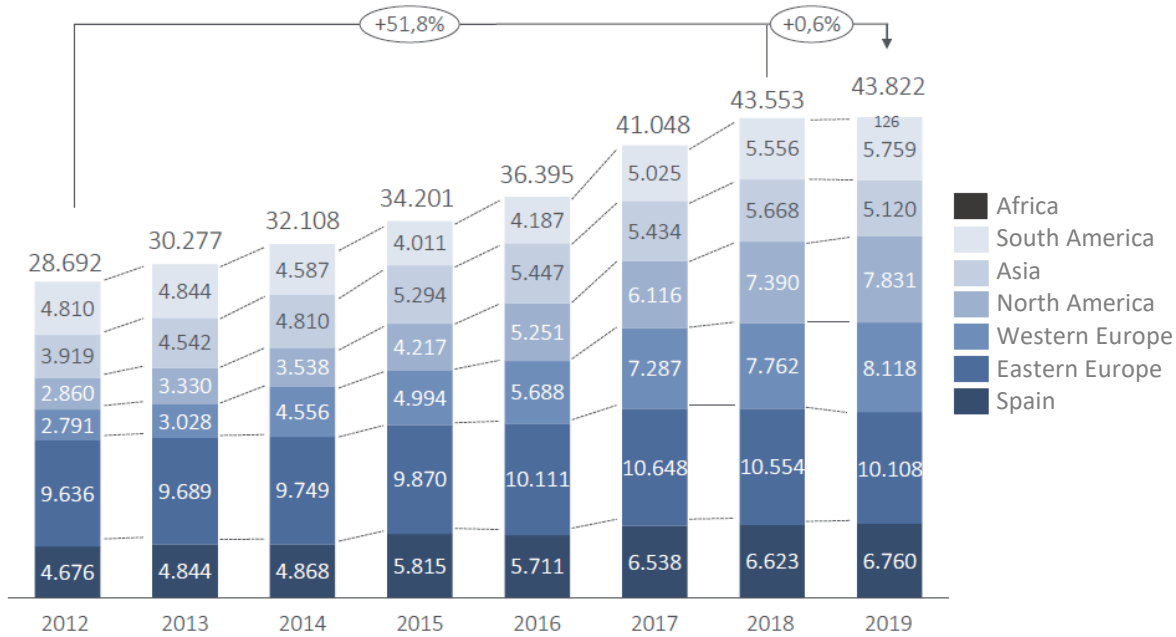
### Policy

The Human Resources and Organisation Department manages organisational structures and people at corporate level, as well as at divisional, regional and production centre level through the following areas:

- **Planning, analysis and metrics** that allow Gestamp to make decisions on the personnel requirements and the most suitable profiles at any given time.
- **Diversity and Equal Opportunities** among employees so that they are guaranteed and encouraged.
- **Compensation and Benefits** based on the same common model for the Group, which is mainly linked to the level of responsibility of the position, profile, duties, performance of the people and takes into consideration the reality of the different geographical areas where Gestamp operates.
- **Labour relations** developed in accordance with the labour and union legislation applicable in each geographical area and any existing collective bargaining.
- **Talent Management** which identifies and monitors people talent with a view to promotion and/or mobility within the organisation.
- **Training and Development** on the skills necessary for people to perform well in their jobs and develop new skills in critical areas for business in the medium and long term, and also on leadership skills to fill key positions in the future.
- **Occupational Health and Safety** are integrated at all levels of the organisation from day-to-day tasks to company decisions so as to ensure safe working conditions and facilities.

## Employment

The global workforce has reached 43,822 employees. This is 0.6% more than in 2018 and 51.8% of accumulated organic growth over the last years after the large acquisitions of 2010 and 2011.



At the end of 2019, in addition to 43,822 own employees, 5,190 people from temporary agencies worked for the Group.

## Distribution of employees by country, gender and age

Country	2018	2019	Men	Women	<=20	21 - 25	26 - 35	36 - 45	46 - 55	56 - 65	>=66		
Argentina	1,116	970	904	93%	66	7%	1	24	228	433	215	65	4
Brazil	4,440	4,789	4,130	86%	659	14%	281	625	1,830	1,551	401	93	8
Bulgaria		115	91	79%	24	21%	3	16	32	30	28	6	0
China	4,523	3,988	3,255	82%	733	18%	82	311	1,998	1,215	321	62	0
Czech Republic	1,256	1,498	912	61%	586	39%	101	206	381	373	269	160	8
France	1,636	1,617	1,316	81%	301	19%	12	62	281	479	585	198	0
Germany	4,562	4,373	3,912	89%	461	11%	183	218	866	886	1,237	974	9
Hungary	530	534	366	69%	168	31%	16	36	143	170	126	43	0
India	807	793	779	98%	14	2%	0	80	549	129	31	3	1
Japan	63	78	64	81%	15	19%	0	4	25	26	16	8	0
Mexico	3,670	3,738	2,774	74%	964	26%	118	673	1,620	964	333	29	1
Morocco		126	99	79%	27	21%	9	61	47	6	3	0	0
Poland	1,111	1,131	879	78%	252	22%	33	159	451	357	94	36	1
Portugal	1,299	1,367	876	64%	491	36%	29	181	395	421	264	76	1
Romania	470	451	242	54%	209	46%	6	39	149	114	105	37	1
Russia	594	630	508	81%	122	19%	2	49	355	168	48	7	1
Slovakia	349	380	257	68%	123	32%	4	35	122	136	57	26	0
South Korea	250	232	217	94%	15	6%	1	11	88	84	44	4	0
Spain	6,623	6,760	5,624	83%	1,136	17%	19	234	1,337	2,345	2,180	642	3
Sweden	398	311	273	88%	38	12%	0	7	76	79	103	44	2
Taiwan	18	18	15	83%	3	17%	0	0	3	6	4	4	1
Thailand	7	11	2	18%	9	82%	0	0	10	0	1	0	0
Turkey	3,452	3,379	3,193	94%	186	6%	6	275	1,721	1,182	186	8	1
United Kingdom	2,659	2,440	2,188	90%	252	10%	60	162	528	462	660	538	30
United States	3,720	4,093	3,219	79%	874	21%	106	457	1,153	942	902	505	28
<b>Total Gestamp</b>	<b>43,553</b>	<b>43,822</b>	<b>36,094</b>	<b>82%</b>	<b>7,728</b>	<b>18%</b>	<b>1,072</b>	<b>3,925</b>	<b>14,388</b>	<b>12,557</b>	<b>8,213</b>	<b>3,568</b>	<b>100</b>
							2%	9%	33%	29%	19%	8%	0%

## Distribution of employees by type of contract and country

Country	Total Own workforce	Open ended	Fixed term	Apprentices	Internship	Total Temporary Agencies	Total Own & Temp. Agencies
Argentina	970	962	8	0	0	0	970
Brazil	4,789	4,668	16	72	33	53	4,842
Bulgaria	115	115	0	0	0	15	130
China	3,988	3,698	285	1	4	620	4,608
Czech Republic	1,498	1,123	367	8	0	354	1,852
France	1,617	1,569	14	34	0	361	1,978
Germany	4,373	3,885	342	143	3	271	4,644
Hungary	534	534	0	0	0	0	534
India	793	772	11	4	6	534	1,327
Japan	78	74	4	0	0	6	84
Mexico	3,738	3,432	306	0	0	362	4,100
Morocco	126	110	10	0	6	0	126
Poland	1,131	607	500	24	0	240	1,371
Portugal	1,367	681	671	0	15	369	1,736
Romania	451	451	0	0	0	0	451
Russia	630	614	16	0	0	41	671
Slovakia	380	268	112	0	0	9	389
South Korea	232	230	2	0	0	30	262
Spain	6,760	5,691	985	27	57	554	7,314
Sweden	311	305	6	0	0	19	330
Taiwan	18	18	0	0	0	0	18
Thailand	11	0	11	0	0	18	29
Turkey	3,379	3,379	0	0	0	0	3,379
United Kingdom	2,440	2,355	2	83	0	612	3,052
United States	4,093	4,023	37	23	10	723	4,816
<b>Total Gestamp</b>	<b>43,822</b>	<b>39,564</b>	<b>3,705</b>	<b>419</b>	<b>134</b>	<b>5,190</b>	<b>49,012</b>
		90.30%	8.50%	1.00%	0.30%		

## Classification by type of labour

With regards to the type of employment, the Group has set out the following major professional categories:

- **Direct labour:** employees of production plants directly involved in the processing of raw materials and components into intermediate or finished products.
- **Indirect labour:** employees of production plants whose job is to provide direct support to the production process, thus ensuring that the process is not interrupted.
- **Staff labour:** any office employee in production plants or service centres.

Thus, at December 31<sup>st</sup> 2019, 19,571 (44.7 %) employees fell into the category of direct labour, 14,699 employees (33.5%) into the category of indirect labour and the remaining 9,552 (21.8 %) into the category of staff labour.

### Average number of employees by type of contract and professional classification\*

Type of contract	Direct Labour	Indirect Labour	Staff Labour	Total
Open Ended (FT)	13,450	10,479	7,469	31,399
Open Ended (PT)	140	76	155	371
Fixed Term (FT)	2,266	981	474	3,721
Fixed Term (PT)	184	82	62	328
Apprenticeship (FT)	37	261	84	382
Apprenticeship (PT)	9	11	4	24
Internship (FT)	12	46	97	155
Internship (PT)	0	5	12	17
<b>Total</b>	<b>16,098</b>	<b>11,941</b>	<b>8,356</b>	<b>36,396</b>

\* The table includes the average workforce of those companies that are covered by the corporate computer system which includes all the most significant regions and countries where Gestamp has full management control.

The data presented refer only to the year 2019 because in 2018 the information was not available.

FT: Full-time hours

PT: Part-time hours

### Average number of employees by type of contract and gender\*

Type of Contract	Men	Women	Total
Open Ended (FT)	26,234	5,165	31,399
Open Ended (PT)	182	189	371
Fixed Term (FT)	2,726	995	3,721
Fixed Term (PT)	269	58	328
Apprenticeship (FT)	329	53	382
Apprenticeship (PT)	23	1	24
Internship (FT)	115	40	155
Internship (PT)	7	10	17
<b>Total</b>	<b>29,885</b>	<b>6,511</b>	<b>36,396</b>

\* The table includes the average workforce of those companies that are covered by the corporate computer system which includes all the most significant regions and countries where Gestamp has full management control

The data presented refer only to the year 2019 because as the information in 2018 was not available.

FT: Full-time hours

PT: Part-time hours

### Average number of employees by type of contract and age\*

Type of contract	<=20	21 - 25	26 - 35	36 - 45	46 - 55	56 - 65	>=66	Total
Open Ended (FT)	429	2,492	10,013	9,068	6,526	2,797	74	31,399
Open Ended (PT)	4	7	72	114	81	85	8	371
Fixed Term (FT)	209	743	1,376	878	393	117	5	3,721
Fixed Term (PT)	65	25	32	24	13	164	5	328
Apprenticeship (FT)	252	86	35	7	2			382
Apprenticeship (PT)	17	7	-					24
Internship (FT)	24	84	44	3				155
Internship (PT)	2	10	5			1		17
<b>Total</b>	<b>1,002</b>	<b>3,453</b>	<b>11,578</b>	<b>10,093</b>	<b>7,014</b>	<b>3,163</b>	<b>92</b>	<b>36,396</b>

\* The table includes the average workforce of those companies that are covered by the corporate computer system which includes all the most significant regions and countries where Gestamp has full management control

The data presented refer only to the year 2019 because in 2018 the information was not available.

FT: Full-time hours

PT: Part-time hours



**Voluntary turnover rate\***

Country	2018	2019
Argentina	5.8%	11.2%
Brazil	3.6%	2.8%
Bulgaria	N/A	11.8%
China	29.3%	21.7%
Czech Republic	13.1%	13.5%
France	4.2%	4.8%
Germany	3.2%	2.8%
Hungary	30.7%	23.2%
India	6.5%	6.8%
Japan	11.9%	13.7%
Mexico	12.2%	10.6%
Morocco	N/A	0.0%
Poland	0.9%	5.8%
Portugal	4.8%	3.3%
Romania	20.7%	14.1%
Russia	16.9%	11.2%
Slovakia	2.2%	6.2%
South Korea	16.7%	38.3%
Spain	3.0%	2.8%
Sweden	16.8%	15.0%
Taiwan	5.6%	0.0%
Thailand	0.0%	0.0%
Turkey	5.6%	3.8%
United Kingdom	8.8%	8.5%
United States	21.1%	18.6%
<b>Total</b>	<b>10.3%</b>	<b>9.0%</b>

\* Voluntary turnover rate for employees with open-ended contracts. N/A = not applicable as not part of the perimeter

### Layoffs by gender, age and professional classification

	Direct Labour	Indirect Labour	Staff Labour	Total
<b>&lt;=20</b>	<b>92</b>	<b>11</b>	<b>2</b>	<b>105</b>
Women	25	0	1	26
Men	67	11	1	79
<b>21 - 25</b>	<b>302</b>	<b>98</b>	<b>20</b>	<b>420</b>
Women	77	13	11	101
Men	225	85	9	319
<b>26 - 35</b>	<b>515</b>	<b>313</b>	<b>111</b>	<b>939</b>
Women	149	35	22	206
Men	366	278	89	733
<b>36 - 45</b>	<b>294</b>	<b>185</b>	<b>99</b>	<b>578</b>
Women	103	17	27	147
Men	191	168	72	431
<b>46 - 55</b>	<b>94</b>	<b>88</b>	<b>76</b>	<b>258</b>
Women	27	15	10	52
Men	67	73	66	206
<b>56 - 65</b>	<b>27</b>	<b>32</b>	<b>26</b>	<b>85</b>
Women	0	2	5	7
Men	27	30	21	78
<b>&gt;=66</b>	<b>2</b>	<b>1</b>	<b>1</b>	<b>4</b>
Women	2	1	1	4
Men	0	0	0	0
<b>Total</b>	<b>1,326</b>	<b>728</b>	<b>335</b>	<b>2,389</b>

*\*Layoffs of employees of those companies that are covered by the corporate system, which includes all the most significant regions and countries where Gestamp has full management control  
The data presented refer only to the year 2019 because in 2018 the information was not available.*

During 2019, out of the total layoffs employees, 1,902 corresponded to open - ended contracts and 487 to fixed term contracts.

### Distribution by professional classification and gender

The Group is in the process of reclassifying its workforce into professional groups and levels using the same methodology: *Gestamp Global Grading System (G3S)*.

By professional groups during 2019\*:

Professional classification	Women	Men
Senior Managers	18.5%	81.5%
Middle management	18.4%	81.6%
All other employees	17.7%	82.3%

*\* Scope: Employees under Gestamp Global Grading System (G3S) (90% of the total workforce)*

## Remuneration

Gestamp, in line with its equal opportunities principle enshrined in its Code of Conduct, promotes gender equality in access to employment, in the promotion of professionals and in equal pay.

Remuneration is based on levels of responsibility, external competitiveness and professional career, avoiding differences between men and women, beyond the merits achieved in the performance of their work.

### Average remuneration by professional category\*

	2018	2019
Senior Managers	€ 122,503	€ 124,847
Middle management	€ 68,030	€ 73,865
All other employees	€ 34,664	€ 36,934

\* Average remuneration paid (all monetary payment done through payroll) to employees managed with the same management system and who have also been classified using the same professional categories.

It does not include the mandatory content required by Law 11/2018 referring to the average remuneration and its evolution disaggregated by gender and age given the impossibility of offering these indicators as this information is not available as of the date of this Management Report. The main reasons are, on the one hand, that today our systems do not allow obtaining information with the level of detail required and with sufficient quality to comply with the provisions of the law due to the different management systems used in the regions and, on the other hand, the existence of productive plants and large volume operations centers where their management is shared with third-party companies extending beyond the Group the ability to obtain the required data. The Group in 2020 will work to develop all the technical aspects necessary to be able to report this information in the future.

## Salary Gap

In a recent analysis carried out in Spain for the Corporate areas, Business Units, Divisional teams, the salary gap identified between men and women regarding employees classified at the same level of the professional classification system is 5.4%, taking the fixed remuneration as a reference, and 5.6 % taking the total remuneration as a reference. These differences are due to the composition of the workforce in each of the levels whose distribution by men and women includes different profiles of seniority in the company, age and work experience.

On the other hand, a wider study has been carried out to calculate the salary gap between men and women that includes all regions with the most significant countries where Gestamp has the complete management control of productive plants. As remuneration in most of these plants is managed based on local collective agreements and there is no common classification model that allows a comparison by levels of homogeneous responsibility throughout the Group, the wage gap has been calculated in based on the average hourly cost according to the type of labour (direct, indirect and staff) in each country. The result obtained places the average wage gap of the Group's production plants at 15.3%. Among the types of labor, the staff is the group that has the greatest diversity of responsibility levels. This makes the salary gap calculated between women and men not as accurate as in the study conducted for Corporate, Business Units and Divisional employees.

### Average remuneration for directors (in thousands of Euros)\*

Member	Fixed	Subsistence allowance	Memberships on Board Committees	Salaries	Short-Term Variable	Long-Term Variable	Severance payments	Other items	Total 2019	Total 2018
Mr. Francisco Javier Riberas Mera	0	0	0	714	260	0	0	0	974	960
Mr. Francisco López Peña	0	0	0	561	217	0	0	15	793	780
Mr. Alberto Rodríguez-Fraile Díaz	80	0	30	0	0	0	0	0	110	105
Mrs. Ana García Fau	80	0	15	0	0	0	0	0	95	90
Mr. César Cernuda Pezo	80	0	0	0	0	0	0	0	80	75
Mr. Pedro Sainz De Baranda	80	0	15	0	0	0	0	0	95	90
Mr. Javier Rodríguez Pellitero	80	0	30	0	0	0	0	0	110	105
Mrs. Concepción Rivero Bermejo	34	0	0	0	0	0	0	0	34	0
Mr. Geert Maurice Van Poelvoorde	0	0	0	0	0	0	0	0	0	0
Mr. Gonzalo Urquijo Fernández de Araoz	80	0	15	0	0	0	0	0	95	90
Mr. Juan María Riberas Mera	80	0	15	0	0	0	0	0	95	90
Mr. Tomofumi Osaki	20	0	0	0	0	0	0	0	20	75
Mr. Shinichi Hori	80	0	0	0	0	0	0	0	80	56
Mr. Katusutoshi Yokoi	59	0	0	0	0	0	0	0	59	0
<b>Total</b>	<b>754</b>	<b>0</b>	<b>120</b>	<b>1275</b>	<b>477</b>	<b>0</b>	<b>0</b>	<b>15</b>	<b>2641</b>	<b>2.516</b>

\*The amount of the of the Directors with executive functions reflected in this section does not match the amount reflected under this same heading in Note 32.2. of the notes to the consolidated financial statements of the Group as the criteria applied is the same as in the Annual Remuneration Report. The Other External Director, Geert Maurice Van Poelvoorde, waived his right to the remuneration accrued in his favor as Company Director for professional reasons, with no amounts or remuneration items whatsoever paid to him since his appointment. Geert Maurice Van Poelvoorde resigned on July 15, 2019. Mrs. Concepción Rivero was appointed Director of Gestamp Automoción on July 29, 2019. Mr. Tomofumi Osaki resigned on April 2, 2019 and Mr. Katusutoshi Yokoi was named with full effect on April 4, 2019. In the information provided for financial year 2018, the remuneration paid to Mr. Noburu Katsu for the period from 1 January 2018 to 2 April 2018, the date on which his resignation was received, is not included. As such, it does not coincide with the information provided in the Annual Remuneration Report corresponding to financial year 2018. Other items are remuneration in kind: life insurance and company car premiums

The remuneration of Gestamp directors is set out individually in the [Directors' Remuneration Report](#) and Corporate Governance Report, section C.1.13 as detailed below:

### Management Committee Remuneration (in thousands of Euros)\*

Member	Position
Mr. Fernando Macias Mendizabal	Manager of South Europe Division
Mr. Manuel López Grandela	Manager of Mercosur Division
Mr. Juan Miguel Barrenechea Izarzugaza	Manager of North America Division
Mr. Kevin Stobbs	Manager of Asia Division
Mr. Torsten Greiner	Manager of the Mechanism Business Unit (Edscha)
Mr. Manuel de la Flor Riberas	General Manager of Human Resources and Organization
Mr. David Vázquez Pascual	General Manager of Legal, Tax and Corporate Governance
Mr. Mario Eikermann	Manager of the Chassis Business Unit and Sales Director of BIW
Mrs. Carmen de Pablo Redondo	Chief Financial Officer
<b>6,640</b>	

\* The remuneration reflected in this section does not match the amount reflected under this same heading in Note 32.3. of the notes to the consolidated financial statements of the Group as the criteria applied is the same in the Annual Corporate Governance Report. The total remuneration includes the remuneration paid to Mr. Miguel Escrig, who ceased as a member of the Management Committee during the year.

## **Integration and universal accessibility of persons with disabilities**

In order to facilitate access to employment for people with disabilities, the Gestamp Group companies directly hire them, whereby they thus form part of their staff, or they may outsource products and services to special employment centres.

The number of employees with a disability in the entire Group in 2019 was 837, representing 1.9% of the Group's workforce. The direct contracting of services to special employment centres in Spain was over 1.2 million Euros.

For the construction of new facilities, Gestamp hires local engineers that prepare the projects in accordance with the local regulations of each country, also complying with the requirements in the field of accessibility. These regulations change in each country, which in some cases are more restrictive than others, especially regarding the installation of lifts in office buildings.

Furthermore, in order to make information more accessible, the [Gestamp website](#) has been adapted and complies with all of the Level AA conformance criteria developed by the World Wide Web Consortium's (W3C) Web Accessibility Initiative (WAI).

## **Organisation of work, reconciliation measures and work absenteeism**

At Gestamp's production plants, due to the nature of its business, activity is continuous, sometimes 24 hours a day, and therefore certain groups, generally those classified as Direct and Indirect Labour, have to work shifts. This organisation of work does not prevent Gestamp from promoting the rotation of such shifts, with the aim of facilitating the adjustment of working hours to the specific needs of workers.

In addition, 68% of Gestamp's work centres implement measures related to the reconciliation of work and private life, in positions where this is possible, such as: flexible working hours, intensive working days, reduced working days or adapting the working hours in certain family circumstances.

The absenteeism rate in Gestamp has remained at 3.9% compared to the previous year. The total number of absenteeism hours in 2019 was 3,143,254. This includes hours of absenteeism due to common illnesses, accidents and occupational illnesses, accidents on one's way to or from work, and those that are unjustified. 64% are due to common illnesses.

## **Labour relations**

The management of labour relations at Gestamp is undertaken in accordance with the labour legislation applicable in each geographic area.

With worker representation in each plant, all aspects relating to employee labour relations are negotiated. In 2019, 68% of employees were covered by a collective agreement. Additionally, in most productive plants there are specific Occupational Health and Safety Committees.

In geographic areas that call for it, due to historical, cultural or legal obligations, there are inter-centre committees that complement the in-plant negotiating framework.

The company has a European Works Council with representatives from all of the countries where it operates.

Gestamp places special emphasis on issues that are unavoidable for the Group: respect for union and labour legislation, policies of non-discrimination, compliance with the Code of Conduct, occupational health and safety, and training and development in key areas to ensure the correct implementation of the business strategy, which always follows the framework of the fundamental labour rights set out in the agreements of the International Labour Organization (ILO).

### Employees covered by a collective agreement

Country	2018			2019		
	Total own workforce	Estimated coverage 31.12.2019	%	Total own workforce	Estimated coverage 31.12.2019	%
Argentina	1,116	1,116	100%	970	970	100%
Brazil	4,440	4,440	100%	4,789	4,789	100%
Bulgaria				115	115	100%
China	4,523	247	5.5%	3,988	691	17.3%
Czech Republic	1,256	0	0%	1,498	0	0%
France	1,636	1,636	100%	1,617	1,425	88.1%
Germany	4,562	4,204	92.2%	4,373	3,979	91.0%
Hungary	530	0	0%	534	0	0%
India	807	190	23.6%	793	228	28.8%
Japan	63	0	0%	78	43	55.1%
Mexico	3,670	2,584	70.4%	3,738	2,581	69%
Morocco				126	0	0%
Poland	1,111	796	71.6%	1,131	821	72.6%
Portugal	1,299	489	37.6%	1,367	1367	100%
Romania	470	470	100%	451	451	100%
Russia	594	0	0%	630	0	0%
Slovakia	349	189	54.2%	380	195	51.3%
South Korea	250	218	87.2%	232	190	81.9%
Spain	6,623	6,623	100%	6,760	6,760	100%
Sweden	398	398	100%	311	311	100%
Taiwan	18	0	0%	18	0	0%
Thailand	7	0	0%	11	0	0%
Turkey	3,452	3,295	95.5%	3,379	3,379	100%
United Kingdom	2,659	1,516	57%	2,440	1,382	56.6%
United States	3,720	128	3.4%	4,093	123	3%
<b>TOTAL Gestamp</b>	<b>43,553</b>	<b>28,540</b>	<b>65.5%</b>	<b>43,822</b>	<b>29,800</b>	<b>68%</b>

## Occupational Health and Safety

Gestamp is committed to offering its employees, and any company working in its facilities, a safe and healthy environment. It therefore has an ambitious occupational risk prevention policy and its own comprehensive management system, called Gestamp Health and Safety System (GHSS).

The main characteristics of the system are:

- **An extensive team of professionals** dedicated to prevention, from corporate level to the plants, to provide their opinions when undertaking improvements and starting new projects.
- **The inclusion of experts in working and prevention management conditions** that seek best practices and solutions and define the direction of the system.
- **The creation of manuals and supporting documents:**
  - Safety standards
  - Management guides
  - Specifications
  - Best practices
- **Gestamp Health and Safety Indicator (GHSI)**, with the following main functions:
  - To accurately evaluate the safety performance of the plants, according to how they are managed and the specific conditions of the work centres, through periodic audits and reviews.
  - To be the Group's safety standard, recognised by all employees, which compares all plants on equal terms.
  - To accumulate the knowledge gained over the years and use it to detect areas in need of improvement in a detailed manner.
- **IT applications and web communities**
- **Collaboration with other corporate departments** so that health and safety is another aspect to consider in new projects: layout design, machinery and facility purchasing, training and corporate policies.
- **Awareness campaigns.** In 2019, an extensive campaign continued, using videos focusing on the operation of overhead cranes due to the high risk involved given the fact that they are very frequently operated, the weight and dimensions of the loads and due to the accuracy during movement, especially in warehouses.
- **Safety Climate Assessment.** In 2019, the *Safety Climate Project* was continued (through the *NOSACQ-50* tool) whose objective is to know how safety is perceived within plants and at all hierarchical levels. The Group's first pilot plant to implement it was Gestamp Palau (Spain) and was extended to other plants in Portugal in 2019.
- **Training programmes.** In 2019, training material for crane operators using new virtual reality technologies was developed, specifically in the die turning operations.

- **Participation in international forums** Organisation of the 90th MNC EHS Meeting in Kunshan, China.

Additionally, in 2019 Gestamp joined the Luxembourg Declaration as a healthy company within the European Network for Workplace Health Promotion (ENWHP).

### Indicators and results

Within the general system, Gestamp has developed the GHSI tool to enable to analyse, in all of the Group's plants equally, 78 factors related to:

- **Traditional Indicators:** Frequency Rate, Severity Rate and Serious Accidents.
- **Working Conditions:** Indoor traffic routes, safety conditions for different types of machinery, warehouse conditions, etc.)
- **Prevention Management:** Management of external companies, specific training, working at a height, etc.)

It is Gestamp's own tool, designed and adapted to the particularities of the company's activity, achieving higher levels of stringency than those that are required by international standards; it covers all fields of action and is integrated at all levels of the organisation.

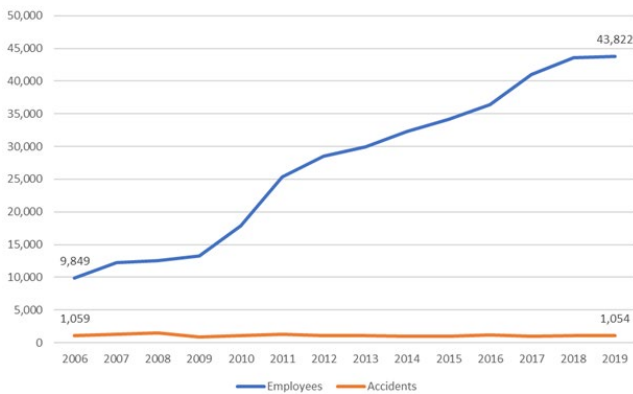
According to performance in the previous year and the starting situation, each production plant establishes its action plan with the aim of making improvements. Around 60 complete audits were carried out in the plant and over 1,400 improvements were reviewed through the GHSI application in 2019 to maintain system consistency.

The following table shows the evolution of working conditions and prevention management during 2019, broken down by Division.

Division	Working Conditions improvement %	Prevention management improvement %
South America	4%	5%
Southern Europe	2%	-2%
Asia	0%	1%
North America	4%	-9%
Germany - Hungary	-2%	-2%
Northern Europe	1%	-1%
Edscha	2%	1%
TTE	7%	1%
<b>Gestamp</b>	<b>2%</b>	<b>-2%</b>



Despite the Group's growth, in terms of business and people, the company has not only maintained the rates, but rather has improved on them, which is a clear indication of its effort in the area of prevention.



	2006	2019	Evolution
Employees	9,849	43,882	346%
Accidents	1,059	1,054	-0.5%

Since 2017, Gestamp has not had any fatal accidents at its facilities.

Traditional Indicators	2018	2019
Frequency Rate <sup>1</sup>	12	11
Severity Rate <sup>2</sup>	0.19	0.18
Fatal accidents	0	0

Traditional Indicators by gender in 2019	Male	Female	Group
Frequency Rate <sup>1</sup>	13	2	11
Severity Rate <sup>2</sup>	0.20	0.05	0.18
Total Accidents <sup>3</sup>	<b>1,016</b>	<b>38</b>	<b>1,054</b>
Own Employees	907	33	940
Subcontracted Employees	109	5	114
Fatal accidents	0	0	0
Total Occupational Disease <sup>4</sup>	<b>2</b>	<b>1</b>	<b>3</b>
Own Employees	2	1	3
Subcontracted Employees	0	0	0

\*Data not available for 2018 by gender

(1) Frequency Rate: Number of accidents and occupational diseases/For every 1,000,000 hours worked.

(2) Severity Rate: Number of work days (M-F) lost due to occupational disease or accidents/1,000 hours worked.

(3) Accidents with leave occurring to all employees who carry out their own tasks or necessary to our activity. ETTs and outsourcing of own services are included. Does not include accidents in itinerary.

(4) Occupational disease: the one contracted as a result of exposure to risk factors inherent in work activity and has been declared by a doctor.

## Training & Development

### Training

Gestamp has a training model that aims to achieve three fundamental objectives:

- **To ensure that all professionals have the skills required** to undertake their work with excellence
- **To accompany the business priorities** of Gestamp at all times
- **To plan the development of those who will hold key positions** for our activity in the immediate future.

To ensure the operation of this model, in 2019 Gestamp devoted more than 76% (specifically, 18,200 training activities) of its learning activities to the transmission of the company's principles and values, as well as updating and deepening the Company's current and future processes and operations.

During 2019, Gestamp taught 1.2 million hours of training (1,254,848 hours).

Number of training hours	2018	2019
Direct Labour	571,405	586,560
Indirect Labour	417,778	428,693
Staff Labour	220,606	239,596
Total	1,209,789	1,254,848

The number of training activities' attendees was 193,000 in 22 countries and the average number of training hours undertaken per employee was over 28.

Number of attendees	2018	2019
Direct Labour	105,155	105,021
Indirect Labour	54,730	55,733
Staff Labour	30,031	32,298
Total	189,916	193,052

Average training hours	2018	2019
Total number of training hours	1,209,789	1,254,848
Average own workforce	43,304	43,938
Average hours of training per employee	27.9	28.6

In particular, the Corporate University dedicated over 48,000 hours to disseminate knowledge among Gestamp professionals in 2019. This knowledge is distributed as follows:

- **Business knowledge and organisational culture** - 7,700 hours have been given to more than 6,000 new Group members
- **Knowledge of products, technologies and processes** - more than 27,000 hours have been dedicated to developing the technical skills of our professionals in disciplines such as assembly technologies, stamping and metal forming processes, new materials, etc.
- **Management and leadership skills** - 470 Gestamp managers have received training in competencies linked to the Group's leadership competency model, investing more than 6,000 hours

in developing their capacity for decision making in uncertain environments, multicultural team management or operational excellence.

- **Knowledge of requirements by job position** - The Professional Academy of the Corporate University concentrates efforts to offer a training itinerary to each professional profile in the company. In 2019, 14% of training hours (6,900 hours) were dedicated to this professional content.

At Gestamp, knowledge is structured and deployed through these four academies of the Corporate University. It can be accessed at any time and from any location through the Gestamp Virtual Campus, Gestamp Global Learning or face-to-face through the Group's different training centres. Some of these academies include the GTI (Gestamp Technology Institute) in Boroa (Spain), the Gestamp Technology Institute in Puebla, Mexico. The former joined in 2019. In particular, this new centre has trained 14 students to be a talent pool of die maintenance technicians for Gestamp, dedicating 1,400 hours of dual training per student.

## Talent management

The process of attracting, developing and retaining talent for the Group is essential to have the best professionals and ensure success in the execution of the strategy.

The company's growth in new markets or geographies has meant developing and providing career opportunities for professionals in the organisation outside their place of origin. At the same time, it has allowed the company to create a talent pool of highly trained professionals, as well as to increase the internal vs. external promotion ratio for the most significant critical positions.

The position ratio covered by internal promotion in the case of Division Directors and Country Managers is 87%.

In the case of Plant Managers, the ratio is somewhat lower, at 72%, due to the existence of new markets where for cultural and language reasons it is advisable to use local resources. If we look at mature areas, such as Spain, France and Portugal, the internal vs. external promotion ratio increases to 86%.

In 2019, Gestamp worked on a global talent management initiative that will allow for the Group's talent to be identified on a global and homogeneous basis. This identification will improve the process of building training, development and career plans for Group employees, especially those with high potential. This initiative will also contribute internally to keeping the status of the existing talent updated at all times to make any decisions that are required at any time based on the organisation needs.

To attract talent, Gestamp has diverse local and corporate initiatives. At the Corporate University, collaborations have taken place with educational institutions, such as the University of Comillas, the Engineering School (TECNUN) of the University of Navarra, the Mondragón University, the Technological University of Huejotzingo (Mexico) and professional training centres, on developing programmes that help to meet the needs of the Group relating to high specialisation profiles.

New editions of the International Master in Industrial Project Management, the Programme for Product Lifecycle Management (PLM) Analysts, Professional certificates for Tool and Die Making, Metrology, Commissioning and Maintenance of press lines, in 2019 the Master in Hybrid and Distributed

Architectures for Industry 4.0 programme was launched, aimed at covering the growing need for professional profiles in the field of Advanced Manufacturing and Industry 4.0.

Over 230 students have taken part in these training programmes aimed at bringing talent to the Group this year, learning a profession with high employability both in Gestamp and in companies in the sector.

## Equal opportunities

Gestamp respects the rights of equality and non-discrimination on the grounds of gender, sexual orientation, social origin, ethnic origin, age, disability and religion, among others. This is provided for in our Code of Conduct and under the 6<sup>th</sup> Principle of the UN Global Compact, which we have complied with since 2008.

In 2019, as a complement to this principle, 84 work centres developed local plans and specific measures to foster equal opportunities, mainly in selection processes, salary policy, training and development, as well as in organising work and personal time.

The presence of women is scarce in the automotive sector. At Gestamp, women represent 18% of the Group's total workforce. In terms of holding positions of responsibility, according to the *Gestamp Global Grading System (G3S)* methodology, 18.5% of management and 18.4% of medium level positions were held by women.

It is rather difficult to find women in selection processes for certain common positions in our business, such as die makers, welders or maintenance specialists, although in some work centres there is almost an equal number of men and women. This is the case in Gestamp Cerveira (Portugal) and Edscha Kamenice (Germany).

To foster female talent and to try to reverse the primarily male trend in the sector, as well as to ensure the development of digital skills, Gestamp launches different projects:

- **Gestamp Automotive English Summer Camp:** a project that aims to promote passion for cars among children, especially girls, and to develop STEM skills (science, technology, engineering and maths) through different workshops and activities in English. The GAESC is undertaken close to the plants in the Basque Country (Spain) during the holidays, helping Gestamp employees to balance their work and personal life.
- **Master's in Engineering for Mobility and Safety:** Gestamp has formalised a collaboration agreement with the Comillas Pontifical University. As such, the financial support provided by the company is directly linked to the University's commitment to see women account for close to 40% of the students on said Master's degree.

## 6.4 Ethics & Compliance: Respect for Human Rights and Fight Against Corruption and Bribery

Ethics and integrity are fundamental pillars of the Gestamp business model. The Group and its employees' decisions and actions contribute to building and maintaining its reputation and impact the confidence that stakeholders have in the Group. For this reason, Gestamp has a commitment to integrity and transparency in the development of its business.

### Code of Conduct

Gestamp has had a Code of Conduct since 2011. This Code is the common reference framework for the ethical and respectful behaviour of the members of the governing bodies and employees contractually linked with the Group companies or with any of the subsidiaries in which Gestamp has, directly or indirectly, majority shareholder status.

It contains the Rules of Conduct based on the Corporate Principles and on the ten principles of the UN Global Compact relating to human rights, labour standards, environmental standards and the fight against corruption.

On 7 May 2018, the Board of Directors approved the current version of the Code of Conduct in order to adapt and update its content to meet the requirements arising from the new listed company status of the Group's parent company.

The Code of Conduct is available on the Group's website, where it can be downloaded by users in any of the 18 languages spoken in the Group.

During 2018 and 2019, the Group carried out a campaign to disseminate and train all its employees and members of its governing bodies regarding the Code of Conduct, they were also asked to confirm receipt of the Online Code of Conduct. Currently, each new employee is given a document in their induction plan and asked to adhere to it.

Regarding training, all Group employees and governing bodies' members must have carried out, at least once, the introduction course on the Code of Conduct, which may be taken in one of the following ways:

- **Online training:** through the Gestamp Corporate University.
- **Face-to-face training:** For cases where the employee does not have access to a device that allows them to carry out said online training.

**External audits.** In 2019, Gestamp continued with the audit rotation plan conducted by an external independent auditor to verify the degree of implementation and knowledge of the Code of Conduct by employees. Specifically, in 2019 audits were carried out in all work centres in India, Russia and Mexico. In previous years, in addition to these countries that were already audited in 2014, other areas that are important for the Group such as Germany, Argentina, Brazil, China, United States, France, Portugal and the United Kingdom should be added.

Specific improvements are identified through the external audits. Measures and action plans are carried out to resolve particular aspects and to improve the application and knowledge of the Code of Conduct.

Taking as reference the Code of Conduct, the Group has been developing specific internal regulations to ensure better compliance with it, as well as other regulations that apply to it.

## **Respect for Human Rights**

For a global Group like Gestamp, with an intensive workforce, it is relevant and strategic to respect Human Rights as universal rules of conduct that must be applied to all companies through which it operates in the market.

Gestamp considers that respect for Human Rights is fundamental and, therefore, these are largely reflected in our Code of Conduct, the fundamental axis of our commitment to integrity. In addition, Gestamp is in line with the main international initiatives in this area, such as:

- The International Bill of Human Rights.
- ILO Declaration on Fundamental Principles and Rights at Work.
- Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy.
- The Guiding Principles on Business and Human Rights of the United Nations.
- The OECD Guidelines for Multinational Enterprises.
- The Ten Principles of the UN Global Compact.

During 2017, Gestamp carried out a study on Human Rights in all its workplaces worldwide that allowed human rights key issues to be defined, classifying them by relevance, criticality, probability of compliance as well as the capacity to manage them.

Based on this study, the Group has developed a Human Rights Policy incorporating other issues identified as priorities by other stakeholders such as customers and the financial community.

This policy was approved by the Board of Directors on 16 December 2019 and is intended to establish the general parameters of action that should govern the daily activity of the Group and convey the will of the group to comply with international best practices in the field of Human Rights' protection.

Fundamental principles contained in the Policy:

#### Labour principles

- Fair working conditions
- Equality and non-discrimination
- Decent employee treatment
- Eradication of forced labour and other forms of modern slavery
- Condemnation of child labour
- Health and safety in the workplace
- Freedom of association and the right to collective bargaining

#### Matters relating to the work environment

- Freedom of expression and opinion of employees
- Foster local employment
- Physical safety of employees in complicated contexts
- Decent work and rights regarding migrants

In addition to extending this respect for human rights to the supply chain, the Group has Corporate Social Responsibility Requirements for its suppliers, which includes, among other, labour and human rights, and business ethics. The document is available on the website and Supplier Portal. It is mandatory to accept them to be a supplier for the company and is included in the general purchase contract.

### **Crime prevention**

Gestamp has a Crime Prevention Model that aims to analyse and assess the risks arising from the potential commission of crimes within the Group, as well as identify the controls, already implemented or to be implemented, necessary to prevent, mitigate or detect criminal risks. Said Crime Prevention Model and its corresponding Criminal Risk Map and Crime Prevention Manual are reviewed and updated periodically.

On 16 December 2019, the Gestamp Board of Directors approved, on a proposal from the Audit Committee, the current version of the Criminal Risk Map and the Crime Prevention Manual that are part of the Prevention Model and that include a catalogue of 21 crimes identified for which the impact, the probability, the resulting risk and the effectiveness of the controls have been assessed. Likewise, the controls implemented or to be implemented in the Group have been identified for their effective prevention and detection.

## Corruption and bribery prevention

Corruption, fraud and money laundering are phenomena present in current society. These illegal activities stunt economic and social development, debilitate the Rule of Law and, from a business perspective, are detrimental to the market and corporate reputation.

Corruption, fraud and money laundering are part of the catalogue of crimes included in the Group's Crime Prevention Manual.

On 17 December 2018, the Gestamp Board of Directors approved the Anti-Corruption and Fraud Policy, which develops more specifically, the internal regulations regarding corruption, fraud and bribery already established in the Code of Conduct. This policy aims to design and establish the general guidelines for action that must be followed by the directors, managers and employees who are contractually bound to the Group's companies, as well as by third parties that liaise with the Group, in order to send out a strong and clear message against corruption and fraud in all of its forms and to explicitly declare its commitment to avoiding said conduct within the organisation.

This policy sets out a series of action principles and rules relating to corruption and fraud, gifts and entertainment, and donations and grants, which must take precedence in any business activity undertaken in the Group.

The Group is also aligned with the main international references on corporate responsibility and anti-corruption, including the tenth principal of the UN Global Compact, the recommendations of the Organisation for Economic Co-operation and Development (OECD), the US Foreign Corrupt Practices Act and the UK Bribery Act, among others

### **Bodies involved in the Code of Conduct and regulatory compliance**

Gestamp has the following bodies that, among other functions, ensure compliance with internal regulations and legislation applicable to the Group and are involved in the supervision and control of our Code of Conduct and our Crime Prevention Model:

- **Board of Directors**

The Board of Directors, as the maximum supervisory, management and control body of the Company, has, among others, the function of approving the Code of Conduct and other general policies related to it, as well as supervising the proper functioning of the Compliance Model with due diligence and effectiveness.

- **Audit Committee**

The Board of Directors has delegated the following functions related to ethics and integrity to the Audit Committee:

- Guaranteeing compliance with the Group's Code of Conduct.
- Supervise the Group's complaints channel.
- Review and propose for approval the Prevention Model and the Crime Prevention Manual to the Board of Directors.



- **Ethics Committee**

The Ethics Committee is a collegiate body with initiative and control powers. Its activity is supervised by the Audit Committee and predominantly involves the disseminating, and guaranteeing compliance with, the Code of Conduct, and promoting a culture of ethics and compliance within the Group. Furthermore, the Ethics Committee is regularly informed by the Compliance Office of all reports received and investigations underway. It can seek the authority to conduct the investigation and to establish any preliminary or disciplinary measures.

- **Compliance Office**

The Compliance Office reports to the Ethics Committee. Its functions include receiving, directing, monitoring, suitably informing and documenting;

- Any doubts, issues, enquiries and improvements proposed by employees in relation to the content of the Code of Conduct and of any document or implementing regulation.
- Any reports of employees or third parties relating to procedures which could potentially amount to violations of the Code of Conduct or that may be unlawful.

- **The Regulatory Compliance Unit**

The Regulatory Compliance Unit reports to the Ethics Committee and is responsible for guaranteeing compliance with any internal and external regulations applicable to the Group. Its functions include, but are not limited to, the following:

- Devising the Prevention Protocol under the supervision of the Board of Directors and its Audit Committee.
- Producing and regularly reviewing the Prevention Protocol in accordance with any legislative amendments or any changes affecting the day-to-day activities of the Group.
- Establishing the primary policies, procedures, controls and internal regulations to be implemented within the Group relating to regulatory compliance.
- Monitoring the operation, effectiveness and compliance of the Prevention Model.
- Regularly informing the Audit Committee and, if applicable, the Board of Directors of (i) the risk areas which may affect the Group, (ii) the results of assessments and monitoring of the Prevention Protocol, (iii) the measures implemented to control and mitigate criminal risks.
- Working alongside the Compliance Office to investigate any reports made via the authorised channels which may incur the criminal liability of the legal person.

### **Complaint channels**

In order to respond to communications in relation to possible breaches of the Code of Conduct and other internal regulations or legislation applicable to the Group as well as in relation to suggestions, queries or doubts, the Group has a complaints channel with the following communication channels in which the confidentiality of the process and the rights of the people who communicate in good faith and of the people denounced are guaranteed.

- Human Resources Managers (Delegates). There is the possibility of reporting through the Delegates, who report the submitted complaints to the *Compliance Office* .
- Compliance Office mailbox. Corporate email address managed directly by the Compliance Office.
- SpeakUp line. A complaints channel managed by an external company has been available since December 2016. Such communication may take place via telephone, web form or email. It is available at all times in all the languages of the Group. Communications are managed through the *Compliance Office*.

The reports are analysed and investigated as quickly as possible, applying the principles of confidentiality, non-retaliation and protection of personal data to all those involved in the investigation process, with a focus on the whistle blower and accused party. If an infringement is proven, the corresponding sanction shall be imposed by the competent internal bodies. The Group is committed to collaborating and cooperating with the authorities and judicial and administrative bodies in relation to the investigation of alleged criminal acts that may be committed within the Group.

In 2019, 116 reports were received through the different channels, 115 of which were complaints regarding potential breaches and 1 was a query.

Taking into account the communication channels used: 18 complaints were received through the Delegates, 44 directly through the mailbox Compliance Office and 53 through Speak Up Line.

As of 31 December 2019, of the 115 reported cases, 97 were closed and 18 remained open.

Subject Matter	Cases
<b>Integrity in our workplace:</b>	
Health and Safety	21
Discrimination and unfair treatment	11
Harassment	2
Respectful working environment	48
Equal opportunities	4
Respect for freedom of association and thought	0
Forced or child labour	0
<b>Integrity in the supply chain:</b>	
Limitations and incompatibilities	3
Conflict of interest	7
Acceptance/offering of gifts and hospitalities	1
Bad practices with suppliers	9
Corruption	0
Political activity	0
<b>Integrity regarding our shareholders and business partners</b>	
Reliability of information	0
Handling of information*	3
Privacy and confidentiality	0
Control of insider information	0
Asset protection	4
<b>Integrity in our environment:</b>	
Environment	0
Community commitment	2
<b>TOTAL</b>	<b>115</b>

\*No case has been related to financial matters

As a result of the investigations, appropriate measures have been taken in cases that have been deemed necessary, including:

- Number of dismissals: 17
- Salary and job termination cessation: 1
- Change of supplier: 10
- Cautions: 10
- Audits: 3
- Other internal actions: 16

## 6.5 Regarding Society

Gestamp is a powerful driving force behind local development in the communities in which their plants are located, creating employment, working with local suppliers, collaborating with organisations and institutions, or getting involved in social initiatives.

### **Company commitment to sustainable development**

Gestamp has always been committed to a sustainable business project (previously explained in the introduction section) and, as part of it, it establishes relationships with different stakeholders in the communities in which it operates.

Reflecting the commitment to local development, Gestamp is actively involved in different initiatives aimed at benefiting different communities. These initiatives are of an economic (clusters and business associations) and social nature (supporting improvement projects in education, environmental awareness raising, integration of disadvantaged groups, etc.) that arise from the knowledge of each plant on the social reality that surrounds them.

### **Cluster collaboration and business associations**

Gestamp participates in organisations, institutions and forums that aim to foster socio-economic, innovation and quality development and to contribute to spreading knowledge from the automotive sector in the countries where it operates.

The following are just a few of them:

#### **Bilateral Chambers of Commerce**

- German-Spanish Chamber of Commerce (AHK)
- British Chamber of Commerce in Spain
- Brazilian-Spanish Chamber of Commerce (CCBE)
- Spain-China Council Foundation
- Spain-US Council Foundation
- Spain-Japan Council Foundation
- Spain-Russia Council Foundation
- Moroccan-Spain Economic Council (CEMAES)

#### **Spanish regional clusters**

- Basque Automotive Cluster
- Automotive Cluster of Aragon (CAAR)
- Automotive Cluster of Cantabria (GIRA)
- Automotive Cluster of the Community of Valencia (AVIA)
- Automotive Company Cluster of Galicia (CEAGA)
- Automotive Industry Cluster in Catalonia (CIAC)
- Automotive Forum of Castilla y León (FaCyl)

### **Industrial associations**

- CLEPA (European Association of Automotive Suppliers)
- SERNAUTO (Spanish Association of Automotive Suppliers)
- ASEPA (Spanish Association of Automotive Professionals)
- STA (Association of Automotive Engineers)
- INSIA (University Institute of Automobile Research)
- OESA (Original Equipment Suppliers Association)
- CDTI (Centre for the Development of Industrial Technology)
- AEC (Spanish Quality Association)
- Industry 4.0 Chair of the Comillas Pontifical University

### **Economic Associations**

- Círculo de Empresarios (Businesspersons Association)
- Spanish Exporters and Investors Club
- IADG (Atlantic Institute of Governance)
- IEF (Family Business Institute)
- CEOE (Spanish Confederation of Business Organisations)
- CCE (Spanish Chamber of Commerce)
- COTEC Foundation for Innovation

### **Professional associations**

- AED (Spanish Association of Executives)
- APD (Association for Management Progress)
- Corporate Excellence - Centre for Reputation Leadership
- DIRCOM (Association of Communication Managers)
- FUNDACOM

### **Collaborations with non-profit organisations**

Since 2013, Gestamp has been adhering to the LBG (London Benchmarking Group) methodology with the aim of identifying, classifying and assessing the not-for-profit contributions that each one of its companies individually makes in the community in which it operates.

Following application of the methodology, in 2019, a total of 214 social and not-for-profit activities were identified that have benefited 300 organisations and in which a total of 5,515 employees voluntarily participated. The total value of the contribution amounts to 1,345,671 euros.

In terms of the type of contributions, the majority of activities undertaken related to monetary contributions (86.1%), which was followed by the time employees dedicated to causes during their work hours (9.1%). Another contribution, albeit representing a small percentage (4.4%), were in-kind contributions, such as donating leftover materials from works to non-profit organisations, furniture to families affected by natural disasters, surplus office supplies, etc.

## Social contribution by area of action

Area of action	Economic value	%
Education and youth	€544,237	40.6%
Health	€ 69,794	5.2%
Socio-economic development	€ 623,099	46.5%
Environment	€ 14,254	1.1%
Art and culture	€ 5,541	0.4%
Social well-being	€ 82,337	6.1%
Humanitarian aid	€ 461	0.1%
<b>TOTAL</b>	<b>€ 1,339,723</b>	<b>100%</b>

\*Administration Fees: €5,948.7

97.3% of the social contribution is related to the United Nations Sustainable Development Goals as follows:

Distribution of social projects by Sustainable Development Goals	
SDG 1. End of poverty	0.8%
SDG 2. Zero hunger	0.3%
SDG 3. Health and well-being	8.0%
SDG 4. Quality education	37.0%
SDG 5. Gender equality	0.2%
SDG 6. Clean water and sanitation	0.2%
SDG 8. Decent work and economic growth	3.8%
SDG 10. Reduction of inequality	2.4%
SDG 11. Sustainable cities and communities	0.1%
SDG 12. Responsible production and consumption	0.0%
SDG 13. Climate action	0.9%
SDG 17. Partnerships to achieve the goals	43.6%
<b>Percentage of the total Gestamp contribution</b>	<b>97.3%</b>

## Youth training

As a strategic focus, Gestamp significantly contributes to the technical-industrial training and education of local residents. It undertakes collaboration agreements and direct donations in the form of grants with regional universities, business schools and vocational training centres.

Besides, the Group provides young people, the so-called apprentices, the opportunity to combine theory and practice through its dual study programmes, which are taught around the world.

Apprentices combine practical training in the company with theoretical sessions taught in vocational training centres.

The aim of this kind of training is to:

- **Ensure that youths under the age of 25 obtain a post-compulsory secondary education certificate** through vocation training studies.
- **Improve the employability of youths** thanks to the high capacity the system has for putting theory into practice.
- **Form close relationships between education centres and Gestamp work centres**, establishing greater connection and communication in the youth and/or worker training process.

In general, apprentices who work at a Gestamp centre are accompanied by a tutor, perform normal working days, have a contract, are registered with the Social Security and earn a small wage. During 2019, Gestamp hosted 553 trainees and interns.

On a corporate level, there are a number of initiatives, such as those mentioned in the Training and Development chapter.

### **Subcontracting and suppliers**

Gestamp relies on its network of suppliers to carry out its activity. In 2019, the Group had 20,332 suppliers (94% local).

In addition to the economic impulse of demand on suppliers, Gestamp collaborates with a number of strategic suppliers with whom it undertakes key activities in its business model and whose competitive boost helps in seeking common benefit. Gestamp has a close relationship with raw material companies, suppliers of capital goods and production engineering, which accompany the construction and launch of new manufacturing plants throughout the world, and with subcontracted stamping companies that provide contrasted, flexible manufacturing.

Due to the growing globalisation of the business, managing the supply chain has become more complicated. Therefore, the Group has a methodology for the global management of suppliers. This methodology is called Gestamp Supplier Risk Management (SRM).

Its aim is to be able to effectively and consistently evaluate the performance of suppliers and to ensure that our supply chain meets all of the automotive requisites, as well as the local and international legal and regulatory standards, that are key elements in guaranteeing the continuity of the business. The evaluation is based on quality and sustainability (working conditions, health and safety, equality, environmental aspects, and business ethics).

Gestamp has Corporate Social Responsibility Requirements for Gestamp Group suppliers, available on the [website](#) and [Supplier Portal](#).

## Consumers

Many of the products produced by Gestamp help manufacturers to comply with safety regulations, which are becoming increasingly complex and difficult to address with regard to the comprehensive safety of vehicles. This is due to the fact that safety is one of the Group's strategic lines in the area of innovation and development, and it is implemented through:

- **Using materials, such as high-strength and ultra-high-strength steel**, which significantly improve the ability of vehicles to withstand impacts.
- **Designing energy absorption improvements** in the chassis and body-in-white product portfolio that increase driver and passenger safety by reducing side impacts to a minimum, while the bonnet hinges in our mechanism product portfolio improve pedestrian safety.
- **Developing technologies**, such as hot stamping, that meet the strictest safety requirements and that pass car-on-car crash tests.

Furthermore, the Gestamp Quality System, a management system, helps the company to continuously improve by focusing on complying with client requirements and fostering prevention over detection, which results in a reduction in defects and waste in the supply chain, while also being safe and sustainable.

A follow-up on the quality performance of parts delivered to clients is undertaken through internal audits, including on products, processes and systems, as well as through the use of indicators at all levels of the organisation (plants, regions, divisions and corporations).

All the incidents that occurred during the year were resolved between the automotive manufacturers and the Group, which favourably managed the incidents within the optimal time frames. That ensured that final users did not face any inconvenience whatsoever and no vehicle in the possession of a final user was recalled for a revision for any reason relating to the products supplied by the Group in 2019.

The manner in which said incidents were handled was the key element in resolving them. As such, there was no need to resort to the insurance guarantees that the Group has taken out.

## Tax strategy

Gestamp bases its fiscal strategy on current national and international tax regulations, aware of the importance and need of its contribution to the public finances of the different territories in which it operates.

Fiscal Policy revolves around four basic pillars:

- Responsibility in decisions and actions in fiscal matters.
- Tax contributions where the activities take place. Gestamp's aim has never been to relocate activities or profits to particular jurisdictions for purely fiscal reasons.
- Transparency in all the information that Gestamp provides to shareholders, the market and the different stakeholders with which it is associated; this information is also accessible, transparent and reliable.



- Cooperation with the different public administrations of the countries where Gestamp has an industrial presence and always subject to solid values of professionalism, collaboration, good faith, mutual trust and mutual respect.

The bodies at Gestamp that are competent and responsible for the fiscal area include the Board of Administration, the Audit Committee, the Risk Committees, the Fiscal Area of the Legal Advice and Tax Department, and the Internal Audit and Risk Management Department.

In particular, the Fiscal Area of the Legal Advice and Tax Department is in charge of preserving and developing all the principles and values of Gestamp in the area of taxation and of overseeing their fulfilment, defining and establishing the required control mechanisms. It also provides information on fiscal risks and their management to the Internal Audit and Risk Management Department. In turn, it follows up and monitors aforementioned risks, including them in the Group's Comprehensive Risk Management System and informing them to the Audit Committee.

Information of corporate tax expense, profit before taxes and subsidies by country.

Country	Total corporate tax expense	Profit before taxes 2019	Subsid. Capital	Subsid. Operation
Spain	-43.60	116.40	2.30	5.20
Germany	-6.60	3.20	0.40	0.00
United Kingdom	1.80	-17.60	0.50	0.60
France	-1.50	17.10	0.00	0.20
Portugal	-1.90	19.10	1.10	0.10
Sweden	-0.10	-2.30	0.00	0.00
Luxembourg	-0.20	-0.10	0.00	0.00
Morocco	0.00	-2.10	0.00	0.00
Turkey	-7.90	28.50	0.00	0.00
Russia	-0.20	19.80	0.00	0.00
Czech Republic	-1.00	-9.50	0.10	0.00
Poland	-0.30	46.70	0.00	0.00
Hungary	0.00	-0.20	0.00	0.00
Slovakia	-5.40	16.10	0.10	0.00
Romania	-0.10	0.30	0.00	0.00
Bulgaria	0.00	2.80	0.00	0.00
Brasil	1.70	34.30	0.00	0.00
Argentina	-1.80	-6.40	0.00	0.10
United States	-4.40	-32.10	0.00	7.30
Mexico	-13.40	27.30	0.10	0.00
China	-13.30	54.80	0.00	1.90
India	-11.50	14.10	0.00	0.00
South Korea	-1.80	10.60	0.00	0.00
Japan	-0.90	-8.30	0.80	0.00
Thailand	-0.30	1.60	0.00	0.00

The tax information related to fiscal year 2018 is included in Gestamp's Consolidated Financial Statements Annual Report corresponding to that fiscal year that is accessible on the web.

<https://www.gestamp.com/Investors-Shareholders/Economic-Financial-information/Annual-Information>

Index of contents required by Law 11/2018		Reference framework	Page	Reason for omission
<b>General Matters</b>				
Business Model	Brief description of the group's business model	GRI 102-2, 102-3, 102-4, 102-6, 102-7, 102-14, 102-15	3	
General	Reporting framework	GRI 102-54, 102-46, 102-47	16	
Management approach	Description of the policies that apply	GRI 103-1	16-57	
	Results of those policies	GRI 103-3	16-57	
	The main risks related to these issues related to group activities	GRI 102-15	16-57	
<b>Information on environmental issues - GRI: 103-2</b>				
Environmental Management	Current and foreseeable effects of the company's activities on the environment and, where appropriate, health and safety	GRI 307-1, 308-2	20-21	
	Environmental assessment or certification procedures	GRI 103-2, 308-1 ISO 14001 and EMAS II	21	
	Resources dedicated to the prevention of environmental risks	Financial accounting system	21	
	Application of the precautionary principle	GRI 102-11	20-21	
	Amount of provisions and guarantees for environmental risks	Insurance policy	21	
Pollution	Measures to prevent, reduce or repair carbon emissions (also includes noise and light pollution)	GRI 305-1, 305-2, 305-3, 305-6, 305-7	22-25	
Circular economy, waste prevention and management	Measures for prevention, recycling, reuse, other forms of waste recovery and disposal	GRI 301-2, 301-3, 306-1, 306-2 Gestamp Environmental System	25-26	

	Actions to combat food waste	-		Not applicable
Sustainable Use of Resources	Water consumption and water supply in accordance with local limitations	GRI 303-1 Gestamp Environmental System	26-27	
	Consumption of raw materials	GRI 301-1, 301-2 Gestamp Environmental System	27	
	Measures taken to improve the efficiency of its use	GRI 302-4, 302-5 Gestamp Environmental System	26-27	
	Direct and indirect energy consumption	GRI 302-1, 302-2 Gestamp Environmental System	28	
	Measures taken to improve energy efficiency	GRI 203-1, 302-1, 302-4, 302-5 Gestamp Energy Efficiency System	24	
	Renewable energy use	-	24	
Climate change	Important elements of greenhouse gas emissions generated as a result of the company's activities	GRI 201-2, 305-1, 305-2, 305-3 Carbon Disclosure Project	22-25	
	Measures taken to adapt to the consequences of climate change	GRI 103-2, 201-2 Carbon Disclosure Project	22-25	
	Reduction targets set to voluntarily reduce greenhouse gas emissions in the medium and long term and the resources set for this purpose	GRI 305-5, 301-1 Carbon Disclosure Project	22-25	
Biodiversity protection	Measures taken to preserve or restore biodiversity	GRI 304-3	28	
	Impact of activities or operations in protected areas	GRI 304-2, 303-2	28	

Information on social issues and personnel-related matters - GRI: 103-2; 102-8				
Employment	Total number and distribution of employees by country, gender and age.	GRI 405-1	30	
	Total number and distribution of employees by professional category	GRI 401-1	31	
	Total number and distribution of employment contract modalities	GRI 401-1	31	
	Annual average by contract modality (permanent, temporary and part-time) by gender, age and professional classification	GRI 401-1, 405-1	32	
	Number of dismissals by gender, age and professional categories	GRI 401-1	33-34	
	Salary Gap	GRI 405-2 Gestamp Global Grading System	35	
	Average remuneration and its evolution disaggregated by gender and age	GRI 405-2	35	Information not available with all the level of detail required
	Average remuneration of directors by gender	GRI 102-35 Annual Corporate Governance Report Annual Directors' Remuneration Report	36	
	Average remuneration of senior management by gender	GRI 102-35 Annual Corporate Governance Report	35	

	Implementation of work absenteeism policies	-	37	No work absenteeism policies are available. 78.2% of the workforce is directly involved in production processes.
	Employees with disabilities	GRI 405-1	37	
Work management	Working time management	GRI 401-2, 401-3	37	
	Number of absenteeism hours	GRI 403-2 Gestamp SAP HCM and BW	37	
	Measures aimed at facilitating conciliation and encouraging their co-responsible exercise by both parents	Gestamp Health and Safety System	37	
Health and safety	Health and safety conditions at work	GRI 403-1, 403-2, 403-3, 403-4 Gestamp Health and Safety System	39-41	
	Number of accidents at work by gender	GRI 403-2, 403-3 Gestamp Health and Safety System	41	
	Frequency rate by gender	GRI 403-2 Gestamp Health and Safety System	41	
	Severity rate by gender	GRI 403-2 Gestamp Health and Safety System	41	
	Occupational diseases by gender	GRI 403-2 Gestamp Health and Safety System	41	
Social relationships	Organisation of social dialogue, including procedures for reporting and consulting staff and negotiating with them	GRI 402-1, 403-1, 403-4	37	

	Percentage of employees covered by collective agreements per country	GRI 102-41	38	
	Balance of collective agreements, particularly in the field of health and safety at work	GRI 102-41, 403-4	37-38	
Training	Policies implemented in the field of training	GRI 404-2	42-43	
	Total number of hours of training by professional categories.	GRI 404-1	42	
Accessibility	Universal accessibility of persons with disabilities	GRI 405-1	37	
Equality	Measures taken to promote equal treatment and opportunities between women and men	GRI 401-3, 405-1, 405-2	44	
	Equality plans, measures taken to promote employment, protocols against sexual harassment and gender-based harassment	GRI 103-2, 405-1	44-45	
	Integration and the universal accessibility of persons with disabilities	GRI 405-1	37	
	Policy against all types of discrimination and, where appropriate, diversity management	GRI 103-2, 406-1	44-45	
<b>Information on respect for human rights</b> <b>GRI: 103-2; 102-15; 102-16; 102-17</b>				
	Application of due diligence procedures in the field of human rights	GRI 103-2, 412-2 Gestamp Code of Conduct	45-47	
	Prevention of risks arising from human rights violations and, where appropriate, measures to mitigate, manage and repair possible abuses committed	GRI 412-2 Gestamp Code of Conduct	45-47	
	Complaints about cases of human rights violations	GRI 406-1 Gestamp Code of Conduct	51	

	Promotion and compliance with the provisions of the ILO fundamental conventions related to respect for freedom of association and the right to collective bargaining	GRI 407-1, 408-1, 409-1, 410-1 Gestamp Code of Conduct	45-47	
	Elimination of discrimination in employment and occupation	GRI 405-1 Gestamp Code of Conduct	45-47	
	Elimination of forced or compulsory labour	GRI 409-1 Gestamp Code of Conduct	45-47	
	Effective abolition of child labour	GRI 408-1 Gestamp Code of Conduct	45-47	
<b>Information regarding the fight against corruption and bribery GRI: 103-2; 102-15; 102-16; 102-17</b>				
	Measures taken to prevent corruption and bribery	GRI 205-1, 205-2, 419-1 Gestamp Code of Conduct	47-50	
	Measures to fight money laundering	GRI 205-2, 419-1	47-50	
	Contributions to foundations and non-profit organisations	GRI 201-1, 413-1	47-50	
<b>Information about the company - GRI: 103-2; 413-1</b>				
Company commitment to sustainable development	Impact of the society's activity on the local development and employment	GRI 102-42, 102-43	52-57	
	Impact of the society's activity on local populations and in the territory	GRI 411-1, 413-2	52-57	
	Relationships maintained with local community actors and the dialogue modalities maintained with them	GRI 102-43	52-57	
	Partnership or sponsorship actions	GRI 203-1, 102-12, 102-16, 102-13	52-57	
Subcontracting and suppliers	Inclusion in the purchasing policy of social, gender equality and environmental issues	GRI 102-9, 308-1, 414-1 Gestamp Code of Conduct and CSR Requirements for	55	

		Gestamp Group suppliers		
	Consideration in supplier and subcontractor relationships of their social and environmental responsibility	GRI 102-9, 414-2 Gestamp Code of Conduct and CSR Requirements for Gestamp Group suppliers	55	
	Supervision systems and audits and their results	GRI 308-2, 407-1, 408-1, 409-1 Gestamp Supplier Risk Management System	55	
Consumers	Consumers' health and safety measures	GRI 416-1 Gestamp Quality System	56	
	Complaint systems	GRI 416-2, 418-1	56	
	Complaints received and resolution thereof	GRI 103-2, 416-2, 417-2	56	
Tax-related information	Profits earned country by country	GRI 201-1	57	
	Taxes paid on profits	-	57	
	Public subsidies received	GRI 201-4	57	



## 7. R&D ACTIVITIES

Throughout 2019 Gestamp R&D has worked on the development of new solutions in products and technologies that are transferred to new models being launched by car manufacturers through joint co-development projects.

Improving the safety of vehicle occupants, as well as reducing damage to third-party vehicles in a crash or injuries to pedestrians in the event of impact has always been the major goal when studying innovations for the automotive market.

Reduction in vehicle weight is another important objective for offering new technological solutions to our clients. Such weight reduction translates into reduced CO2 emissions for internal combustion vehicles and greater autonomy for electric vehicles.

All the R&D innovations developed in 2019 are valid for vehicles with any type of electrification. In this way, Gestamp reaffirms its position of technological leadership as a provider of solutions for body-in-white, chassis and mechanisms, and for any type of drivetrain.

Electrification has represented a new challenge for Gestamp R&D, as new components have emerged and multi-material solutions are increasingly present on the market. In 2019 a greater number of projects have been co-developed with clients based on future models, reaching more than 285 co-developments in BiW, Chassis and Mechanisms.

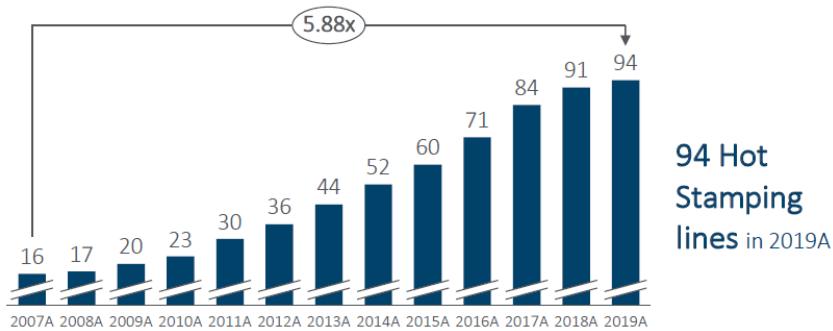
### **Development of new technologies**

Gestamp initiated in 2018 the development of a new hot stamping technology called “multistep”. This process allows processing martensitic materials with a new chemical composition as part of a transfer process that allows achieving hitherto unattainable geometries using a traditional hot stamping process, as well as allowing to make cuts in the pieces that avoid the need for an additional post-stamping process.

Moreover, with this new process, components with Zn materials can be manufactured, thus improving the corrosion resistance of the manufactured parts.

In 2019, mass production of parts with this technology began, opening a new field of development based on new materials and a new form of heat treatment.

Gestamp is a global leader in hot stamping. Not only based on the number of lines installed worldwide, which at December 31, 2019 was 94, but also in terms of the technological level achieved.



The hot stamping content of a body is essential to improve weight while improving crash performance. Hot stamping provides these two advantages. However, the key is being able to introduce hot stamping parts having multiple hardness regions into critical areas. How to get soft areas along a hot stamped piece is essential to control deformation in a crash event.

Gestamp is well known for having made several innovations that allowing to successfully obtain these areas during stamping, and back in 2018 it had already begun the development of a novel process to achieve new, smaller and more precise soft areas. This new process, known as BKT (Bending Kinematic Treatment), allows defining different properties in a single piece thanks to laser heat treatment.

These laser-manufactured soft areas enable new optimized designs able to improve crash performance and prevent localized breakages. In addition, small soft areas allow to improve the assembly in hot stamping parts, and also reduce welding strength failures or mechanical joints with aluminium parts.

This new process is not only valid for 1500Mpa (“Megapascal Pressure Unit”) materials, but also for the new generation of 1900 and 2000MPa materials.

In 2019 Gestamp managed to use this technology in parts belonging to the electric platform of a well-known Japanese constructor.

**Development of new products**

Thanks to Gestamp's know-how in hot stamping technology, the R&D department is able to innovate in the design of components manufactured using this technology.

Gestamp is able to manufacture large low-thickness parts thanks to the process developed in the 94 lines deployed worldwide.

The One-Piece Door Ring is a new product that has attracted the attention of a large number of customers in 2019. In this year, Gestamp developed, together with 8 of the most relevant automotive manufacturers, different co-developments in this product for their new models.

Gestamp already has projects in serial production of this product and continues to innovate by applying new assembly concepts to make the product even more attractive.

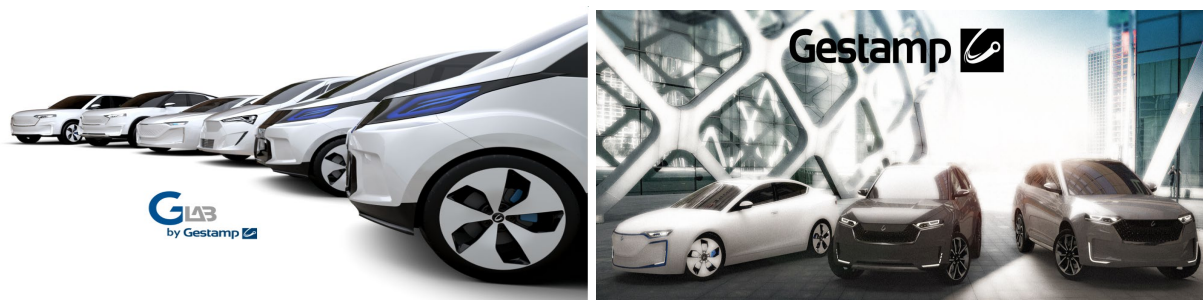
Also with regard to hot stamping, Gestamp is developing a new floor concept, thinking of a flatter product yet having suitable performance during a crash event absorbing energy. The One-Piece Floor, in addition to providing a more light-weight solution, allows the integration of different parts currently assembled together.

During 2019, Gestamp continued working on new components that have emerged in connection with vehicle electrification, such as the battery box. Thanks to the Joint Venture with ETEM, Gestamp has expanded its aluminium part development capabilities. The application of new alloys with excellent crash performance has allowed Gestamp R&D to develop 100% aluminium battery boxes with customers in 2019. In the same year several projects have been achieved, some of them for pure electric platforms, to be put into production in 2020 and 2021.

With regard to chassis manufacture, in 2019 mass production of aluminium chassis for EV began in Europe, while also achieving developments and orders for aluminium chassis in China.

### **The simulation makes the difference once again**

Gestamp has developed virtual tools over the last few years to test both new technologies and new products, reaching standards only comparable to those held by constructors. They are the so-called GLABs (Gestamp Laboratory Cars).



With these virtual cars, Gestamp R&D can determine the best designs and the best technologies in the different parts of the body and the chassis.

Thus, Gestamp is able to analyse whole systems integrating both chassis and body and can thus offer the most optimal solutions to its customers.

In addition to cars having varying segments and drivetrains, Gestamp also designed and simulated new technologies such as Multistep and BKT. Thanks to these simulations, all stages of the processes were suitably analysed and launching times were considerably reduced.

Once again Gestamp has proved to be a global leader in simulation capabilities. With global simulation capabilities (13 R&D centres around the World), our clients rely on Gestamp to jointly develop the cars of the future.

## **8. SUBSEQUENT EVENTS**

On 23 January 2020, an amendment was signed regarding the Senior Facilities Agreement initially signed in 2013 with a number of financial institutions. Key changes introduced include (i) the extension of the maturity date until 23 January 2025 of all the tranches of this facility, eliminating the redemptions established for 2022 and 2023, although the requirement for said extension is the total or partial redemption of the High-Yield Bond issued in May 2016 before 30 June 2021; In the event that it is not fully or partially redeemed before that date, the maturity date will be 30 April 2023 for the proportional part equivalent to the unredeemed part of the 2016 Bond, (ii) the creation of two new tranches, one in dollars, through redenomination of part of the pre-existing contributions in euros to US dollars for an amount of 111.3 million US dollars and new contributions of 61.3 million US dollars and an additional tranche in euros for 25.0 million euros and, (iii) the establishment of a mechanism for the cancellation of certain guarantees granted under this facility in the event that it is the only financing with said guarantees or, in the case that several financings share those guarantees, they can be cancelled simultaneously across all financings.

## 9. OPERATIONS WITH OWN SHARES

On 27 July 2018, the Parent Company entered into a liquidity agreement with JB Capital Markets, S.V., S.A.U., adapted to Circular 1/2017, of 26 April, of the CNMV. The framework of this agreement will be the Spanish stock markets.

This agreement stipulates the conditions in which the financial intermediary will operate for the account of the issuer, buying or selling own shares of the latter, with the sole objective of favouring the liquidity and regularity of their listing, and it will have a duration of 12 months, deemed to be tacitly extended for the same period, unless indicated otherwise by the parties.

The amount earmarked to the cash account associated with the agreement is 9,000 thousand euros.

The own shares at 31 December 2019 represented 0.12% of the Parent Company's share capital (0.19% as of 31 December 2018) and comprised 688,549 shares (1,078,834 shares as of 31 December 2018) at an average acquisition price of 4.17 euros per share (5.60 euros as of 31 December 2018).

The movements in 2019 and 2018 were as follows:

	Number of own shares	Thousands of euros
<b>Balance at December 31, 2017</b>	-	-
Increases/Purchases	2,648,637	15,497
Decreases/Sales	(1,569,803)	(9,456)
<b>Balance at December 31, 2018</b>	<b>1,078,834</b>	<b>6,041</b>
Increases/Purchases	11,706,626	54,488
Decreases/Sales	(12,096,911)	(57,657)
<b>Balance at December 31, 2019</b>	<b>688,549</b>	<b>2,872</b>

The sales price of the own shares during 2019 detailed in the previous table amounted to 56,783 thousand euros (8,702 thousand euros as of 31 December 2018), generating a negative result of 874 thousand euros (754 thousand euros as of 31 December 2018). Likewise, fees amounted to 13 thousand euros as of 31 December 2018. The total result amounting to 874 thousand euros (767 thousand euros as of 31 December 2018) was recognized under Unrestricted reserves (Note 17.3).

## 10. OTHER RELEVANT INFORMATION

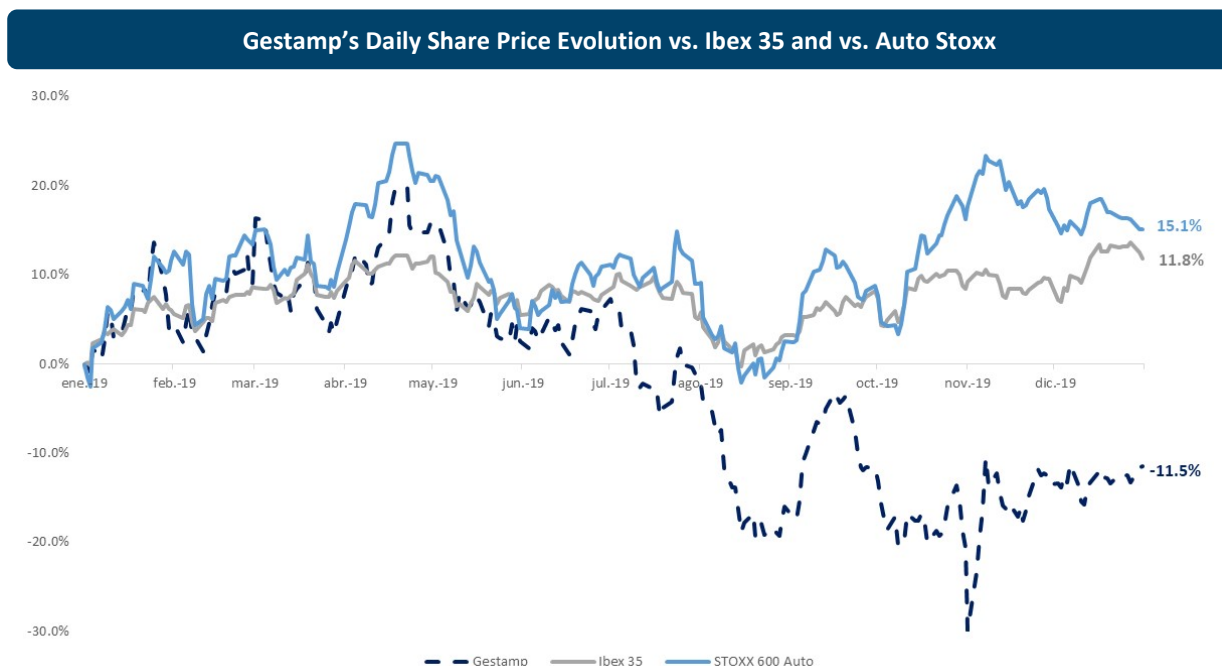
### 10.1 Stock Exchange Evolution

On April 7<sup>th</sup>, 2017, Gestamp made its debut as a publicly listed company on the Spanish stock exchanges (Madrid, Barcelona, Bilbao, and Valencia) under the “GEST” ticker. The final offering consisted of 156,588,438 shares (initial offering of 155,388,877 plus final over-allotment option of 1,199,561 shares corresponding to Greenshoe of 23,308,331 shares). The price was set at 5.60 euros per share, representing an initial market capitalization of €3,222 million.

Since December 2017, the company’s shares have been included in the IBEX Medium Cap index.

As of December 31<sup>st</sup> of 2019, 69.79% of the share capital was controlled (directly and indirectly) by Acec Desarrollo y Gestión Industrial S.L. (the Riberas Family industrial holding), being 57.265% owned by Acec and 12.525% by Mitsui. Gestamp’s total Free Float amounted to 30.21% as of December 2019 (including shares held by the Board of Directors and Gestamp own shares that JB Capital Markets operates under the liquidity contract).

Please see below for Gestamp’s share price evolution since January 1<sup>st</sup>, 2019:



Source: Bloomberg

As of December 31<sup>st</sup>, 2019, Gestamp’s shares decreased by -11.5% since the 1<sup>st</sup> of January, implying a market capitalization of €2,433 million at the end of the year. Total volume traded during 2019 stood at 201 million shares or €934.2 million.

The shares reached its maximum level for the year on April 18<sup>th</sup> 2019 (€5.72) and its minimum level on November 1<sup>st</sup> 2019 (€3.35). During 2019, our average share price stood at €4.68.

The Group reported earnings per share of €0.37 in 2019. The most relevant information regarding the stock's evolution in 2019 and 2018 is shown in the table below:

(€)	2019	2018
Total Number of Shares	575,514,360	575,514,360
Share Price at year end	4.23	4.97
Market Cap. at year end (in Thousands)	2,433	2,860
Maximum Price	5.72	7.42
Date of Max. Price	18/04/2019	11/06/2018
Minimum Price	3.35	4.86
Date of Min. Price	01/11/2019	28/12/2018
Average Price	4.68	6.32
Total Volume (in Shares)	200,639,528	177,884,263
Average of Daily Volume Traded (in Shares)	786,822	697,585
Total Turnover (in Millions)	934.19	1,131.75
Average of Turnover Traded (in Thousands)	3,663.49	4,438.23

*Data as of December 31<sup>st</sup>, 2019. Source: Bloomberg & BME (Bolsa y Mercados Españoles)*

## 10.2 Dividend Policy

In 2018, the Board of Directors of Gestamp approved a new dividend policy. Gestamp will continue to distribute on an annual basis a total dividend equivalent to approximately 30% of the consolidated net profit for each year, but in two payments, anticipating part of the payment via an interim dividend:

- I. A first payment, through the distribution of an interim dividend, that will be approved pursuant to a resolution of the Board of Directors to be adopted in December of each year and paid between January and February of the following year.
- II. A second payment, through the distribution of an ordinary dividend, that will be approved by virtue of a resolution of the Ordinary General Shareholders' Meeting at the time of approval of the annual accounts and will be paid between the months of June and July of each year.

In line with our policy, the Board of Directors approved the distribution of two cash dividends in 2019 against 2018 financial results. The first one was paid on January 14<sup>th</sup>, 2019 for a gross amount of 0.065 euros per share and the second one was paid on July 5<sup>th</sup>, 2019 for a gross amount of 0.070 euros per share.

In December 2019, the Board of Directors approved the distribution of an interim cash dividend against 2019 financial results for a gross amount of 0.055 euros per share, a dividend that was paid on January 14<sup>th</sup>, 2020.

### 10.3 Credit Rating

On May 2013, the Group completed an issuance of bonds through its subsidiary Gestamp Funding Luxembourg, S.A., a company belonging to the Western Europe segment. This issuance was carried out in two tranches, one amounting to 500 million euros at an annual coupon of 5.875%, and the other amounting to 350 million dollars with a 5.625% annual coupon.

On May 4<sup>th</sup>, 2016 the Group issued a bond, through the subsidiary Gestamp Funding Luxembourg, S.A. for €500 million with an annual coupon of 3.5%. The issuance was used to fully refinance the May 2013 Euro bond and accrued interest. The US dollar bonds issued in May 2013 were fully refinanced on June 17<sup>th</sup>, 2016 with the tranche A2 of the new syndicated loan granted on May 20<sup>th</sup>, 2016. The maturity date of the bonds is May 15<sup>th</sup>, 2023.

On April 20<sup>th</sup>, 2018 the Group issued a new bond, through the Parent Company (Gestamp Automoción S.A.), amounting to €400 million with an annual coupon of 3.25%. The issuance was used to refinance certain of Gestamp's existing long and short-term debt facilities. The maturity date of the new bonds is April 30<sup>th</sup>, 2026.

As of December 31<sup>st</sup>, 2019 Gestamp's corporate credit rating was "BB / stable outlook" by Standard & Poor's and "Ba2 / negative outlook" by Moody's. These ratings were confirmed on May 28<sup>th</sup>, 2019 by Standard & Poor's and November 11<sup>th</sup>, 2019 by Moody's.

Corporate Credit Ratings	Current Rating	Outlook	Last Review
<b>Standard &amp; Poor's</b>	<b>BB</b>	<b>Stable</b>	<b>28/05/2019</b>
<b>Moody's</b>	<b>Ba2</b>	<b>Negative</b>	<b>11/11/2019</b>
Senior Secured Notes	Current Rating	Outlook	Last Review
<b>Standard &amp; Poor's</b>	<b>BB+</b>	<b>Stable</b>	<b>28/05/2019</b>
<b>Moody's</b>	<b>Ba3</b>	<b>Negative</b>	<b>11/11/2019</b>



## 10.4 Average Period for Payment to Suppliers

The internal processes and payment policy terms of the Spanish companies of the Group comply with the legal provision of the Law 15/2010, which establishes actions against late payment in commercial transactions. As a result, the contractual conditions in the year 2019 with commercial suppliers for parts manufactured in Spain have included periods of payment equal to or less than 60 days in 2019 and in 2018, according to the second transitory legal provision of the Law. (Refer to Note 35).

For efficiency reasons and in line with common standards, the Spanish subsidiaries of the Group have in place a schedule for payments to suppliers, under which payments are made on fixed days, and twice a month in the case of the larger entities.

In general terms, during the fiscal periods 2019 and 2018, payments, for contracts agreed after the entry into force the Law 15/2010 made by Spanish entities to suppliers have not exceeded the legal limits of payment terms. Payments to Spanish suppliers which have exceeded the legal deadline for years 2019 and 2018 have been negligible in quantitative terms and are derived from circumstances or incidents beyond the established payment policy, which primarily include the closing of agreements with suppliers at the delivery of goods or provision of services or handling specific processes.

Additionally, as of December 31, 2019 and 2018 there were no outstanding amounts to suppliers located in Spanish territory that exceeded the legal term of payment.

**Independent Limited Assurance Report of the Consolidated Non-Financial Statement for the year ended December 31, 2019**

**GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES**

## **INDEPENDENT LIMITED ASSURANCE REPORT OF THE CONSOLIDATED NON-FINANCIAL STATEMENT**

Translation of a report originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the Shareholders of GESTAMP AUTOMOCIÓN, S.A.:

Pursuant to article 49 of the Code of Commerce we have performed a verification, with a limited assurance scope, of the Consolidated Non-Financial Information Statement (hereinafter NFS) for the year ended December 31, 2019, of GESTAMP AUTOMOCIÓN, S.A. and subsidiaries (hereinafter, the Group), which is part of the Group's accompanying Consolidated Management Report.

The content of the Management Report includes additional information to that required by prevailing mercantile regulations in relation to non-financial information that has not been subject to our verification. In this regard, our assignment has been exclusively limited to the verification of the information shown in table "Index of contents required by Law 11/2018" of the accompanying Statement.

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### **Responsibility of the Board of Directors**

The preparation of the NFS included in the Consolidated Management Report of GESTAMP AUTOMOCIÓN, S.A. and its content is the responsibility of the Board of Directors of the Group. The NFS was prepared in accordance with the content required by prevailing company law and in conformity with the criteria outlined in the *Global Reporting Initiative Sustainability Reporting Standards* (GRI standards) selected, as well as other criteria described in accordance with that indicated for each subject in table "Index of contents required by Law 11/2018" from the accompanying Management Report.

The Board of Directors are also responsible for the design, implementation and maintenance of such internal control as they determine is necessary to enable the preparation of a NFS that is free from material misstatement, whether due to fraud or error.

They are further responsible for defining, implementing, adapting and maintaining the management systems from which the information necessary for the preparation of the NFS is obtained.

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### **Our independence and quality control procedures**

We have complied with the independence and other Code of Ethics requirements for accounting professionals issued by the International Ethics Standards Board for Accountants (IESBA), which is based on the fundamental principles of professional integrity, objectivity, competence, diligence as well as confidentiality and professional behavior.

Our Firm complies with the International Standard on Quality Control No. 1 and thus maintains a global quality control system that includes documented policies and procedures related to compliance with ethical requirements, professional standards, as well as applicable legal provisions and regulations.

The engagement team consisted of experts in the review of Non-Financial Information and, specifically, in information about economic, social and environmental performance.

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### **Our responsibility**

Our responsibility is to express our conclusions in an independent limited verification report based on the work performed, that refers exclusively to 2019. Our review has been performed in accordance with the requirements established in prevailing International Standard on Assurance Engagements 3000 “Assurance Engagements Other than Audits or Reviews of Historical Financial Information” (ISAE 3000 Revised) issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) and the guidelines for verifying Non-Financial Statement, issued by the Spanish Official Register of Auditors of Accounts (ICJCE).

The procedures carried out in a limited assurance engagement vary in nature and execution timing and are smaller in scope than reasonable assurance engagements, and therefore, the level of assurance provided is likewise lower.

Our work consisted in requesting information from Management and the various Group units participating in the preparation of the NFS, reviewing the process for gathering and validating the information included in the NFS, and applying certain analytical procedures and sampling review tests as described below:

- ▶ Meeting with Group personnel to know the business model, policies and management approaches applied, the main risks related to these matters and obtain the necessary information for our external review.
- ▶ Analyzing the scope, relevance and integrity of the content included in the NFS for the year 2019 based on the materiality analysis made by the Group and described in section “Materiality”, considering the content required by prevailing mercantile regulations.
- ▶ Analyzing the processes for gathering and validating the data included in the 2019 Non-Financial Statement.
- ▶ Reviewing the information on the risks, policies and management approaches applied in relation to the material aspects included in the 2019 NFS.
- ▶ Checking, through tests, based on a selection of a sample, the information related to the content of the 2019 NFS and its correct compilation from the data provided by the information sources.
- ▶ Obtaining a representation letter from the Board of Directors and Management.

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## Conclusion

Based on the limited assurance procedures conducted and the evidence obtained, no matter has come to our attention that would cause us to believe that the Group NFS for the year ended December 31, 2019 has not been prepared, in all material respects, in accordance with the contents required by prevailing company law and the criteria of the selected GRI standards, as well as other criteria, described as explained for each subject matter in the table "Index of contents required by Law 11/2018" of the Management Report.

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## Use and distribution

This report has been prepared as required by prevailing mercantile regulations in Spain and may not be suitable for any other purpose or jurisdiction.

ERNST & YOUNG, S.L.

(Signature on the original in Spanish)

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Alberto Castilla Vida

February 27, 2020

*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

**MODEL ANNEX I**

**ANNUAL CORPORATE GOVERNANCE REPORT OF  
LISTED COMPANIES**

**IDENTIFICATION DETAILS OF THE**

**END OF REPORTING PERIOD 31/12/2019**

**Tax ID Code A48943864**

**Registered Name:  
GESTAMP AUTOMOCIÓN, S.A.**

**Registered Address:  
Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia**

**ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES**

**A OWNERSHIP STRUCTURE**

A.1 Complete the following table about the share capital of the company:

Date of last change	Share capital (€)	Number of shares	Number of voting rights
03/03/2017	287,757,180	575,514,360	575,514,360

Remarks

State whether or not there are different classes of shares with different associated rights:

Yes  No

Category	Number of shares	Nominal value per share	Number of voting rights per share	Different rights

Remarks

A.2 Provide a breakdown of the direct and indirect holders of significant shareholdings as of the end of the financial year, excluding directors:

Individual or company name of shareholder	% voting rights attributed to the shares		% voting rights through financial instruments		% total voting rights
	Direct	Indirect	Direct	Indirect	
Acek Desarrollo y Gestión Industrial, S.L.	19.69	50.10	-	-	69.79

Remarks

Details of the indirect shareholding:

Individual or company name of indirect holder	Individual or company name of direct holder	% voting rights attributed to the shares	% voting rights through financial instruments	% total voting rights
Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	50.10	00.00	50.10

Remarks

State the most significant changes in the shareholding structure that have occurred during the financial year:

Most significant changes

A.3 Complete the following tables about members of the board of directors of the company who have voting rights attached to the shares of the company:

Individual or company name of director	% voting rights attributed to the shares		% voting rights through financial instruments		% total voting rights	% voting rights that can be transferred through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Mr. Francisco López Peña	0.14	-	-	-	0.14	-	-
Mr. Javier Rodríguez Pellitero	0.00	-	-	-	0.00	-	-
Mr. Alberto Rodríguez-Fraile Díaz	0.01	-	-	-	0.01	-	-
Mr. Pedro Sainz de Baranda Riva	0.01	-	-	-	0.01	-	-
Mr. Cesar Cernuda Rego	0.00	-	-	-	0.00	-	-

<b>Total percentage of voting rights held by the board of directors</b>	0.16
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Remarks
Mr. Javier Rodríguez Pellitero and Mr. Cesar Cernuda Rego hold a direct stake of 0.002% and 0.004%, respectively, which, together with the stake held by the other Directors, results in a total of 0.166%.

Details of the indirect shareholding:

Individual or company name of director	Name or company name of the direct holder	% voting rights attributed to the shares	% voting rights through financial instruments	% total voting rights	% voting rights that can be transferred through financial instruments



-	-	-	-	-	-
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<b>Remarks</b>

A.4 State, if applicable, the family, commercial, contractual, or corporate relationships between significant shareholders, insofar as they are known to the company, unless they are immaterial or result from the ordinary course of business, except those that are reported in section A.6:

<b>Related individual or company name</b>	<b>Type of relationship</b>	<b>Brief description</b>

A.5 State, if applicable, the commercial, contractual, or corporate relationships between significant shareholders and the company and/or its group, unless they are immaterial or result from the ordinary course of business:

<b>Related individual or company name</b>	<b>Type of relationship</b>	<b>Brief description</b>
Acek Desarrollo y Gestión Industrial, S.L. Gestamp Automoción, S.A.	Contractual	Gestamp Automoción, S.A. (hereinafter referred to as the "Company") and any companies belonging to its group, of which the Company is the parent entity, (hereinafter referred to as the "Group"), have a commercial, contractual or corporate relationship with a significant shareholder or companies belonging to its group. Although they results from the ordinary course of business undertaken under market conditions.  The relationship referred to is described in section D of this report to ensure proper transparency.

A.6 Describe the relationship, unless it is of little relevance to both parties, that exists between significant shareholders or representatives on the board and the directors, or their representatives, in the case of legal person directors.

Explain, where applicable, how significant shareholders are represented. Specifically, any directors who have been appointed on behalf of significant shareholders, those

whose appointment was encouraged by significant shareholders, or who are related to significant shareholders and/or entities in their group, specifying the nature of such relationships, shall be indicated. In particular, mention shall be made, where appropriate, of the existence, identity and position of members of the board, or representatives of directors, of the listed company, who are, in turn, members of the management body, or their representatives, in companies which hold significant shareholdings in the listed company or in group entities of these significant shareholders.

<b>Individual or company name of the related director or representative</b>	<b>Individual or company name of related significant shareholder</b>	<b>Company name of the group company of the significant shareholder</b>	<b>Description of relationship / position</b>
Mr Francisco José Riberas Mera	Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	He has control of Halekulani, S.L., a company that, together with the company Ion-Ion, S.L., controls the significant shareholder Acek Desarrollo y Gestión Industrial, S.L. He is Director Acek Desarrollo y Gestión Industrial, S.L. group and of the companies of the group of which it is the parent company (hereinafter, “Acek Group”).
Mr. Juan María Riberas Mera	Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	He has control of Ion-Ion S.L., a company that, together with the company Halekulani, S.L., controls the significant shareholder Acek Desarrollo y Gestión Industrial, S.L. He is also Director of companies in the Acek Group.
Mr. Francisco López Peña	Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	He is Director of Gestamp 2020, S.L.

Mr. Katsutoshi Yokoi	Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	He is Director of Gestamp 2020, S.L.
Mr. Shinichi Hori	Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	He is Director of Gestamp 2020, S.L.
Mr. Shinichi Hori	Acek Desarrollo y Gestión Industrial, S.L.	GRI Renewable Industries, S.L., S.L.	He is Director of GRI Renewable Industries, S.L.

<b>Remarks</b>

A.7 State whether any private shareholders' agreements (*pactos parasociales*) affecting the company pursuant to the provisions of Articles 530 and 531 of the Companies Act (*Ley de Sociedades de Capital*) have been reported to the company. If so, briefly describe them and list the shareholders bound by the agreement:

Yes  No

Participants in the private shareholders' agreement	% of share capital affected	Brief description of the agreement	Expiration date of the agreement, if any
Acek Desarrollo y Gestión Industrial, S.L.	69.79	This private shareholders' agreement was formalised on 23 December 2016 and it was reported by virtue of a Significant Event on 7 April 2017 (Record No. 250532). It regulates, among other aspects, corporate governance matters relating to the General Shareholders' Meeting and the Board of Directors of both Gestamp 2020, S.L., and the Company, as well as the transmission regime of shares of the Company. For further information, see note included in Section H.	-
Mitsui & Co., Ltd			
Gestamp 2020, S.L.			
Mr. Francisco José Riberas Mera	69.79	This protocol was formalised on 21 March 2017 and it was reported by virtue of a Significant Event on 7 April 2017 (Record No. 250503). It regulates specific aspects relating to the ownership and management of the Acek Group. In particular, the protocol regulates the procedure for deciding the direction of the vote of Acek	-
Halekulani S.L.			
Mr. Juan María Riberas Mera			
Ion-Ion, S.L.			
Acek Desarrollo y Gestión Industrial S.L.			

		Desarrollo y Gestión Industrial, S.L., with respect to the agreements adopted in the General Shareholders' Meeting of the Company and of Gestamp 2020, S.L., the first refusal and tag along rights regarding shares of Acek Desarrollo y Gestión Industrial, S.L., and the regime to solve deadlock situations that could affect the Company. For further information, see note included in Section H.	
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<b>Remarks</b>

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

Yes                       No

Participants in concerted action	% of share capital affected	Brief description of the concerted action	Expiration date of the agreement, if any

<b>Remarks</b>

Expressly state whether or not any of such agreements, arrangements or concerted actions have been modified or terminated during the financial year:

Not applicable

A.8 State whether there is any individual or legal entity that exercises or may exercise control over the company pursuant to section 5 of the Securities Market Act (*Ley del Mercado de Valores*). If so, identify it:

Yes                       No

<b>Individual or company name</b>
Acek Desarrollo y Gestión Industrial, S.L.

<b>Remarks</b>
Acek Desarrollo y Gestión Industrial, S.L., controls and has a 75% participation in the capital of Gestamp 2020, S.L. It is also the holder of 50.10% of the share capital and voting rights of the Company. Furthermore, Acek Desarrollo y Gestión Industrial, S.L., holds a 19.69% direct share in the capital of the Company. Therefore, Acek Desarrollo y Gestión Industrial, S.L., controls 69.79% of the voting rights of the Company.
The Riberas family has control of Acek Desarrollo y Gestión Industrial, S.L., given

that it is the indirect holder of its entire share capital through the companies Halekulani, S.L., and Ion-Ion, S.L. At present, Mr. Francisco José Riberas has control of Halekulani, S.L., and Mr. Juan María Riberas has control of Ion-Ion, S.L. The management body of Acek Desarrollo y Gestión Industrial, S.L., comprises two joint directors: Halekulani, S.L., (represented by Mr. Francisco José Riberas) and Ion-Ion, S.L., (represented by Mr. Juan María Riberas).

A.9 Complete the following tables about the company's treasury shares:

**As of year-end:**

Number of direct shares	Number of indirect shares (*)	Total % of share capital
688,549	0	0.12

Remarks
The number of treasury shares of the Company included in this section are those corresponding to the operations carried out under the liquidity contract signed between the Company and JB Capital Markets, Sociedad de Valores, S.A.U. and notified to the market by means of a Significant Event dated 24 September 2018 (record number 269864).

**(\*) Through:**

Individual or company name of direct holder of the interest	Number of direct shares
<b>Total:</b>	

Remarks

Explain any significant changes that have occurred during the year:

Explain any significant changes

A.10 Describe the conditions and duration of the powers currently in force given by the shareholders to the board of directors in order to issue, repurchase or transfer own shares of the company:

The Company's General Shareholders' Meeting, held on 3 March 2017, agreed, under point nine of the agenda, to authorise the Company's Board of Directors to acquire treasury shares subject to the following conditions:

- The acquisitions shall be undertaken by the Company itself or through subsidiary companies.
- The acquisitions shall be undertaken through purchases, swaps, dation in payment or through any other legally valid transaction.

- The maximum number of own shares shall not exceed that legally established.
- The minimum price shall be the nominal value.
- The maximum price shall be the market value on the date of the acquisition, increased by 10%.
- The authorisation is granted for a maximum term of 5 years starting from the date the agreement is adopted.

A.11 Estimated free float:

	%
<b>Estimated free float:</b>	29.93

<b>Remarks</b>

A.12 State whether there are any restrictions (statutory, legislative or of any kind) on the transfer of securities and/or any restrictions on voting rights. In particular, state whether there are any type of restrictions that may hinder the takeover of the company by means of the acquisition of its shares on the market, as well as any systems regarding prior authorisation or communication which, regarding the acquisitions or transfers of the company's financial instruments, are applicable to it by sectorial regulations.

Yes                       No

<b>Description of restrictions</b>

There are no statutory or legislative restrictions on the transfer of securities and or voting rights.

As stated in Section A.7 of this Annual Corporate Governance Report, Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd and Gestamp, 2020, S.L., formalised an agreement on 23 December 2016, which governs, among other aspects, the system for transferring the shares of the Company, owned by the shareholders who formalised said agreement. This transfer regime could hinder a takeover of the Company by means of the acquisition of its shares on the market. For further information see the Significant Event of 7 April 2017 (Record No. 250532) and the note included in section H.

Similarly, as stated in the aforementioned section, Mr. Francisco José Riberas Mera, Halekulani, S.L., Mr. Juan María Riberas Mera, Ion-Ion S.L., and Acek Desarrollo y Gestión Industrial, S.L., formalised a protocol on 21 March 2017, which governs, among other aspects, the procedure for deciding the direction of the vote of Acek Desarrollo y Gestión Industrial, S.L., in the Company. This the procedure for deciding the direction of the vote could hinder the takeover of the Company by means of the acquisition of its shares on the market. For further information, see the Significant Event of 7 April 2017 (Record No. 250503) and the note included in section H.

A.13 State whether or not the shareholders acting at a general shareholders' meeting have approved the adoption of breakthrough measures in the event of a takeover bid pursuant to the provisions of Law 6/2007.

Yes

No

Explain the approved measures and the terms on which the restrictions will become ineffective.

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

Yes

No

If applicable, specify the different classes of shares, if any, and the rights and obligations attached to each class of shares.

The Company has issued promissory notes that are traded on the Alternative Fixed-Income Market (MARF).

Also, the Company has issued two senior notes traded on the Euro MTF market of the Luxembourg Stock Exchange, one through the wholly-owned investee Gestamp Funding Luxembourg, S.A., and the other in which the Company itself has acted as the issuer.

For further information relating to these debt instruments, see the website of the abovementioned markets: [www.bmerf.es](http://www.bmerf.es) and [www.bourse.lu](http://www.bourse.lu), respectively.

**B GENERAL SHAREHOLDERS' MEETING**

B.1 State and, if applicable, describe whether or not there are differences with the minimum requirements set out in the Companies Act (LSC) regarding the quorum needed to hold a general shareholders' meeting.

Yes  No

	<b>% quorum differing from that established in Art. 193 of Spanish Capital Companies Act (LSC) for general cases</b>	<b>% quorum differing from that established in Art. 194 LSC for special cases pursuant to Art. 194 LSC</b>
<b>Quorum required on 1st call</b>		
<b>Required quorum upon 2nd call</b>		

<b>Description of the differences</b>

B.2 State and, if applicable, describe any differences from the rules set out in the Companies Act for the adoption of corporate resolutions:

Yes  No

Describe how they differ from the rules provided by the Companies Act.

	<b>Qualified majority other than that established in Article 201.2 of the Companies Act for the cases set forth in Article 194.1 of the Companies Act</b>	<b>Other instances in which a qualified majority is required</b>
<b>% established by the entity for the adoption of resolutions</b>		
<b>Describe the differences</b>		

B.3 State the rules applicable to the amendment of the by-laws of the company. In particular, disclose the majorities provided for amending the by-laws, and any rules provided for the protection of the rights of the shareholders in the amendment of the by-laws.



The By-laws of the Company do not establish different or additional rules to those set out by law for the amendment of by-laws.

In this regard, according to the provisions under Article 13.3 of the Company's By-laws, in order for the General Shareholders' Meeting to validly agree any by-law amendment, the following shall be required: on first call, the absolute majority of shareholders present, either in person or by proxy, provided they hold at least fifty percent of the subscribed share capital with voting rights; and, on second call, the favourable vote of two thirds of shareholders present, either in person or by proxy, at the General Shareholders' Meeting, when there are shareholders representing twenty-five percent or more of the subscribed share capital with voting rights, without reaching fifty percent.

- B.4 State the data on attendance at the general shareholders' meetings held during the financial year referred to in this report and those of the two previous financial years:

Date of general shareholders' meeting	Attendance data				% Total
	% of shareholders present in person	% of shareholders represented by proxy	% absentee voting		
			Electronic voting	Others	
06/05/2019	0.53	77.10	0	5.22	82.85
Of which free float:	0.36	7.31	0	5.22	12.89
07/05/2018	0.41	83.15	0	0.15	83.71
Of which free float:	0.27	11.88	0	0.15	12.30
22/03/2017	0	100	0	0	100
Of which free float:	0	0	0	0	0
03/03/2017	0	100	0	0	100
Of which free float:	0	0	0	0	0

Remarks
For the sake of clarity, the data on attendance in person includes those shareholders natural persons present at the General Shareholders' Meeting. On the other side, data on attendance represented includes shareholders natural persons represented by proxies present at the General Shareholders' Meeting and shareholders legal entities which are largely the majority of the share capital. Also, the data on % absentee voting ("others") includes those votes received by ordinary mail.

- B.5 State whether at the general meetings held throughout the year there were any items on the agenda that, for any reason, were not approved by the shareholders.

Yes

No

Agenda items not approved	% votes against (*)

- (\*) If the non-approval of the item is due to a reason other than a vote against, it is to be explained in the text part, placing "n/a" in the column "% votes against".

B.6 State whether or not there are any by-law restrictions requiring a minimum number of shares to attend the general shareholders' meeting, or to vote remotely:

Yes  No

Number of shares required to attend the general shareholders' meeting	
Number of shares required to vote remotely	

B.7 State whether it has been established that certain decisions, other than those established by law, which involve the acquisition, disposal or contribution of essential assets to another company or other similar corporate operations, must be subject to the approval of the general shareholders' meeting.

Yes  No

Explanation regarding the decisions to be submitted to the board, other than those established by law

B.8 State the address and method for accessing the company's website to access information regarding corporate governance and other information regarding general shareholders' meetings that must be made available to the shareholders through the Company's website.

On the Company's website ([www.gestamp.com](http://www.gestamp.com)), there is a Corporate Governance section, which can be accessed from the home page via the "Investors and Shareholders" section. In this section on Corporate Governance, information on the Company's corporate texts, the General Shareholders' Meeting and on the Board of Directors and its committees, among other content, can be accessed.

This section of "Corporate Governance" is accessible in two clicks from the home page.

**C STRUCTURE OF THE COMPANY'S MANAGEMENT****C.1 Board of directors**

C.1.1 Minimum and maximum number of directors provided for in the Articles of Association and the number set by the General Meeting:

<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	9
<b>Number set by the general meeting</b>	12

<b>Remarks</b>

C.1.2 Complete the following table identifying the members of the board:

<b>Individual or company name of director</b>	<b>Representative of</b>	<b>Category of director</b>	<b>Position on the Board</b>	<b>Date of first appointment</b>	<b>Date of last appointment</b>	<b>Election procedure</b>
Mr. Francisco José Riberas Mera	-	Executive	Executive Chairman	22/12/1997	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Francisco López Peña	-	Executive	CEO	05/03/2010	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Juan María Riberas Mera	-	Proprietary	Vice-chairman	22/12/1997	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Shinichi Hori	-	Proprietary	Member	04/04/2018	04/04/2018	Agreement of the Board of Directors
Mr. Katsutoshi Yokoi	-	Proprietary	Member	04/04/2019	04/04/2019	Agreement of the Board of Directors
Mr. Alberto Rodríguez-Fraile Díaz	-	Coordinating Independent Director	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Javier Rodríguez Pellitero	-	Independent	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Pedro Sainz de Baranda Riva	-	Independent	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Ms. Ana	-	Independent	Member	24/03/2017	24/03/2017	General

García Fau						Shareholders' Meeting Agreement.
Mr. César Cernuda Rego	-	Independent	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Mrs. Concepción Rivero Bermejo	-	Independent	Member	29/07/2019	29/07/2019	Agreement of the Board of Directors
Mr. Gonzalo Urquijo Fernández de Araoz	-	Other External Directors	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.

<b>Total number of directors</b>	12
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State any resignations, dismissals or vacancies that have occurred for any other reason on the Board of Directors during the reporting period:

Individual or company name of director	Class of director at time of vacancy	Date of last appointment	Date of vacancy	Specialist Committees of which he/she was a member	Indicate whether the resignation/dismissal took place before the end of the term of office
Mr. Tomofumi Osaki	Proprietary	24/03/2017	02/04/2019	-	Yes
Mr. Geert Maurice van Poelvoorde	Other External	24/03/2017	15/07/2019	-	Yes

Reason for resignation/dismissal and other observations
Mr. Noboru Katsu resigned as a member of the Board of Directors and of the Company's Nomination and Compensation Committee by means of a letter sent to the Board of Directors in which he expressly justifies that his resignation is due to a change in his position within the organisational structure of Mitsui & Co. Ltd. Also, Mr. Geert Maurice van Poelvoorde resigned as a member of the Board of Directors by means of a letter sent to the Board of Directors in which he expressly justifies that his position within the Arcelormittal Group would prevent him from performing the role of director of the Company with the necessary dedication.

C.1.3 Complete the following tables about the members of the board and each member's status:

#### **EXECUTIVE DIRECTORS**

Individual or company name of director	Position within the company's structure	Profile
Mr. Francisco José Riberas Mera	Executive Chairman.	He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid. He began his professional career by taking on different positions in the Gonvarri Group as

		<p>Director of Corporate Development and later as Managing Director. In 1997 he created the Company and since then he has been its Executive Chairman, shaping over time what the Group is today.</p> <p>He sits on the management bodies of other Group companies and of companies in the Acek Group (including companies in the Gonvarri Group, Acek Energías Renovables and Inmobiliaria Acek). He is also a member of other Boards of Directors outside the Acek Group such as: Telefónica, CIE Automotive, General de Alquiler de Maquinaria (GAM) and Sideacero. In addition, he participates in the Endeavor Foundation and is the Chairman of the Family Business Institute, among others.</p>
Mr. Francisco López Peña	CEO	<p>He holds a degree in Civil Engineering from the Polytechnic University of Barcelona and a Master of Business Administration (MBA) from the IESE Business School, Barcelona.</p> <p>He has extensive experience in the vehicle parts sector with over 18 years in the Group. Previously, he held executive management positions in companies in sectors such as industrial mining and textiles. In 1998 he joined the Group as Director of Corporate Development, becoming Vice Chairman and CFO in 2008 and then CEO in 2017.</p> <p>He is a Director of several subsidiaries of the Company.</p>

<b>Total number of executive directors</b>	2
<b>Total % of the board</b>	16.67%

<b>Remarks</b>

#### **EXTERNAL PROPRIETARY DIRECTORS**

<b>Individual or company name of director</b>	<b>Individual or company name of the significant shareholder represented by the director or that has proposed the director's appointment</b>	<b>Profile</b>
Mr. Juan María Riberas Mera	Acek Desarrollo y Gestión Industrial, S.L.	He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid.

		<p>He is currently Chief Executive Officer of the Gonvarri Group and the Group Acek Energías Renovables S.L.. He began his professional career in the Corporate Development area of the Gonvarri Group, where he later became Chief Executive Officer, a position he currently holds. In 2007, he promoted the creation of the Group Acek Energías Renovables, S.L., holding the position of Executive Chairman ever since.</p> <p>He is Chairman of the Board of Directors of Gonvarri and Acek Energías Renovables, S.L. and a member of the management bodies of the subsidiaries of these companies. He is also a member of the board of Acek Group companies (including the Inmobiliaria Acek Group). Outside the Acek Group, he sits on the Boards of Directors of CIE Automotive, S.A. and companies in the Sideacero, S.L. Group. He is also a Director of the Juan XXIII Foundation, among others.</p>
Mr. Shinichi Hori	Acek Desarrollo y Gestión Industrial, S.L.	<p>He has a degree in Commerce from Waseda University, Tokyo. He also holds a master's degree in business from MIT, Sloan School of Management, Massachusetts.</p> <p>He has extensive experience in the steel sector, having worked for over 30 years in the Mitsui &amp; Co. Ltd. Group, where he worked in different international positions and where he is currently the General Director and Director of Operations of the Iron and Steel Products Business Unit. He began his professional career at Mitsui &amp; Co. Ltd. Group in the area of Planning and Administration of the Iron and Steel Division, later holding different managerial positions in the USA and Japan. In 2009 he was appointed Deputy Chairman and CEO of Grupo Mitsui &amp; Co. Ltd. Group. He was subsequently appointed General Director of the International Investment and Project Planning Unit of the Iron and Steel Division of the Mitsui &amp; Co Ltd. Group. In 2014 he became Vice Chairman of Mitsui &amp; Co. (USA) and Director of Operations of the Steel division in USA overseeing the business of the entire region. He also served as member of the Board of Directors of several Mitsui's investee companies related to the automotive sector. Prior to his current position, he was the General Director of the Washington D.C. offices.</p> <p>He is also a member of the Board of Directors of Mitsui &amp; Co. Steel and other Group companies.</p>
Mr. Katsutoshi Yokoi	Acek Desarrollo y Gestión Industrial, S.L.	<p>He holds a degree in International Politics, Economics and Business by the Aoyama Gakuin University, Tokyo.</p>

		<p>In 1988 joined Mitsui &amp; Co. Ltd. where he has been developing his professional career with more than 30 years of experience in the iron and steel products business. He started his career at the Tokyo head office, working for the Coated Steel Products department. Between 1997 and 2005 worked for Mitsui in the US, where he came to hold the position of Vice President of Mitsui Steel, Inc. at New York office. In 2005, back in Japan, he held different leadership positions at the Tokyo head office such as General Manager of different steel divisions and business units as well as at the Corporate Planning &amp; Strategy department. In 2016, he came back to the US as Senior Vice President of the Iron and Steel Products Division. Currently is the General Manager of Automotive Parts Business Division of the Iron &amp; Steel Products Business Unit.</p> <p>He is also on the Board of Directors of several Mitsui's investees companies (including certain companies of the Gestamp Group).</p>
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<b>Total number of proprietary directors</b>	3
<b>Total % of the board</b>	25%

<b>Remarks</b>

**EXTERNAL INDEPENDENT DIRECTORS**

<b>Individual or company name of director</b>	<b>Profile</b>
Mr. Alberto Rodríguez-Fraile Díaz	<p>He holds a Degree in Business Administration from the University of Miami and participated in the PADE programme (<i>Senior Business Management</i>) at the IESE Business School of Madrid. He also has certifications from the Securities Exchange Commission and the National Association of Securities Dealers, such as: Registered Options Principal, Financial and Operation Principal, Securities Principal.</p> <p>He started his professional career as a financial consultant at Merrill Lynch. Over the last 30 years he has worked for Asesores y Gestores Financieros (A&amp;G), a company of which he is a founding partner, shareholder and the Chairman of its Board of Directors. Furthermore, he is a member of the board of A&amp;G Group companies.</p>
Mr. Javier Rodríguez Pellitero	<p>He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid.</p> <p>He is Secretary General of the Spanish Banking Association (AEB). He is also the Chairman of the Fiscal and the Legal Committee of the AEB, member of the Legal Committee of the European Banking Federation and member of the Consultation Committee of the National Securities Market Commission (CNMV). He started his professional career at the law firm Uría &amp; Menéndez and was subsequently a Head State Lawyer in Zamora. At the CNMV, he</p>

	<p>held several important positions, such as Managing Director of Legal Services and Secretary of the Board. He also acted as Secretary of the Special Work Group that produced the 2006 Unified Code of Good Governance for Listed Companies. He was also a member of the Commission of Experts that produced the 2015 Code of Good Governance for Listed Companies.</p> <p>He is also a Director of Engie España, S.L.U.</p>
Mr. Pedro Sainz de Baranda Riva	<p>He holds a Degree in Mine Engineering from the University of Oviedo and a PhD in Engineering from Rutgers University in New Jersey. He also holds a Master's Degree in Business Administration from the MIT, Sloan School of Management, Massachusetts.</p> <p>He is currently the founding partner of the investment company, Sainberg Investments. A large part of his professional career was undertaken at the United Technologies Corporation Group, where he held different managerial positions with an international scope. He started as an R&amp;D engineer at United Technologies, Connecticut, and later became the General Manager of Engineering and of New Technologies. He was the General Manager of New Installations at Otis Elevator in Mexico, Managing Director of Otis in Portugal, CEO of Zardoya Otis and Chairman of the Southern Europe and Middle East area at Otis Elevator Company and, finally, Executive Chairman of the Otis Elevator Company group.</p> <p>He is a member of the Board of Directors of Scalpers Fashion, Naturgy Energy Group and the Social Council of the Carlos III University of Madrid. In the past, he formed part of the management bodies of certain companies belonging to the Zardoya Otis Group. He is also member of the Board of the Princess of Asturias Foundation.</p>
Ms. Ana García Fau	<p>She holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid. She also holds a Master of Business Administration (MBA) from the MIT, Sloan School of Management, Massachusetts.</p> <p>She currently sits on the Boards of Directors of Technicolor, Eutelsat Communications, Merlin Properties, DLA Piper and Globalvia. She started her professional career working at McKinsey &amp; Co., for Wolff Olins and Goldman Sachs International. She is also a member of the advisory councils of the mutual benefit fund of the Spanish Lawyers, Pictet Wealth Management España and Salesforce Association in Spain.</p> <p>At TPI- Páginas Amarillas (Telefónica Group) she was General Director of the Corporate Development area and subsequently Chief Financial Officer. She formed part of the Boards of Directors of different companies under the TPI Group. In the Hibu Group (formally Yell) she held different managerial positions, such as CEO of Yell for business in Spain and Latin America for 7 years, and as Global General Director of Business Strategy and Development, as well as being a member of its Global Steering Committee, taking part of the company's digital transformation strategy.</p>
Mr. César Cernuda Rego	<p>He holds a Degree in Business Administration and Marketing from the ESIC University, Business &amp; Marketing School, Madrid. Furthermore, he participated in the Managerial Development Programme (PDD) at the IESE Business School in Madrid, as well as in the Executive Leadership programme at Harvard University, Massachusetts.</p> <p>He is currently the Chairman of Microsoft Latin America and Vice-chairman of Microsoft Corporation. He started his professional career in the banking sector at Banco 21 (Banco Gallego) and subsequently worked at Software AG.</p>



	<p>Over the last 20 years he has held different managerial positions on an international level for Microsoft. These positions include being Managing Director of Microsoft Business Solutions in Europe, the Middle East and Africa; Global Vice-chairman of Microsoft Business Solutions; Vice-chairman of Sales, Marketing and Services at Microsoft Latin America, and Chairman of Microsoft for Asia-Pacific.</p> <p>He is currently a member of the Board of Directors of the Americas Society/Council of the Americas, as well as of the Trust of the Americas, representing Microsoft.</p>
Mrs. Concepción Rivero Bermejo	<p>She holds a degree in Economics and Business Administration from the Autonomía University of Madrid, as well as an Advance Management Program from IESE, Madrid, and an Executive Program from Singularity University, California.</p> <p>She is partner of Seeliger y Conde, executive search firm. She started her career at Telyco (a subsidiary of Telefonica) as Product Marketing Director. After that, she was Marketing Director at Amena (now called Orange) and Marketing Director at Xfera (now called Yoigo). Later on, she worked for Nokia as CEO of the Iberia business and as SVP of Telefonica global business at Nokia for 7 years while also serving as a member of the Global Brand Board of the company. After that, she moved to Telefonica as Global Director of the Devices Business Unit, and later, as Global Marketing Director. Her last role at Telefonica was as Deputy General Director of Digital and Commercial Global Unit. Afterwards, she was Senior Advisor at Ericsson and President of the International Women Forum.</p> <p>She currently serves as independent director at Cellnex Telecom (IBEX35). She also serves as member of the advisory board of Mutual Society of Lawyers, Madein Mobile and TuvSud. Furthermore, she is today member of the board of the Spanish Directors Association (AED) and Vice-President of International Women Forum Spain.</p>

<b>Total number of independent directors</b>	6
<b>Total % of the board</b>	50%

<b>Remarks</b>

State whether or not any director classified as independent receives from the company or its group any amount or benefit for items other than director remuneration, or maintains or has maintained during the last financial year a business relationship with the company or with any company of its group, whether in the director's own name or as a significant shareholder, director or senior officer of an entity that maintains or has maintained such relationship.

If applicable, include a reasoned statement of the director regarding the reasons for which it is believed that such director can carry out the duties thereof as an independent director.

<b>Individual or company name of director</b>	<b>Description of the relationship</b>	<b>Reasoned statement</b>

Not applicable.

**OTHER EXTERNAL DIRECTORS**

Identify the other external directors and describe the reasons why they cannot be considered proprietary or independent directors as well as their ties, whether with the company, its management or its shareholders:

Individual or company name of director	Reasons	Company, officer or shareholder with which the director has ties	Profile
Mr. Gonzalo Urquijo Fernández de Araoz	He was a director of the Company for a continuous period of over 12 years.	Gestamp Automoción, S.A.	<p>He holds a degree in Economics and Political Science from Yale University, Connecticut and an MBA from Instituto de Empresa, Madrid.</p> <p>He is currently the Executive Chairman of Abengoa. He began his professional career in the banking sector, working in different positions for Citibank and Crédit Agricole. He later became Director and Chief Financial Officer of Corporación J M Aristrain and Chief Financial Officer of Aceralia Corporación Siderúrgica. In the ArcelorMittal Group he held different managerial positions, such as Vice President of Stainless Steel, Long Products and China, Head of the areas of AACIS, AMDS, or Director of Tubular Products, CSR, Communication, Institutional Relations and Occupational Safety. Subsequently, before taking up his current position, he was Director of Strategy at ArcelorMittal.</p> <p>He is a member of the Board of Directors of Ferrovial and Fertiberia. He is also chairman of the Focus Foundation, Hesperia Foundation and member of the Board of the Princess of Asturias Foundation. He was a member of the Board of Directors of: Aceralia, Aperam, Atlantica Yield and Vocento, and also of Holding Gonvarri, and of certain companies in the ArcelorMittal Group.</p>

<b>Total number of other external directors</b>	1
<b>Total % of the board</b>	8.33%

State the changes, if any, in the class of each director during the period:

Individual or company name of director	Date of change	Former class	Current class
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<b>Remarks</b>

C.1.4 Complete the following table with information regarding the number of female directors for the last 4 financial years, as well as the status of such directors:

	Number of female directors				% of total directors of each class			
	Year t	Year t-1	Year t-2	Year t-3	Year t	Year t-1	Year t-2	Year t-3
<b>Executive</b>	0	0	0	0	0	0	0	0
<b>Proprietary</b>	0	0	0	0	0	0	0	0
<b>Independent</b>	2	1	1	0	33.33	20.00	20.00	0
<b>Other external</b>	0	0	0	0	0	0	0	0
<b>Total:</b>	2	1	1	0	16.66	8.33	8.33	0

<b>Remarks</b>

C.1.5 State 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. Small and medium-sized entities, according to the definition contained in the Auditing Act, shall report, as a minimum, on the policy they have established regarding gender diversity.

Yes  No  Partial Policies

If so, describe these diversity policies, their objectives, the measures and how they have been implemented and their results for the year. Also state the specific measures adopted by the Board of Directors and the Appointments and Remuneration Committee to achieve a balanced and diverse presence of directors.

If the company does not implement a diversity policy, explain why not.

Description of the policies, objectives, measures and the way in which they have been implemented, as well as the results obtained
<p>The Selection Policy of the Board of Directors approved by the Company's Board of Directors on 14 December 2017, at the proposal of the Nomination and Compensation Committee, sets out the procedures and mechanisms for the selection of Directors in order for the Company's Board of Directors to have the knowledge, skills and experience necessary to guarantee suitable governance of the Company at all times. This policy sets out the underlying principles that are to govern it, which include the following:</p> <ul style="list-style-type: none"> <li>• <u>Equal treatment and transparency.</u> This principle states that the selection of directors shall be transparent and free from implicit bias, so as to guarantee the same opportunities for all qualified candidates.</li> </ul>

- Diversity. This principle states that diversity of experience, knowledge and gender is to be encouraged.

The Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors sets out the knowledge, skills, diversity and experience that the Board of Directors as a whole must possess such that it serves as a reference and support tool for the Selection Policy of the Board of Directors. This guide, approved on 14 December 2017 by the Board of Directors at the proposal of the Nomination and Compensation Committee, develops the aforementioned principles and establishes that, for the purposes of selecting candidates and re-electing Directors, and in the face of equal knowledge and experience, diversity is to be encouraged, thus preventing discrimination on grounds of gender, age, culture, religion and race, and that the composition of the Board of Directors is to be in accordance with the demographic reality of the markets in which the Company operates.

In view of the vacancy that arose during 2019 and in order to comply with the provisions of the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience and to promote diversity in the Board, the Nomination and Compensation Committee agreed at its meeting on 25 July 2019 to adopt the measure that, given the equal knowledge and experience of the different candidates, it would be advantageous for the vacancy to be filled by a woman.

In this respect, in accordance with Article 41. 1. (b) of the Board of Directors' Regulations, the Nomination and Compensation Committee verified compliance with the aforementioned Board of Directors Selection Policy at its meeting on 17 December 2018, and no deficiencies in its implementation were identified.

- C.1.6 Explain any measures, if appropriate, approved by the appointments committee in order for selection procedures to be free of any implied bias that hinders the selection of female directors, and in order for the company to deliberately search for women who meet the professional profile that is sought and include them among potential candidates in order to allow for a balanced presence of men and women:

As set out in Section C.1.5. of the Board of Directors Selection Policy, which was approved, equal treatment and diversity shall be inspirational principles of director selection processes. The policy establishes that the selection process of possible directors shall be based on an analysis of the duties and the skills required to adequately meet the diversity profile of the Board of Directors, among other profiles, based on that set out in the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors. The guide contains the main criteria that were followed to design the composition of the current Board of Directors and that are to be followed when it comes to filling future vacancies while no amendments are made.

Some of the stand-out principles include favouring the selection of candidates and the re-election of directors, who have the necessary knowledge and experience, favouring diversity and preventing discrimination on grounds of gender, among other reasons.

In this sense, as described in section C.1.17, the action plan drawn up by the Nomination and Compensation Committee for the approval of the Board of Directors at its first meeting of 2020, includes some recommendations to be performed, between others, the monitoring of the fulfilment of the diversity principle stated in the Selection Policy of the Board of Directors and the

Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors.

Additionally, as mentioned above, because of the vacancy that arose in the Board during 2019 due to the resignation of Mr. Geert Maurice Van Poelvoorde, the Company's Nomination and Compensation Committee agreed at its meeting of 25 July 2019 to adopt the measure that, given the equal knowledge and experience of the different candidates, it would be advantageous for the vacancy to be filled by a woman. In application of said measure, the Board of Directors finally appointed Ms. Concepción Rivero Bermejo as a Director through the co-opted process, after a report from the Nomination and Compensation Committee.

If there are few or no female directors despite any measures adopted, if applicable, describe the reasons why:

Explanation of reasons

As referred to in section C.1.5., the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors establishes as a fundamental principle, the promotion of the selection of candidates who, having the necessary knowledge and experience, benefit diversity, thus preventing discrimination on grounds of gender, among others. Likewise, the Nomination and Compensation Committee, at its meeting of 25 July 2019, approved a measure to be applied in the selection process for candidates applying for the Director position, in that, given the equal knowledge and experience of the candidates, it would be preferable for the vacancy to be filled by a woman. Notwithstanding the foregoing, during the 2019 financial year the aforementioned measures have been applied only on one occasion since, firstly, there have been no vacancies during the year due to the expiration of the positions of the Board of Directors (the vast majority of the positions expire in 2021) and, secondly, the first of the two vacancies occurring during the year was caused by the resignation of the Proprietary Director Mr. Tomofomi Osaki, a vacancy that, given his status as a proprietary director, was filled by another Director, previously proposed as a candidate by the shareholder Acek Desarrollo y Gestión Industrial, S.L. (in application of the shareholder agreement described in section A.7).

The other vacancy that emerged during 2019 arose due to the resignation of the Other External Director, Mr. Geert Maurice Van Poelvoorde, a vacancy that, in this case, was filled by Ms. Concepción Rivero Bermejo in application of the measure agreed by the Nomination and Compensation Committee, in that, given the equal knowledge and experience of the different candidates, it would be preferable for the vacancy to be filled by a woman.

- C.1.7 Explain the conclusions of the appointments committee regarding verification of compliance with the director selection policy. In particular, explain how said policy is fostering the goal for the number of female directors to represent at least 30% of all members of the board of directors by 2020.

The Nomination and Compensation Committee at its meeting on 16 December 2019 verified compliance with the Selection Policy of the Board of Directors in financial year 2019. During this year, only two vacancy occurred:

- On one part, in the context of the resignation submitted by Mr.

Tomofumi Osaki as a proprietary member of the Board of Directors, with effect from 2 April 2019. The Company's Board of Directors formally recognised this resignation and, in accordance to the shareholders agreement between Acek Desarrollo y Gestión Industrial, S.L. and Mitsui & Co. Ltd. described in section A.7., co-opted Mr. Katsutoshi Yokoi as a member of the Board of Directors on a proprietary basis.

Prior to this, given the prospect of the resignation of Mr. Tomofumi Osaki, on 3 April 2019 the Nomination and Compensation Committee, in accordance with Article 529r of the Spanish Companies Act and Article 41.1. (f) of the Board of Directors' Regulations, drew up the corresponding report on the proposal for the appointment of Mr. Katsutoshi Yokoi. As stated in the aforementioned report, the Nomination and Compensation Committee took into account the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors regarding the Board of Directors in its assessment of the proposed appointment and concluded that Mr. Katsutoshi Yokoi had the competence, experience and merits required to hold the position of member of the Board of Directors of the Company.

- On the other hand, in the context of the resignation submitted by Mr. Geert Maurice Van Poelvoorde as a member of the Board of Directors as an external director, and effective as of 15 July 2019. The Company's Board of Directors formally became aware of said resignation and appointed, through the co-opted process, Ms. Concepción Rivero Bermejo as a member of the Board of Directors, in the capacity of independent director.

Upon the resignation of Mr. Geert Maurice van Poelvoorde, in order to increase the number of female directors on the Company's Board of Directors and encourage the selection thereof, the Nomination and Compensation Committee on 25 July 2019 it was agreed to adopt the measure that given the equal knowledge and experience of the different candidates, it would be preferable for the vacancy to be filled by a woman. In accordance with the provisions of article 529 (10) of the Companies Act and 41.1. (f) of the Regulations of the Board of Directors, the Committee prepared the corresponding report proposing the appointment of Ms. Concepción Rivero Bermejo, in application of the measure to encourage the referred diversity. As stated in the aforementioned report, the Nomination and Compensation Committee took into account the Selection Policy of the Board of Directors and the The Guidelines for the knowledge, skills, diversity and experience in its assessment of the proposed appointment and concluded that Ms. Concepción Rivero Bermejo had the competence, experience and merits required to hold the position of member of the Company's Board of Directors.

- C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed at the proposal of shareholders whose shareholding interest is less than 3% of share capital:

Individual or company name of shareholder	Reason

State if there has been no answer to formal petitions for presence on the board received from shareholders whose shareholding interest is equal to or greater than that of others at whose proposal proprietary directors have been appointed. If so, describe the reasons why such petitions have not been answered:

Yes  No

Individual or company name of shareholder	Explanation

C.1.9 State, where applicable, the powers and faculties granted by the board of directors to directors or to board committees:

Individual or company name of director or committee	Explanation
Mr. Francisco José Riberas Mera	In a meeting held on 3 March 2017, the Company's Board of Directors appointed Mr. Francisco José Riberas Mera as CEO, delegating to him all the powers inherent to the Board of Directors, including executive powers, except for those which cannot be delegated by law or under the Articles of Association.
Mr. Francisco López Peña	In a meeting held on 14 December 2017, the Company's Board of Directors appointed Mr. Francisco López Peña as CEO, delegating to him all the powers inherent to the Board of Directors, including executive powers, except for those which cannot be delegated by law or under the Articles of Association.

C.1.10 Identify, where applicable, the members of the board who hold the position of directors, representatives of directors or executives in other companies that form part of the listed company's group:

Individual or company name of director	Name of entity within the group	Position	Does he/she have executive duties?
Mr. Francisco José Riberas Mera.	Adral Matricería y Puesta a Punto, S.L.	Representative (natural person) of	YES

		sole director (legal person)	
Mr. Francisco José Riberas Mera.	Autotech Engineering Deutschland GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering R&D, UK Limited	Chairman	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering R&D USA, Inc	Sole Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering Spain, S.L.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering France, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Tooling Erandio, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Beyçelik Gestamp Otomotiv Sanayi Anonim Sirketi	Vice-chairman	NO
Mr. Francisco José Riberas Mera.	Diede Die Development, S.L.	Representative (natural person) of Sole Director (legal person).	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Components (Kunshan) Co., Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Hauzenberg, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Hengersberg, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Italia, S.R.L	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Kamenice, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Michigan, INC.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive SLP, S.A.P.I. DE C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive SLP Servicios Laborales, S.A.P.I. DE C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha North America Technologies, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Edscha Briey, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Burgos, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Edscha Engineering France, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Engineering, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas	Edscha Hauzenberg Real Estate, GmbH & Co KG	Joint and Several	YES



Mera.		Director	
Mr. Francisco José Riberas Mera.	Edscha Hengersberg Real Estate, GmbH & Co KG	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Holding, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Hradec, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Kunststofftechnik, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Santander, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Edscha Velky Meder, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp 2008, S.L.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Finance Slovakia, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Almussafes Mantenimiento de Troqueles, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Palau, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Automotive India, Private Limited	Board Member	NO
Mr. Francisco José Riberas Mera.	Gestamp Holding Mexico, S.L	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Holding Argentina, S.L	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Autocomponents Dongguan, Co. Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Autocomponents Kunshan, Co. Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Abrera, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Aguas Calientes, S.A. de C.V.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Alabama, LLC	Sole director	YES
Mr. Francisco José Riberas Mera.	Gestamp Aragón, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Aveiro- Industria e accesorios de Automoveis, S.A.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Bizkaia, S.A.	Representative (natural person) of sole director (legal person)	YES

Mr. Francisco José Riberas Mera.	Gestamp Cartera de Mexico, S.A. de C.V.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Cerveira, Lda	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Chattanooga, LLC	Sole director	YES
Mr. Francisco José Riberas Mera.	Gestamp Esmar, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Estarreja, LDA	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Global Tooling, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Griwe Haynrode, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Griwe Westerburg, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Hardtech, A.B.	Board Member	NO
Mr. Francisco José Riberas Mera.	Gestamp Holding China, A.B.	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Holding Rusia, S.L.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Hungária Kft	CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Ingeniería Europa Sur, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Kartek Corp.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Levante, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Linares, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Louny S.R.O.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Manufacturing Autochasis, S.L	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Mason, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Metalbages, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas	Gestamp Mexicana de Servicios Laborales, S.A.	Chairman	NO

Mera.	De C.V.		
Mr. Francisco José Riberas Mera.	Gestamp Mexicana de Servicios Laborales II, S.A. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Navarra, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp North America, Inc.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp North Europe Services, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Noury S.A.S	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Palencia, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Polska Sp. Z. O. O.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Puebla II, S.A. De C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Puebla S.A. De C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Ronchamp, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Services India Private Limited	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Servicios Laborales de Toluca S.A. de C.V	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Servicios, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Solblank Barcelona, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Solblank Navarra, S.L.U.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp South Carolina, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Automotive Chennai Private Limited	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Sweden, A.B.	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Tech, S.L.	Representative (natural person) of sole director (legal person)	YES

Mr. Francisco José Riberas Mera.	Gestamp Toledo, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Toluca S.A. de C.V.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Tool Hardening, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Tooling Services, A.I.E.	Representative (natural person) of Managing Director/Chairman (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Vendas Novas Unipessoal, Lda	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Vigo, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Washington UK Limited	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp West Virginia, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Automotive Chassis Products UK Limited	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Metal Forming (Wuhan) Ltd.	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Prisma, S.A.S.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Tallent Limited	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Beyçelik Gestamp Şasi Otomotiv	Vice-chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Wroclaw Sp.Z.O.O.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Sofedit S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Ingeniería Global Metalbages, S.A.U.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Loire, S.A.F.E.	Representative (natural person) of Managing Director/Chairman (legal person)	YES
Mr. Francisco José Riberas Mera.	MPO Prodivers Rezistent, Srl	Board Member	NO
Mr. Francisco José Riberas Mera.	Çelik Form Gestamp Otomotiv, A.S.	Chairman	NO

Mr. Francisco José Riberas Mera.	Beyçelik Gestamp Teknoloji Ve Kalip Sanayi Anonim Şirketi	Board Member	NO
Mr. Francisco José Riberas Mera.	Matricería Deusto, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Automated Joining Solutions, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Mexicana de Servicios Laborales S.A. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Societe Civile Immobilière De Tournan	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Pune Automotive Private Limited	Chairman	NO
Mr. Francisco José Riberas Mera.	Todlem, S.L.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Try Out Services, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Mursolar 21, S.L.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp 2017, S.L.U.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Technology Institute, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Tooling Engineering Deutschland GmbH	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Umformtechnik GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Chattanooga II, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering R&D USA, Inc.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Slp, S.A.P.I. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Edscha Automotive Slp Servicios Laborales, S.A.P.I. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Auto Components (Wuhan) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Auto Components (Chongqing) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Auto Components (Shenyang) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Nitra, S.R.O.	Sole Director	YES
Mr. Francisco José Riberas	Gestamp San Luis Potosí, S.A.P.I. De C.V	Chairman/CEO	YES

Mera.			
Mr. Francisco José Riberas Mera.	Gestamp San Luis Potosí Servicios Laborales, S.A.P.I. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Washtenaw, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering (Shanghai) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Hot Stamping Japan Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp (China) Holding Co., Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Autotech Japan K.K	Board Member	YES
Mr. Francisco José Riberas Mera.	Reparaciones Industriales Zaldibar, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco López Peña	Autotech Engineering France, S.A.S.	Board Member	NO
Mr. Francisco López Peña	Beyçelik Gestamp Otomotiv Sanayi Anonim Sirketi	Board Member	NO
Mr. Francisco López Peña	Edscha Automotive Hauenberg, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Automotive Hengersberg, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Automotive Italia, S.R.L	Board Member	NO
Mr. Francisco López Peña	Edscha Automotive Kamenice, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Engineering France, S.A.S	Board Member	YES
Mr. Francisco López Peña	Edscha Engineering, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Hauenberg Real Estate, GmbH & Co KG	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Hengersberg Real Estate, GmbH & Co KG	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Holding, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Hradec, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Kunststofftechnik, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Velky Meder, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Gestamp 2008, S.L.	Board Member	NO
Mr. Francisco López Peña	Gestamp Autotech Japan K.K	Board Member	NO
Mr. Francisco López Peña	Gestamp Finance Slovakia, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Gestamp Automotive India, Private Limited	Board Member	NO
Mr. Francisco López Peña	Gestamp Holding Mexico, S.L	Board Member	NO
Mr. Francisco López Peña	Gestamp Holding Argentina, S.L	Board Member	NO
Mr. Francisco López Peña	Gestamp Autocomponents Dongguan, Co. Ltd	Board Member	NO

Mr. Francisco López Peña	Gestamp Autocomponents Kunshan, Co. Ltd	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Shenyang) Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Tianjin) Co., Ltd.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Auto Components Sales (Tianjin) Co., Ltd.	Chairman	YES
Mr. Francisco López Peña	Gestamp Auto Components (Beijing) Co.,	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Aguas Calientes, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Aveiro- Industria E Acessorios De Automoveis, S.A.	Board Member	NO
Mr. Francisco López Peña	Gestamp Cartera De Mexico, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Cerveira, Lda	Board Member	YES
Mr. Francisco López Peña	Gestamp Estarreja, LDA	Board Member	YES
Mr. Francisco López Peña	Gestamp Holding China, Ab	Board Member	NO
Mr. Francisco López Peña	Gestamp Holding Rusia, S.L.	Board Member	NO
Mr. Francisco López Peña	Gestamp Kartek Corp.	Board Member	NO
Mr. Francisco López Peña	Gestamp Mexicana de Servicios Laborales, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	MPO Prodivers Rezistent, Srl	Board Member	NO
Mr. Francisco López Peña	Çelik Form Gestamp Otomotiv, A.S.	Board Member	NO
Mr. Francisco López Peña	Beyçelik Gestamp Teknoloji Ve Kalip Sanayi Anonim Şirketi	Board Member	NO
Mr. Francisco López Peña	Gestamp Mexicana de Servicios Laborales II, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp North America, Inc.	Board Member	NO
Mr. Francisco López Peña	Gestamp Noury S.A.S	Board Member	NO
Mr. Francisco López Peña	Gestamp Puebla II, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Puebla S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Ronchamp, S.A.S.	Board Member	YES
Mr. Francisco López Peña	Gestamp Servicios Laborales de Toluca S.A. de C.V	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Automotive Chennai Private Limited	Board Member	NO
Mr. Francisco López Peña	Gestamp Toluca S.A. de C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Vendas Novas Unipessoal, Lda	Board Member	NO
Mr. Francisco López Peña	Gestamp Metal Forming (Wuhan) Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp Tallent Limited	Board Member	NO
Mr. Francisco López Peña	Sofedit S.A.S.	Board Member	NO
Mr. Francisco López Peña	GMF Holding GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Beyçelik Gestamp Şasi Otomotiv	Board Member	NO
Mr. Francisco López Peña	Mexicana de Servicios Laborales S.A. de C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Pune Automotive Private Limited	Board Member	NO
Mr. Francisco López Peña	Todlem, S.L	Board Member	NO

Mr. Francisco López Peña	Mursolar 21, S.L	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Wuhan) Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Chongqing) Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp San Luis Potosí, S.A.P.I. De C.V	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp San Luis Potosí Servicios Laborales, S.A.P.I. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Hot Stamping Japan Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp (China) Holding Co., Ltd	Board Member	NO
Mr. Juan María Riberas Mera	Beyçelik Gestamp Otomotiv Sanayi Anonim Sirketi	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Automotive India, Private Limited	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Holding Mexico, S.L	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Holding Argentina, S.L.	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Holding Rusia, S.L.	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp North America, Inc.	Board Member	NO
Mr. Juan María Riberas Mera	Todlem, S.L	Secretary	NO
Mr. Tomofumi Osaki	Gestamp Holding Mexico, S.L.	Board Member	NO
Mr. Tomofumi Osaki	Gestamp Holding Argentina, S.L.	Board Member	NO
Mr. Tomofumi Osaki	Gestamp North America, Inc.	Board Member	NO
Mr. Shinichi Hori	Gestamp North America, Inc.	Board Member	NO
Mr. Shinichi Hori	Gestamp Holding Argentina, S.L.	Board Member	NO
Mr. Shinichi Hori	Gestamp Holding Mexico, S.L.	Board Member	NO

Remarks

C.1.11 Identify, where applicable, the directors or representatives of legal entity directors of your company, who are members of the board of directors or representatives of legal entity directors of other companies listed on official stock exchanges other than those of your group, that have been reported to the company:

Individual or company name of director	Name of listed company	Position
Ms. Ana García Fau	Merlin Properties Socimi, S.A.	Board Member
	Technicolor, S.A.	Board Member
	Eutelsat Communications, S.A.	Board Member
Mr. Francisco José Riberas Mera	CIE Automotive, S.A.	Board Member
	Telefónica, S.A.	Board Member
	General de Alquiler de	Board Member



	Maquinaria, S.A.	
Mr. Juan María Riberas Mera	CIE Automotive, S.A.	Board Member
	Global Dominion Access, S.A.	Board Member
Mr. Pedro Sainz de Baranda Riva	Naturgy Energy Group, S.A.	Board Member
Mr. Gonzalo Urquijo Fernández de Araoz	Ferrovial, S.A.	Board Member
	Abengoa, S.A.	Chairman
Mrs. Concepción Rivero Bermejo	Cellnex Telecom, S.A.	Board Member

Remarks

C.1.12 State and, where applicable explain, whether or not the company has established any rules regarding the maximum number of company boards on which its directors may sit, identifying, in turn, where it is regulated:

Yes  No

Explanation of the rules and identification of the document where it is regulated
<p>Pursuant to the provisions under Article 17 of the Regulations of the Board of Directors, natural persons who represent a legal entity Director and natural persons or legal entities who hold the position of director of more than eight (8) companies, of which, at most, four (4) have their shares admitted to trade on national or foreign stock exchanges, may not be directors. For that purpose, positions held in asset-holding companies shall be excluded from the count and companies belonging to the same group are to be considered as one company.</p>

C.1.13 State the amounts of the following items relating to the overall remuneration of the Board of Directors:

<b>Remuneration accrued in the year by the board of directors (thousands of euros)</b>	2,641.25
<b>Amount of pension rights accumulated by the current directors (thousands of euros)</b>	0
<b>Amount of pension rights accumulated by former directors (thousands of euros)</b>	0

Remarks

C.1.14 Identify the members of the company's senior management who are not executive directors and state the total remuneration accrued by them during the financial year:

Individual or company name	Position/s:
Mr. Manuel de la Flor Riberas	General Manager of Human Resources and Organisation

Mr. David Vázquez Pascual	General Manager of Legal, Tax and Corporate Governance
Mrs. Carmen de Pablo Redondo	Chief Financial Officer
Mr. Mario Eikelmann	Manager of the Chassis Business Unit and Sales Director of BIW
Mr. Fernando Macias Mendizabal	Manager of South Europe Division
Mr. Manuel López Grandela	Manager of the Mercosur Division
Mr. Juan Miguel Barrenechea Izarzugaza	Manager of the North America Division
Mr. Kevin Stobbs	Manager of the Asia Division
Mr. Torsten Greiner	Manager of the Business Mechanism Unite (Edscha)
Mr. Mario Eikelmann	Manager of the Chassis Business Unit and Sales Director of BIW

<b>Total senior management remuneration (in thousands of euros)</b>	6,640
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<b>Remarks</b>
The total remuneration figure for Senior Management also includes the remuneration paid to Mr. Miguel Escrig Meliá who ceased to be member of the Company's Management Committee during the year in question.

C.1.15 State whether or not the regulations of the board have been amended during the financial year:

Yes  No

<b>Description of amendments</b>

C.1.16 State the procedures for the selection, appointment, re-election and removal of directors. Describe the competent bodies, procedures to be followed and the criteria to be used in each procedure.

#### **Selection**

The aim of the Board of Directors Selection Policy is to establish the criteria, procedures and mechanisms that allow, as a whole, the Board of Directors to bring together sufficient knowledge, skills and experience to ensure appropriate governance of the company at all times.

The selection process of possible directors is to be based on an analysis of the duties and the skills required to adequately meet the profile of knowledge, skills, diversity and knowledge of the Board of Directors, based on that set out in the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors and the Experience, Skills and Knowledge Matrix approved by the Nomination and Compensation Committee on October 31, 2019. The analysis will be undertaken by the Board of Directors,

with advice from the Appointments and Remuneration Committee.

The outcome of such analysis will be set out in a justification report of the Board of Directors and of the Nomination and Compensation Committee. The justification report will be published on calling the General Shareholders' Meeting where the appointment or re-election of each director will be subject to ratification.

According to the needs to cover relating to the Board of Directors that the analysis detects, the Board of Directors, with support or guidance from the Nomination and Compensation Committee, will establish the minimum criteria that a candidate must meet to be considered in the selection process for the purpose of being appointed or re-elected as a member of the Board of Directors.

In the event of appointing Independent Directors, they may be considered as candidates from different external selection sources.

The Nomination and Compensation Committee, pursuant to the conducted prior analysis and establishment of the profile of potential director candidates, will submit a proposal to the Board of Directors regarding the appointment or re-election of Independent Directors and it will draw up a justification report on said proposal and on the proposal of the other directors.

The Board of Directors will analyse the proposal and the justification report submitted by the Nomination and Compensation Committee. It will consider all of the information available for such purpose and it may decide, if appropriate, to submit its own proposal, or that produced by the Nomination and Compensation Committee, to approval of the General Shareholders' Meeting or, if appropriate, to undertake the appointment by means of co-option.

#### **Appointment and re-election**

The appointment and re-election of the members of the Board of Directors is governed under Article 16 and subsequent articles of the Regulations of the Board of Directors of the Company.

In this respect, it corresponds to the General Shareholders' Meeting to appoint and re-elect the members of the Board of Directors, without prejudice to the power of the Board of Directors to appoint members of the Board under its own powers of co-option.

The appointment or re-election of directors will be undertaken at the proposal of the Board of Directors in the case of non-Independent Directors. In the event of appointing or re-electing Independent Directors, the proposal must be undertaken by the Nomination and Compensation Committee. In any case, the referred to proposals must precede the report of the Nomination and Compensation Committee and the report of the Board of Directors.

#### **Removal**

As regards the removal of members of the Board of Directors, Article 20 of the Regulations of the Board of Directors establishes the reasons for which a

director should relinquish his or her position. Directors who step down from their position before the end of their term in office, shall send a letter setting out their reasons for such move to all of the members of the Board (as stated in section C.1.19 of this report). Without prejudice to the publication of the resignation as a relevant fact, the reason for it shall be provided in this report. Furthermore, said Article sets out the powers of the Board of Directors to propose the removal of its members to the General Shareholders' Meeting. As regards Independent Directors, only the Board of Directors may propose their removal, before the expiry of the term under the Bylaws for which they were appointed, when there is just cause, a takeover bid, merger or another similar corporate transaction that entails a change in the capital structure, and prior report of the Nomination and Compensation Committee.

C.1.17 Explain the extent to which the annual assessment of the board has led to significant changes in its internal organisation and the procedures applicable to its activities:

Description of amendments

Pursuant to Article 36 of the Regulations of the Company's Board of Directors, the Board shall devote the first of its meetings of the year to evaluating its own functioning in the previous year and, where appropriate, adopting an action plan to correct any aspects seen to be of scant functionality. Furthermore, the Board of Directors shall also assess (i) the undertaking of its functions by the Chairman of the Board of Directors and, should the position be held by a different person, by the chief executive of the Company, based on the report submitted to them by the Nomination and Compensation Committee; as well as (ii) the functioning of the Committees of the Board of Directors, based on the report they submit to it.

In this regard, the Nomination and Compensation Committee, at the request of the Chairman of the Board of Directors, began the coordination of the annual evaluation of the Board of Directors at its meeting on 22 October 2018, the results and action plan of which were addressed by the Board of Directors at its first meeting in 2019. In this respect, the action plan approved by the Board of Directors in relation to the result of the evaluation corresponding to financial year 2018 includes some recommendations to be carried out in 2019, some of which imply changes in the internal organisation and procedures applicable to its activities. Therefore, an indicative deadline has been officially set for the distribution of the documentation required to prepare the meetings of the Board of Directors, methods permitting the attendance of Directors who, exceptionally, cannot attend in person will be improved and the fulfilment of the diversity principle stated in the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors will be monitored by the Nomination and Compensation Committee.

Describe the evaluation process and the areas evaluated by the board of directors assisted, where appropriate, by an external consultant, regarding the operation and composition of the board and its committees and any other area

or aspect that has been subject to evaluation.

The evaluation process of the Company's Board of Directors began on 22 October 2018 and was coordinated by the Nomination and Compensation Committee, at the request of the Chairman of the Board of Directors. To this end, the Nomination and Compensation Committee approved an evaluation form that was provided to all the Company's Directors so that they could submit it completed within a specified period of time. The areas evaluated were as follows:

- Quality and efficiency of the Board of Directors.
- Diversity in the composition and functions of the Board of Directors.
- Performance of the Chairman of the Board of Directors.
- Performance of the CEO of the Company.
- Performance of the Secretary of the Board of Directors.
- Functioning and composition of the Audit Committee.
- Functioning and composition of the Nomination and Compensation Committee.

On 3 December 2019, the results of the evaluation of the Audit Committee were presented. On 16 December 2019 the results of the evaluation were presented to the Nomination and Compensation Committee, as well as those regarding the evaluation of the Board of Directors, the Chairman of the Board of Directors, the CEO and the Secretary of the Board. After analysing the results, each of the Committees issued a report on the evaluation. In addition, the Nomination and Compensation Committee has approved an action plan to be presented at the first meeting of the Board of Directors in 2020 together with the reports issued by each of the Committees, in line with the provisions of Article 36 of the Board of Directors' Regulations.

C.1.18 For any years where the evaluation was assisted by an external consultant, list the business relationships between the consultant or any company in their group and the company or any company of its group.

Not applicable since the evaluation was not carried out with the help of an external consultant.

C.1.19 State the circumstances under which the resignation of directors is mandatory.

As set out in Article 20 of the Regulations of the Board of Directors, directors shall relinquish their position in the following events:

- when the post, position or duties to which their appointments as Executive Directors were associated come to an end;
- in the case of proprietary directors, when the shareholders they represent dispose of their ownership interest in its entirety, or they do so in the number that would correspond in the event that said

shareholders reduce their ownership interest in the Company;

- in the case of Independent Directors, when an event unexpectedly arises that prevents them, pursuant to the law, from continuing in their positions;
- when they are subject to any legally established incompatibility or prohibition;
- when the Board requests it with a member majority of at least two-thirds:
  - when, having breached their obligations as directors, they are seriously reprimanded by the Board, prior proposal or report of the Nomination and Compensation Committee; or
  - when their continuance on the Board puts the interests of the Company at risk;
- when they no longer have the honour, suitability, solvency, competence, availability or commitment to their duties to be a director of the Company. In particular, it is understood that this circumstance arises in the event the director is being investigated, indicted or tried in criminal proceedings for any offence and it is as such acknowledged by the Board of Directors, prior report of the Nomination and Compensation Committee, according to the social interest.

C.1.20 Are qualified majorities, different from the statutory majorities, required to adopt any type of decision?

Yes

No

If so, describe the differences.

Description of the differences

C.1.21 Explain whether or not there are specific requirements, other than the requirements relating to directors, to be appointed chairman of the board of directors.

Yes

No

Description of requirements

Neither the By-laws nor the Regulations of the Board of Directors establishes specific requirements different from those relating to directors being appointed as Chairman of the Board of Directors. However, in accordance with the provisions in the Board of Directors Selection Policy, it must ensure

the capacity of candidates, standing for the position of Chairman of the Board of Directors, in terms of undertaking the position and, in particular, of undertaking the duties relating to the organisation and functioning of the Board of Directors.

C.1.22 State whether or not the articles of association or the regulations of the board set forth any age limit for directors:

Yes  No

	<b>Age limit</b>
<b>Chairman</b>	
<b>CEO</b>	
<b>Board Member</b>	
<b>Remarks</b>	

C.1.23 State whether or not the articles of association or the regulations of the Board establish any limit on the term of office or any other stricter requirements in addition to those legally stipulated for independent directors, other than what is established in the regulatory provisions:

Yes  No

<b>Additional requirements and / or maximum number of terms</b>	8
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C.1.24 State whether or not the articles of association or the regulations of the Board set out any specific rules for proxy-voting by means of other directors at meetings of the board of directors, the manner of doing so, and especially the maximum number of proxies that a director may hold, as well as whether or not any restriction has been established regarding the categories of directors to whom proxies may be granted beyond the restrictions imposed by law. If so, briefly describe such rules.

Pursuant to Article 19 of the Articles of Association and Article 36 of the Regulations of the Board of Directors, in the event that the directors cannot attend sessions of the Board of Directors in person, they may delegate their vote to another Director, together with the appropriate instructions, by means of a letter addressed to the Chairman.

In this respect, such representation shall be specially granted for each session through any of the means envisaged for the calling of meetings of the Board of Directors and the Chairman shall decide, where doubt exists, on the validity of the proxies granted by directors who do not attend the session.

Non-Executive Directors may only delegate their representation to another non-Executive Director.

C.1.25 State the number of meetings that the board of directors has held during the

financial year. In addition, specify the number of times the board has met, if any, at which the chairman was not in attendance. Proxies granted with specific instructions shall be counted as attendance.

<b>Number of meetings of the board</b>	7
<b>Number of meetings of the board at which the chairperson was not in attendance</b>	0

<b>Remarks</b>

State the number of meetings held by the coordinating director with the other directors, without the attendance or representation of any executive director:

<b>Number of meetings</b>	0
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<b>Remarks</b>

State the number of meetings held by the different committees of the board of directors during the financial year:

<b>Number of meetings of the Executive or delegated Committee</b>	N/A
<b>Number of meetings of the Audit Committee</b>	9
<b>Number of meetings of the Appointments and Remuneration Committee</b>	7
<b>Number of meetings of the Appointments Committee</b>	N/A
<b>Number of meetings of the Remuneration Committee</b>	N/A
<b>Number of meetings of the Committee _____</b>	N/A

C.1.26 State the number of meetings that the board of directors has held during the financial year and the data regarding member attendance:

<b>Number of meetings attended in person by at least 80% of the directors</b>	7
<b>% personal attendance out of total votes during the financial year</b>	96.39%
<b>Number of meetings attended in person, or by representatives with specific instructions, by all directors</b>	7
<b>% votes cast with personal attendance and representatives with specific instructions, out of the total votes during the financial year</b>	100%

<b>Remarks</b>

C.1.27 State whether or not the annual individual accounts and the annual consolidated accounts that are submitted to the board for approval are previously certified:

Yes  No



Identify, where applicable, the person(s) that has(have) certified the individual and consolidated financial statements of the company for preparation by the board:

<b>Name</b>	<b>Position</b>
Mr. Miguel Escrig Meliá	Chief Financial Officer

<b>Remarks</b>
In accordance with Article 11.1 of the Regulations of the Company's Board of Directors, the Company's individual and consolidated financial statements are previously certified regarding their completeness and accuracy by the Company's Chief Financial Officer, with the approval of the Chairman. In this regard, the individual and consolidated financial statements for financial year 2018, prepared by the Board of Directors on 28 February 2019, were certified by Mr. Miguel Escrig Meliá, who at that time held the position of Chief Financial Officer of the Group.

- C.1.28 Explain the mechanisms, if any, adopted by the board of directors to avoid any qualifications in the audit report on the individual and consolidated financial statements prepared by the board of directors and submitted to the shareholders at the general shareholders' meeting.

In accordance with the provisions under Article 15 and 40 of the Regulations of the Board of Directors of the Company, the Board of Directors shall seek to definitively prepare the financial statements in such a way that there is no qualification or reservation whatsoever by the auditors. However, when the Board of Directors considers that its criteria should be maintained, the Chairman of the Audit Committee shall explain to the shareholders the content and scope of said qualifications or reservations at the corresponding General Shareholders' Meeting where the financial statements are submitted for approval.

Furthermore, among the duties of the Audit Committee of the Company that are set out in Article 40 of the Regulation of the Board of Directors, is the duty of informing the Board of Directors on the financial information that, due to its listed status, the Company must periodically make public, as well as the duty of supervising the preparation process, integrity and presentation of regulated financial reporting on the Company, checking that regulatory requirements are met and accounting criteria are correctly applied, thereby increasing the likelihood that there are no reservations in the annual audit reports.

Furthermore, during the year the Audit Committee and its Secretary have held meetings with the external auditor without the presence of the Management to ensure the auditing process of the individual and consolidated financial statements is undertaken correctly.

- C.1.29 Is the secretary of the board a director?

Yes

No

If the secretary is not a director, complete the following table:

Individual or company name of the secretary	Representative
Mr. David Vázquez Pascual	N/A
Remarks	

C.1.30 State the specific mechanisms established by the company to preserve the independence of the external auditors and also the mechanisms, if any, to preserve the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practice.

The Company has established diverse mechanisms aimed at preserving the necessary independence of the auditor. Among them is one of the fundamental competencies of the Audit Committee (exclusively comprised by non-Executive directors, who were appointed based on their knowledge and experience in accounting, auditing and risk management, and with the majority of independent directors –including the Chairman–), which consists of monitoring the independence of the auditor and, particularly, of receiving information on matters that could put such audit at risk.

For such purpose, Article 40 of the Regulations of the Board of Directors establishes that the Audit Committee is entrusted with the following duties:

- Submitting proposals on the selection, appointment, re-election and replacement of the auditor.
- Receiving information and studying issues that may put the independence of the auditor at risk.
- Issuing once a year, prior to issuance of the auditor’s report, a report expressing an opinion about the independence of the auditor of the financial statements. It must also expressly discuss the additional services provided by the auditor.

For that purpose, and in any case, the Audit Committee shall receive from the auditor the written confirmation of his or her independence in relation to the Company or to the companies connected with it, whether directly or indirectly, as well as detailed and itemised information on any kind of additional services provided and on the corresponding fees (including those provided by persons or companies connected to them), pursuant to the provisions in the legislation on the auditing of financial statements.

Furthermore, the Company has implemented mechanisms that govern the relationships of the Board of Directors with the auditor of the financial statements, ensuring that his or her independence is strictly respected. As established in Article 15 of the Regulation of Board of Directors:

- The Boards relationship with the auditor of the Company's financial statements and of the group's consolidated statements, shall be channelled through the Audit Committee.

- To prevent the work-related remuneration of external auditors from compromising their quality and independence, the Board of Directors shall not propose the hiring of auditing firms when the fees envisaged (for all concepts) exceed ten per cent of the revenue of said firm in Spain in the previous financial year.
- The Board of Directors shall seek to shall seek to definitively prepare the financial statements without qualifications or reservations of the auditor; however, when the Board of Directors considers that its criteria should be maintained, the Chairman of the Audit Committee shall explain to the shareholders the content and scope of such qualifications or reservations at the corresponding General Shareholders' Meeting where the financial statements are submitted for approval.
- The plenary session of the Board of Directors shall hold a meeting once a year with the auditor of the financial statements, in which the auditor shall report on the work undertaken, the evolution of the accounting situation and the risks to the Company.

Also, in compliance with the recommendations set out in Technical Guide 3/2017 of the National Securities Market Commission on audit committees of public interest entities, the Audit Committee, in its meeting on 28 June 2018, approved the Policy for the approval of services by the external auditor other than the auditing of the Company's financial statements which is intended as a series of criteria and procedures for the approval of non-prohibited services other than the auditing of financial statements provided by the external auditor.

In relation to the mechanisms established to preserve the independence of financial analysts, investment banks and rating agencies, on 17 December 2018, Board of Directors of the Company approved the Policy on Communication and Contact with Shareholders, Investors and Voting Advisors which (i) establishes the basic principles that are to govern the Company's communication and contacts with its shareholders, institutional investors, voting advisors and other stakeholders, such as intermediary financial institutions, managers and depositories of the Company's shares, financial analysts, regulatory and supervisory bodies, rating agencies, information agencies and such like, and (ii) defines the communication channels that the Company makes available to them to maintain communication that is efficient, transparent and ongoing.

Furthermore, the Company has an Investor Relations Department which continuously deals with queries and recommendations from analysts and investors, rating agencies, bondholders, as well as those made by socially responsible investors (SRI). A telephone number and email address have been set up for such purpose.

C.1.31 State whether or not the Company has changed the external auditor during the financial year. If so, identify the incoming and the outgoing auditor:

Yes  No

Outgoing auditor	Incoming auditor

Remarks

If there has been any disagreement with the outgoing auditor, provide an explanation:

Yes                       No

Description of the disagreement

C.1.32 State whether or not the audit firm performs other non-audit work for the company and/or its group. If so, state the amount of the fees paid for such work and the percentage they represent of the aggregate fees charged to the company and/or its group:

Yes                       No

	Company	Companies of the Group	Total
<b>Amount of other non-audit work (thousands of euros)</b>	10	1,059	1,069
<b>Amount of non-audit work / Amount of audit work (in %)</b>	2%	24%	21%

Remarks
The total amount of the audit work for the Company amounts to 5,065 thousands of euros and includes fees related to (i) the legal audit of the individual and consolidated annual financial statements of the Group (ii) the limited review of the Financial Report for the first 6 months of 2019, (iii) the review of the non-financial information of the consolidated management report for the year 2019 and (v) some ratio reports and agreed procedures.

C.1.33 State whether the audit report on the financial statements for the prior financial year has observations or qualifications. If so, state the reasons given to the general meeting by the chairperson of the audit committee to explain the content and scope of such observations or qualifications.

Yes                       No

Explanation of reasons

C.1.34 State the consecutive number of years for which the current audit firm has been auditing the financial statements of the company and/or its group. In addition, state the percentage represented by such number of financial years audited by the current audit firm with respect to the total number of financial years in which the statements have been audited:

	<b>Individual</b>	<b>Consolidated</b>
<b>Number of continuous financial years</b>	21	18

	<b>Individual</b>	<b>Consolidated</b>
<b>Number of years audited by the current audit firm / Number of years that the company or its group has been audited (%)</b>	95%	100%

<b>Remarks</b>

C.1.35 State whether or not there is any procedure for directors to obtain in good time the information required to prepare for meetings of management-level decision-making bodies and, if so, describe it:

Yes  No

<b>Describe the procedure</b>

As set out in Article 36 of the Regulations of the Board of Directors, annual meetings of the Board of Directors shall be convened with at least five (5) days' notice before the meeting is to be held. However, normally the sessions of the Board of Directors of the Company are called with a more extensive time margin than that stated in the Regulations of the Board of Directors.

The agenda of the session, the date and place will always be included in the call of each meeting. The relevant documentation required so that the members of the Board can formulate their opinion and, if appropriate, cast their vote regarding the matters submitted for their consideration, is to be made available as soon as possible.

In this regard, in accordance with the provisions of Articles 19 of the Articles of Association and 30 and 34 of the Regulations of the Board of Directors, the person responsible for ensuring that the Directors receive all the necessary information in sufficient time and in the appropriate format is the Chairman of the Board of Directors, with the collaboration of the Secretary.

Furthermore, Article 22 of the Regulation of the Board of Directors establishes the duty of directors to sufficiently find out about and prepare for meetings of the Board and of the delegated bodies to which they belong, seeking sufficient information for it and the collaboration or assistance that they deem appropriate, which is to be paid for by the company.

In addition, Article 27 of the Regulations of the Board of Directors grants Directors the power to study the documentation deemed necessary, contact the heads of the departments affected and visit the corresponding facilities.

For that purpose, the request shall be channelled through the secretary of the Board of Directors. Should it be rejected, delayed or incorrectly handled, it will be sent to the Audit Committee. In the event that said request is unnecessary or hinders the interests of the Company, it shall be definitively rejected.

- C.1.36 State whether or not the company has established any rules requiring directors to inform the company —and, if applicable, resign from their position— in cases in which the credit and reputation of the company may be damaged:

Yes  No

<b>Explain the rules</b>

Pursuant to the provisions under Article 22 of the Regulations of the Board of Directors, among the duties of directors, is the duty to notify the Company of any type of judicial or administrative claim, or any other, in which they are involved that, due to its importance, could have a serious impact on the reputation of the Company. In particular, all directors shall inform the Company if they are being investigated, indicted or tried in criminal proceedings for any offence and if any significant events relating to said proceedings occur.

Furthermore, Article 20 of the Regulation of the Board of Directors establishes the obligation of directors to relinquish their position and to formalise, if applicable, the corresponding resignation, when they no longer have the honour, suitability, solvency, competence, availability or commitment to their duties to be a director of the Company. In particular, it is understood that this circumstance arises in the event the director is being investigated, indicted or tried in criminal proceedings for any offence and it is as such acknowledged by the Board of Directors, prior report of the Nomination and Compensation Committee, according to the social interest.

- C.1.37 State whether or not any director of the Board of Directors has notified the company that he or she has been indicted or tried in proceedings for any of the offences provided for under Article 213 of the Spanish Companies Act:

Yes  No

Name of director	Criminal case	Remarks

State whether or not the board of directors has analysed the case. If so, provide a duly substantiated explanation of the decision adopted regarding whether or not the director should remain in office or, if applicable, describe the actions taken by the board of directors up to the date of this report or those that it plans to take.

Yes  No

Decision made / action taken	Duly substantiated explanation

C.1.38 Describe any significant agreements entered into by the company that take effect, are amended, or terminate in the event of a change in control of the company as a result of a takeover bid, and the effects thereof.

There are none.

C.1.39 Identify, on an individual basis in reference to directors, and on an aggregate basis for all other cases, and provide a detailed description of the agreements between the company and its management level and decision-making positions or employees that provide for compensation, guarantee or “golden parachute” clauses upon resignation or termination without cause, or if the contractual relationship is terminated as a result of a takeover bid or other type of transaction.

**Number of beneficiaries:** 1

**Type of beneficiary:**

Senior Management

**Description of agreement:**

A member of Senior Management in the Company is to receive a 12-month notice period in the event that the Company terminates the working relationship or, alternatively, severance pay equivalent to the sum of remuneration corresponding to one year's fixed and variable salary, which was in effect on the date of termination.

**Number of beneficiaries:** 1

**Type of beneficiary:**

CEO (Mr. Francisco López Peña)

**Description of agreement:**

Gross severance equivalent to two (2) years of the fixed and variable remuneration that was in effect on the date of termination, when it arose through a unilateral decision of the Company.

**Number of beneficiaries:** 1

**Type of beneficiary:**

CEO (Mr. Francisco Riberas Mera)

**Description of agreement:**

Gross severance equivalent to two (2) years of the fixed and variable remuneration that was in effect on the date of termination, when it arose through a unilateral decision of the Company.

State whether or not, beyond the cases set out in the regulations, such agreements have to be reported and/or approved by the decision-making bodies of the company or its group. If so, specify the procedures, cases set out and the nature of the decision-making bodies responsible for approving or reporting them:

	Board of directors	General Shareholders' Meeting
Decision-making body	Yes	No

approving the provisions		
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	<b>Y E S</b>	<b>NO</b>
<b>Is the General Shareholders' Meeting informed of such provisions?</b>		x

<b>Remarks</b>

**C.2 Committees of the board of directors**

C.2.1 Describe all of the committees of the board of directors, the members thereof, and the proportion of executive, proprietary, independent, and other external directors of which they are comprised:

**EXECUTIVE COMMITTEE**

Name	Position	Category

<b>% executive directors</b>	
<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

<b>Remarks</b>

Explain the functions delegated or attributed to this committee other than those already described in section C.1.10, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

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**AUDIT COMMITTEE**

Name	Position	Category
Mr. Javier Rodríguez Pellitero	Chairman	Independent
Mr. Juan María Riberas Mera	Member	Proprietary
Ms. Ana García Fau	Member	Independent

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<b>% proprietary directors</b>	33.33%
<b>% independent directors</b>	66.67%
<b>% other external</b>	0%

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

The procedures and rules for the organisation and functioning of the Audit Committee are set out in Article 20 of the Articles of Association and Article 39 of the Regulations of the Board of Directors. Furthermore, Article 20 of the Articles of Association and Article 40 of the Regulations of the Board of Directors regulate the functions of the Audit Committee. For further information, see note included in Section H.

In relation to the activities carried out by the Audit Committee and how each of its functions has effectively been performed in financial year 2019, it will draw up an activity report which, as established in Article 39 of the Regulations of the Board of Directors, shall be submitted for approval to the Board of Directors and published on the website whenever the General Shareholders' Meeting is held. The activities carried out by the Audit Committee during 2019 include, among others:

- the review and favourable report of the financial statements and the individual and consolidated management reports of the Company and its Group, as well as the non-financial information contained in the management report of the consolidated financial statements, for 2018;
- the oversight and review of the preparation and presentation process of regulated financial information (quarterly and half-yearly), both individual and consolidated for the year 2019.
- Review of developments on IFRS and Spanish General Audit Plan.
- the review and favourable report on the liquidity situation prepared by the Board of Directors in the context of the dividend charged to the 2019 profits approved on 16 December 2019;
- establishing the appropriate relationship with the external auditor with whom a meeting has been held on four occasions during the year in question in order to receive information on the progress of the audit and limited review work and the most relevant aspects of both;
- the approval of the of services by the external auditor other than auditing and the mandatory report on the independence of the external auditor;
- periodical monitoring of the activities performed during the year by the Internal Audit Department and approval of the Internal Audit Plan and the corresponding budget for the year 2020;
- the oversight and periodic review of the Internal Control Over Financial Reporting system (hereinafter ICFRS) and the approval of its scope matrix for financial year 2019-2020;
- the oversight and periodic review of internal risk control and management systems through the re-evaluation of the corporate risk map and updating of the risk assessment scales;

- reporting to the Board of Directors on related party transactions;
- the proposal submitted for the approval of the Board of the Human Rights Policy of the Gestamp Group;
- the approval of the Sustainability Plan;
- the review and approval of the Group's Sustainability Report for financial year 2018;
- monitoring of the Code of Conduct and the functioning of the Whistle-blower Channel;
- approval of a new Manual on Crime Prevention;
- the issuance of the evaluation report of the Audit Committee for the approval of the Board of Directors;
- the Internal Audit Function assessment, and
- the review an favourable report on the Annual Report on the Remuneration of Directors for the year 2019.

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Identify any directors who are members of the audit committee and who have been appointed taking into account their knowledge and experience in the areas of accounting, auditing, or both, and report the date of appointment of the Chairperson of this committee.

<b>Name of directors with experience</b>	Ms. Ana García Fau
	Mr. Javier Rodríguez Pellitero
	Mr. Juan María Riberas Mera
<b>Date of appointment of the current chairperson</b>	24/03/2017

<b>Remarks</b>

#### APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Category
Mr. Alberto Rodríguez-Fraile Díaz	Chairman	Independent
Mr. Gonzalo Urquijo Fernández de Araoz	Member	Other external directors
Mr. Pedro Sainz de Baranda	Member	Independent

<b>% proprietary directors</b>	0%
<b>% independent directors</b>	66.67%
<b>% other external</b>	33.33%

<b>Remarks</b>

Explain the functions, including, where appropriate, any extra ones provided

for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

The procedures and rules for the organisation and functioning of the Nomination and Compensation Committee are set out in Article 21 of the Articles of Association and Article 39 of the Regulations of the Board of Directors. Furthermore, Article 20 of the Articles of Association and Article 41 of the Regulations of the Board of Directors regulate the functions of the Nomination and Compensation Committee. For further information, see note included in Section H.

In relation to the activities carried out by the Nomination and Compensation Committee and how each of its functions has effectively been performed in financial year 2019, it will draw up an activity report which, as established in Article 39 of the Regulations of the Board of Directors, shall be submitted for approval to the Board of Directors and published on the website whenever the General Shareholders' Meeting is held. The activities carried out by the Nomination and Compensation Committee during 2019 include, among others:

- the favourable reports on the dismissal of Mr. Tomofumi Osaki and Mr. Geert Maurice van Poelvoorde as Directors and on the appointment by co-optation of Mr. Katsutoshi Yokoi and Mrs. Concepción Rivero Bermejo as Directors;
- the approval of the Experience, Skills and Knowledge Matrix;
- favourable report on the dismissal and appointment of Senior Managers;
- verification of the degree of achievement of the 2018 objectives in relation to the variable component of the remuneration of Executive Directors and the Management Committee, as well as the result of this component;
- proposing objectives in relation to the variable component of the remuneration of Executive Directors and the Management Committee for 2019;
- evaluation of compliance with the Company's Remuneration Policy and with the Policy for the Selection of the Board of Directors during 2019;
- the proposal for the new Directors' Remuneration Policy approved by the Annual General Shareholders' Meeting on 6 May 2019;
- review and proposal of the new Long Term Incentive Plan approved by the Board on 16 December 2019;
- the coordination of the evaluation of the Board of Directors, its Committees the CEO and the Secretary of the Board, together with the Coordinating Director, the Chairman of the Board of Directors, and the preparation of the required reports for approval by the Board of Directors;
- the Proposal of the Chairman and the CEO Succession Plan approved by the Board on 6 May 2019, and
- the review and favourable report on the 2018 Annual Report on Directors' Remuneration approved in a consultative manner by the Annual General Meeting on 6 May 2019, and the review of the content of the 2018 Annual Corporate Governance Report in all sections within its

remit.

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#### APPOINTMENTS COMMITTEE

Name	Position	Category

<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

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#### REMUNERATION COMMITTEE

Name	Position	Category

<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

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**COMMITTEE \_\_\_\_\_**

<b>Name</b>	<b>Position</b>	<b>Category</b>

<b>% executive directors</b>	
<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

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C.2.2 Complete the following table with information on the number of female directors on the committees of the board of directors at the end of the last four financial years:

	<b>Number of female directors</b>							
	<b>Year t</b>		<b>Year t-1</b>		<b>Year t-2</b>		<b>Year t-3</b>	
	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>
<b>Executive Committee</b>	0		0		0		0	
<b>Audit Committee</b>	1	(33.33%)	1	(33.33%)	1	(33.33%)	0	
<b>Appointments and remuneration committee</b>	0	(0%)	0	(0%)	0	(0%)	0	
<b>appointments committee</b>	0		0		0		0	
<b>remunerati on committee</b>	0		0		0		0	
<b>committee _____</b>	0		0		0		0	

<b>Remarks</b>

- C.2.3 State, where applicable, the existence of regulations of the board committees, where such regulations can be consulted, and any amendments made during the financial year. Also state if any annual report of the activities performed by each committee has been voluntarily prepared.

The Regulations of the Board of Directors thoroughly regulate the rules of composition and functioning, as well as the responsibilities of both the Audit Committee and the Nomination and Compensation Committee.

In favour of greater simplicity, avoiding duplications and aiming to facilitate comprehension and application, a comprehensive regulation integrated into the Regulations of the Board of Directors has been chosen as opposed to a specific regulation for each Committee.

Given that the Regulations of the Board of Directors were approved in 2017 including all of the requirements laid down by the legislation in force, so far there has been no need to amend its text.

The current Regulations of the Board of Directors may be consulted on the company's website ([www.gestamp.com](http://www.gestamp.com)) in the sections "Investors and Shareholders", "Corporate Governance", "Board of Directors" and "Regulations of the Board".

Likewise, the Regulations of the Board of Directors are registered, and therefore available to interested party, in the National Securities Market Commission, and in the Trade Registry of Biscay.

The activities reports are drawn up by the respective Committees and approved by the Board of Directors to be made available to shareholders at the Annual General Shareholders' Meeting, in accordance with the provisions contained in article 39 of the Regulations of the Board of Directors.

**D RELATED-PARTY TRANSACTIONS AND INTRAGROUP TRANSACTIONS**

D.1 Explain, where applicable, the procedure and competent bodies for approving related party and intragroup transactions.

<b>Procedure for communicating the approval of related-parted transactions</b>

Article 8 of the Regulations of the Board of Directors assigns the Company's Board of Directors, among other duties, the responsibility of approving transactions that the Company, or companies belonging to the Group, performs with Directors, major shareholders or shareholders represented in the Board of Directors of the Company or of other companies belonging to the Group, or with persons related to them, following a favourable report from the Audit Committee, and with the abstention of the affected directors, except for exempt cases set out in the legislation in force.

Moreover, on 21 March 2017, Acek Desarrollo y Gestión Industrial, S.L., Gonvarri Corporación Financiera, S.L. and the Company signed the Protocol for Regulating Transactions with Related Parties of Gestamp Automoción, S.A. and its Subsidiaries. This agreement incorporates the general framework that regulates the relations of the Company and its subsidiaries, with its related parties, particularly the group of companies led by parent company Acek Desarrollo y Gestión Industrial, S.L. In this regard, the protocol defines the principles that all related-party transactions must follow, as well as the approval procedure for these transactions, which is the same as that set out in Article 529 III of the Companies Act.

D.2 Describe the significant transactions in terms of amount or subject matter made between the company or entities belonging to its group, and the company's major shareholders:

<b>Individual or company name of significant shareholder</b>	<b>Individual or company name of the company or entity within its group</b>	<b>Nature of the relationship</b>	<b>Type of transaction</b>	<b>Amount (thousands of euros)</b>
Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	Contractual	Services received	7,337
Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	Contractual	Unpaid interest due	1,138
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Purchase of goods, whether finished or not	1,466,114
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Sale of goods, whether finished or not	26,600
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Services received	26,217

Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Services rendered	2,388
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Unpaid interest due	1,031
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Sideacero, S.L.	Contractual	Sale of goods, whether finished or not	216,737
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Sideacero, S.L.	Contractual	Services received	2,730
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Sideacero, S.L.	Contractual	Services rendered	204
Acek Desarrollo y Gestión Industrial, S.L.	Inmobiliaria Acek, S.L.	Contractual	Services received	2,479
Acek Desarrollo y Gestión Industrial, S.L.	Air Executive, S.L.	Contractual	Services received	273

<b>Remarks</b>

D.3 Describe the insignificant transactions in terms of amount or subject matter made between the company or entities belonging to its group, and the company's directors or officers:

Individual or company name of the directors or officers	Individual or company name of related party	Relation	Nature of the transaction	Amount (thousands of euros)
Mr. Francisco López Peña	N/A	Loan	Financing agreements: Loans.	3,000

D.4 Report on the significant transactions made by the company with other entities belonging to the same group, provided they are not eliminated in the preparation of the consolidated financial statements and they are not part of the ordinary course of business of the company insofar as their purpose and conditions are concerned.

In any case, report any intragroup transaction carried out with entities established in countries or territories considered to be tax havens:

Name of entity within the group	Brief description of transaction	Amount (thousands of euros)

D.5 Give details of any significant transactions carried out between the company or



entities in its group and other related parties that have not been disclosed under the previous headings.

Company name of related party	Brief description of transaction	Amount (thousands of euros)

Remarks

- D.6 Describe the mechanisms used to detect, determine, and resolve potential conflicts of interest between the company and/or its group, and its directors, executives, or significant shareholders.

Article 22 of the Regulation of the Board of Directors establishes the duty of directors to inform the Company of any direct or indirect situation of conflict that they or persons linked to them may have as regards the interests of the Company. In this sense, further to the communication duty of each Director in the event of a conflict of interest, on the occasion of the preparation of the annual accounts and the financial information for the first six months of the year, Directors must complete a form in which they state the existence of any conflict of interest between them and the Company.

Furthermore, Articles 21, 24, 25 and 26 of the Regulations the Board of Directors govern the duties of the directors as regards their abstention duty, non-competence, the use of non-public information and of company assets and the benefitting of business opportunities. Furthermore, those articles govern the Company's system of exemption, which shall be agreed at the General Shareholders' Meeting or by the Board of Directors, as appropriate, under the provisions set out in the Companies Act, the By-laws or in the Regulations of the Board of Directors of the Company.

With regard to the Senior Management, as stated in the Internal Code of Conduct in the Securities' Markets of the Company, they must act with loyalty, refrain from intervening or influencing in the decision making on those matters where they are conflicted, and not to access confidential information related to such conflict.

- D.7 Is more than one company of the group listed in Spain?

Yes

No

Identify the subsidiaries listed in Spain and their relationship with the company:

Identity and relationship with other listed companies in the group

State whether they have publicly and accurately defined their respective areas of activity and any business dealings between them, as well as between the listed subsidiary and other group companies.

Yes

No

<b>Describe the possible business relationships between the parent company and the listed subsidiary, and between the subsidiary and the other companies within the group</b>

Identify the mechanisms established to resolve possible conflicts of interest between the listed subsidiary and the other companies with the group:

<b>Mechanisms to resolve possible conflicts of interests</b>

**E****RISK CONTROL AND MANAGEMENT SYSTEMS****E.1 Explain the scope of the company's Risk Management System, including the system for managing tax risks.**

The Group carries out its activities in many countries and regulatory, political and socio-economic environments, whereby it is exposed to different types of risks (strategic, operational, financial, regarding compliance and reporting) that can affect its performance and which, consequently, should be mitigated in the most effective way possible, with the aim of facilitating fulfilment of strategies and targets set.

In this regard, the Group has a Comprehensive Risk Management System (hereinafter SIGR) at corporate level that identifies, monitors and responds to the different types of financial and non-financial risks to which the Group is exposed, including within the category of financial or economic risks, those related to tax, contingent liabilities and other off-balance risks.

This SIGR, which the Group continued to develop and evolve in 2019, is based on the COSO ERM—Enterprise Risk Management—model (a systematic and detailed approach that helps identify occurrences, evaluate, prioritise and respond to risks related to achieving business objectives), and in the good practices referred to in the Code of Good Governance for Listed Companies and in Technical Guide 3/2017 on Audit Committees of Public Interest Entities.

In order to facilitate and promote effective, comprehensive and uniform management, the Group established the Comprehensive Risk Management System Policy (hereinafter “SIGR Policy”), the implementation of which extends to all companies belonging to the Group. Its scope covers all activities, processes, projects and business lines, as well as all geographical areas in which it operates.

The SIGR Policy, approved by the Board of Directors on 14 December 2017, covers the organisation, procedures and resources available to the Group to reasonably and effectively manage the risks to which it is exposed, thus making risk management an intrinsic part of the organisation's decision-making processes in terms of both the governance and administrative bodies and the management of operations. The policy identifies diverse risk categories, details the basic principles and guidelines for action that must be observed in risk management and control, specifies the bodies in charge of ensuring that the internal control and risk management systems function properly, defines their roles and responsibilities and the level of risk deemed acceptable.

In addition, the Group has a SIGR Corporate Procedure, approved by the Operational Risk Committee (hereinafter, “CRO”), dated 19 November 2018. This Procedure establishes the basic guidelines for the identification, assessment, management, response and reporting of different risks from each of the organisational areas.

The Group has a Corporate Risk Map, which is set as a key element of the SIGR, providing an overall picture of the relevant risks of the organisation based on uniform criteria, thus facilitating early identification of any events that could generate them and enabling anticipatory action aimed at preventing or, in the event of occurrence, minimising them. During the 2019 financial year, the Group updated its Corporate Risk Map in order to ensure that it responds to the Company's current situation and indeed represents a management tool that enables decisions to be made in an effective and informed manner.

It should be noted that in addition to corporate risk management, each of the Group's areas carries out more fragmented risk management through its corresponding managers. The work carried out by these managers is included in the Corporate Risk Map through the involvement of the members of the CRO, which is made up of top-

level executives, representatives of the Group's Divisions, Business Units and Corporate Departments.

E.2 Identify the decision-making bodies of the company responsible for preparing and implementing the Risk Management System, including the system for managing tax risks.

The SIGR is a process led by the Company's Board of Directors and Senior Management and is the responsibility of each and every member within the Group. It is designed to provide reasonable assurance when achieving the SIGR targets, providing shareholders, other stakeholders and the general market with an adequate level of guarantee that protects generated value.

Although the SIGR is a process that affects and involves all of the Group's personnel, in accordance with the SIGR Policy approved by the Board of Directors, those entrusted with ensuring its smooth running and its functions are the following:

- The Board of Directors.

It is responsible for approving the SIGR Policy and the levels of risk appetite, as well as periodically monitoring the internal information and risk control systems in order to make sure that they are in line with the Group's strategy.

- The Audit Committee.

It is responsible for periodically supervising and reviewing the internal control and risk management systems, so that the main risks are adequately identified, managed and reported, receiving support in this task from the Internal Audit and Risk Management Department.

- The Risk Committees.

In addition to other committees set up at the level of the different organisational units to monitor specific risks (such as, among others, those associated with project management, information systems and regulatory compliance, including tax compliance); at corporate level there is the CRO and the Executive Risk Committee (CRE), made up of top-level executives, representatives of the Group's Divisions, Business Units and Corporate Departments. It is responsible for supporting the Board of Directors and the Audit Committee in their functions in relation with the control and management of risk. They are responsible for ensuring the proper functioning of the SIGR, as well as identifying, quantifying and managing the most significant risks that have an impact on their respective areas and the Group, ensuring that they remain at an acceptable level.

- Specific Risk Officers.

Their key responsibilities involve identifying and monitoring risks, reviewing the effectiveness of controls, overseeing action plans and collaborating on risks assessment and update.

- The Internal Audit and Risk Management Department.

In accordance with the rules governing the department, approved by the Audit Committee, the Internal Audit Department is responsible for coordinating the Group's risk management, among other things. The following key responsibilities have been set out in the SIGR Policy, in relation to such:

- Audit Committee support,
- coordination of risk identification and assessment processes through the preparation and updating of Risk Maps and

- coordination with the Risk Committees and with those responsible for specific risk management for risk measurement processes, controls, action plans and procedures required to mitigate them.

Within the Group structure, Internal Audit and Risk Management Department reports directly to the Audit Committee, which guarantees autonomy and independence in its functions and in the responsible supervision of the risk control and management system.

**E.3 State the main risks, including tax risks and insofar as those arising from corruption are significant (the latter being understood under the scope of Royal Decree Law 18/2017), which may affect the achievement of the business objectives.**

The Group defines risk as any potential event, internal or external, that may negatively affect the achievement of the objectives regarding the various Group processes and, therefore, the materialisation of the Group's strategic objectives, its methods or its reputation. Given the nature of the sector and the geographical areas in which the Group operates, the organisation is subject to various risks that could impede the attainment of its objectives and the successful execution of its strategies.

The process of identifying and assessing the risks affecting the Group mainly took into account the following risk factors, for which the Group has put in place monitoring and response plans and measures:

- **Operational Risks.** Those related with potential losses or a reduction in activity due to inadequacies or failures in operations, systems, resources or processes:
  - Occupational health and safety risk, in view of the characteristics of activities performed in our plants.
  - Disruption of our customer supply chain due to various factors (both internal and external), such as:
    - supply problems concerning our suppliers,
    - internal business conflicts,
    - prolonged breakdown of machinery, tools or plants,
    - serious accidents and
    - other factors that occur without warning (such as meteorological disasters, earthquakes, floods, etc.).
  - Incidents linked to the quality of our products, with potential repercussions on cost, liability and reputation.
  - Difficulties in hiring or replacing key staff, which is defined as executive staff in strategic positions, as well as highly qualified staff that are a valuable asset to the company.
  - Deviations in the profitability of projects, that could potentially result either in the issuance phase or in the production phase.
  - Security risks concerning computer applications and cyberattacks
- **Strategic Risks.** Those that may arise as a consequence of choosing a specific strategy, as well as those of an external or internal nature that may significantly affect the attainment of objectives, the reputation and/or vision of the Group in the long term. These include:
  - Political and economic instability in the different countries where the Group operates.

- Development, adoption and assurance of the necessary technical skills at industrial level, both in terms of innovations in materials and products as well as in production processes, in an environment which is constantly changing and evolving.
  - The Group's rate of progress towards “Data Driven” management through Industry 4.0 and the digitalisation of business processes in an environment of accelerated change.
  - Climate change and environmental risks: as an integral part of the automotive sector, we believe that our environmental impact must be analysed from the perspective of a vehicle's life cycle beyond the direct impact generated purely in the manufacturing process. Additionally, our stakeholders are showing increased commitment to climate change, among them, OEMs have increased their demand in this regard in the supply chain.
- Reporting Risks. Those related with the reliability in the preparation, collection and presentation of financial and non-financial information, both internal as well as external, relevant to the Group.
  - Compliance Risks. Those related with the strict observance of legislation and regulations (external and internal), including tax-related, that affects the Group in the different markets and geographical areas in which it operates.

The risks associated with the criminal liability of legal entities, the impact of corruption in the different countries where the Group operates and unethical or irregular conduct are considered, among others. This category also includes risks arising from potential legislative and regulatory changes, and the Group's capacity to anticipate and ability to react such.

- Financial Risks. These include financial market risks, as well as contingent liabilities and other off-balance risks. The main risks in this scope to which the Group is exposed are:
  - Fluctuating exchange rates affecting our operations in an international context.
  - Fluctuating interest rates.
  - Fluctuation of the price of raw materials.

#### E.4 Identify whether the entity has a risk tolerance level, including one for tax risk.

The Group, in delivering its vision "*to be the automotive supplier most renowned for its ability to adapt business in order to create value for the client, while maintaining sustainable economic and social development*" assumes a prudent level of risk, seeking the right balance between value creation, sustainability and risk.

In this regard, the level of risk tolerance, including tax risks, is defined at corporate level in the SGR Policy, approved by the Company's Board of Directors, and sets out that all risks that jeopardise compliance with the Group's strategies and objectives are to be kept at an acceptable low risk level.

The members of the Operational Risk Committee (CRO) and the Executive Risk Committee (CRE) took part in updating the Corporate Risk Map in financial year 2019. The main objectives of this updating process were to identify possible emerging risks and to assess all of the risks in terms of impact, probability of occurrence and effectiveness of the controls established, in accordance with the assessment scales defined and which were updated in 2019 in order to adapt to the strategy and changes

in our business environment and which will continue to be reviewed at least once a year for the same purpose. These assessment scales cover the different aspects of risk impact (financial, operational, regulatory framework and reputation) and entail suitable levels that allow for a standardised risk assessment. These scales reflect the Group's appetite and level of risk tolerance.

**E.5 State what risks, including tax risks, have materialised during the financial year.**

During the year, the risks inherent in Group's activity materialised at levels consistent with the Group's levels in the past and within acceptable impact limits. These risks include reduction on production volumes on a global basis and particularly in China, UK and Germany.

In this regard, the drop in production volumes led the Group to make an amendment in the last quarter of 2019 to the annual forecasts published at the beginning of 2019. Among them, the expected growth in annual sales at constant exchange rate was amended, as was the growth in the EBITDA (at constant exchange rate and excluding the impact of IFRS 16), estimating a 2019 EBITDA greater than 2018 EBITDA.

The Group has managed the impact of this drop by taking flexibility measures in its costs as well as moderating its investments in order to protect as far as possible the impact on its results and its financial debt, it has, however, been able to grow above market growth as well as continue with an EBITDA return on double-digit revenues.

In general, the SIGR, along with the policies and risk control and management systems that develop it, allow effective action to be taken on the risks and for suitable action plans to be drawn up, where necessary.

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

The Group has defined a SIGR that entails organisation, procedures and resources, making it possible to identify, measure, assess, prioritise, and respond to risks to which the Group is exposed. In this regard, two mitigation and risk response levels can be determined: global elements or acts that respond to corporate risk management and other individual mechanisms that respond to each specific risk.

The global elements or acts response mechanisms include the Group's Code of Conduct, the performance of the Ethics Committee, which reports directly to the Board and that is responsible for the monitoring of the fulfilment of the Group's Code of Conduct and the Whistleblowing Channel along with other mechanisms broadly defined in the SIGR Policy:

- Those responsible for managing specific risks are in charge of identifying and monitoring the risks that threaten the fulfilment of their objectives, as well as guaranteeing the proper functioning of the controls defined for their mitigation.
- Risk Committees are responsible for ensuring the proper functioning of the SIGR, as well as identifying, quantifying and managing the most significant risks that have an impact on their respective areas and the Group, and for ensuring that the risks remain at an acceptable level, keeping the Audit Committee informed.
- The Board of Directors and Audit Committee in approving, monitoring and following up on the SIGR.
- The Internal Audit and Risk Management Department, which supports the Audit Committee and coordinates the risk identification and assessment

processes and Risk Committees. In addition, the Internal Audit Department independently oversees compliance with the policies, procedures and controls set out for mitigating the Group's main risks.

In terms of individual risk, the Group has plans of management and monitoring adapted to the characteristics of each specific risk integrated within the company's systems and processes, and ensure that operational activities carried out are aligned with the Group's aims and targets.

In this sense, the Group currently has various organisational units or departments that analyse, continuously monitor and provide a response in various areas specialised in risk management, including: Internal control over financial information, Human Resources, Regulatory Compliance, Insurance, Corporate Social Responsibility, Quality, Operations Control, Corporate Security, Information Systems, Occupational Hazards Prevention, Project Management, Communication, Commercial, Financial Management and Development of advanced equipment. These units and departments form part of the Group's SIGR and are represented on the Risk Committees.

Parallel to the update of the 2019 risk map, the creation of an assurance map at the corporate level has begun, in which the main controls and response plans defined for the main risks are identified, from each of the main organisational units mentioned above.



**F INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS IN RELATION TO THE PROCESS OF ISSUING FINANCIAL REPORTS (ICFRS)**

Describe the mechanisms making up the risk control and management systems with respect to the process of issuing the entity's financial information (ICFRS).

**F.1 Control environment at the entity**

Indicate at least the following, specifying the main features thereof:

**F.1.1.** What bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective internal control over financial reporting system (ICFRS); (ii) the implementation thereof; and (iii) oversight thereof.

The Board of Directors has the ultimate responsibility for the existence and maintenance of an adequate and effective Internal Control over Financial Reporting System (hereinafter ICFRS). For these purposes, the Regulations governing Gestamp's Board of Directors establish in Article 8, section 3(a), as one of the non-delegable competences of this governing body, the approval of the "control and risk management policy, including fiscal risks, as well as regarding the regular monitoring of the internal information and control systems".

The Group has developed an ICFRS Policy, approved by the Board of Directors, in which the managerial responsibilities and the general outline of each component of the ICFRS are assigned (control environment, risk assessment, control activities, reporting and communication and oversight); This Policy establishes that the Group's Financial Management (through the Internal Control Function) is responsible for the design, implementation and operation of the ICFRS. Within the scope of these functions, it must promote the importance of internal control in the different countries where the Group is present, starting with raising awareness of control requirements at all levels of the Group, all through ongoing support in its work both regarding determining documentation associated with the ICFRS, validating the design and effectiveness of the controls, and the implementation of the identified action plans.

The oversight of the ICFRS is the responsibility of the Audit Committee. Article 40, section 6.b) of the Regulations of the Board of Directors sets forth that the Audit Committee has, among others, the competences of "overseeing the preparation process, integrity and presenting regulated financial reports on the Company, ensuring regulatory requirements are met and accounting criteria are correctly applied" and also "periodically reviewing the internal control and risk management systems, including fiscal risks, so that the main risks can be adequately identified, managed and reported". To this end, the Audit Committee relies on the Internal Audit Department, which has rules regulating the task of overseeing the effective functioning of the internal control system.

**F.1.2** Whether any of the following are in place, particularly as regards the financial information preparation process:

- Departments and/or mechanisms in charge of: (i) the design and revision of the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an appropriate distribution of work and duties; and (iii) ensuring that there are sufficient procedures for the proper dissemination thereof at the entity.

The Group's Human Resources and Organisation Management and the Board of Directors through its Executive Chairman are in charge of defining and modifying the organisational structure of the Group at a high level, with the monitoring support by the Nomination and Compensation Committee. In addition, the different organisational units have the autonomy to develop and propose changes in their respective organisational structures using the criteria established by the abovementioned bodies. Any proposal for organisational change is communicated to the Group's Human Resources and Organisation Department in order to be validated and registered in the Human Resources Corporate System, the organisational management module SAP HCM and its contribution on the organisation charts published on the Company's intranet. These organisation charts graphically represent the relationships between the different Group departments.

For each role defined, the Human Resources and Organisation Department has descriptions of high-level roles called "jobs" which include the managers involved in the process of drawing up the financial reports. In addition, for Group companies that are production centres where there are quality certifications, the specific jobs are described in accordance with the tasks carried out by the different people in the team at each plant.

The ICFRS documentation includes a risk and control matrix where, individually for each control, both the responsible organisational structures and the owners of each of the controls have been identified in relation to the financial reporting process.

- Code of conduct, body that approves it, degree of dissemination and instruction, principles and values included (indicating whether the recording of transactions and the preparation of financial information are specifically mentioned), body in charge of reviewing breaches and of proposing corrective actions and penalties.

The Group has a Code of Conduct which sets out the standards of ethical conduct that the Group requires from all of its employees and which is available on the Group's website.

In 2018, the Code of Conduct was updated.

The main changes have been:

- The inclusion of the responsibilities of all employees: to be compliant, lead by example, seek help and communicate.
- The reorganisation of the Rules of Conduct according to the area of application.
- The inclusion of rules in relation to the use of privileged information.

In 2018, replicating the action for the initial launch in 2011, the Group implemented a dissemination plan in relation to the new Code of Conduct among employees in all jurisdictions, who were also asked to confirm receipt of such. In addition, as part of the plan to welcome new Group employees, a copy of the Code of Conduct is provided and their adhesion is requested.

Regarding training, all Group employees must have carried out, at least once, the introduction course on the Code of Conduct, which may be taken in one of the following ways:

- Online training (through the Company Corporate University). When a new employee joins the Group, they automatically receive a notification to their email address inviting them to take the training on the Code of Conduct (available in all of the Group's languages), also receiving a copy of the Code of

Conduct in electronic format. Moreover, this training course is permanently available and, therefore, it can be seen if any questions arise after the initial training.

- Face-to-face training. For cases where the employee does not have access to a device that allows them to carry out training online. The same documentation as that available in the online training programme is included in the induction plan for people who carry out this type of training.

In either of the two cases, the Group requests acknowledgment from the employee that they have carried out the training on the Code of Conduct; with regards to face-to-face training, this documentation will consist of physical acknowledgment of receipt signed by the employee and which is filed away by the plants; and with regards to online training, the system itself requests confirmation from the user that they have carried out the course on the Code of Conduct.

In addition, and on an annual basis, an external company will perform an audit to check, by interviewing a representative percentage of the staff at each company, their knowledge of the Code of Conduct. The questions include the existence of the Code of Conduct, its accessibility, if it is effective, etc. According to the results, Human Resources Managers identify whether it is necessary to implement a plan of action in relation to the Code of Conduct.

In relation to the financial information, there is a section in the Code on "Integrity towards our shareholders and business partners", which establishes that acting responsibly and with transparency goes hand in hand with protecting value. All employees create value for the shareholders when they put the company's interests first, when they ensure that business records are accurate and when they properly protect the company's resources, its information and assets. Furthermore, this section also includes a rule corresponding to "Information management", which explicitly indicates that the honest, accurate and objective collection and presentation of information, whether financial or any other kind, is essential for the Group. Therefore, an employee of the Group:

- Must not falsify any kind of information, whether financial or any other kind.
- Must not deliberately enter any false or misleading data into any report, record, file or expenses claims.
- Must not accept contractual obligations on behalf of Gestamp that exceed the authority the company has given them.
- Must fully cooperate with auditors, ensuring the accuracy of the information provided.

The Ethics Committee is the body responsible for analysing non-compliances of the Code of Conduct, studying complaints and proposing remedial actions and sanctions. Its duties and governance are set out in the Regulations of the Ethics Committee. Members of Senior Management and an external advisor make up the Committee and reports directly to the Board of Directors.

- Reporting channel that makes it possible to report any irregularities of a financial or accounting nature to the audit committee, as well as any possible breach of the code of conduct and irregular activities at the organisation, specifying, if appropriate, whether it is confidential.

The Group has a channel with certain ways of communication which guarantees confidentiality and the rights of the reporters.

- Human Resources managers. There is a way to report through the Human Resources managers. They in turn report to the Compliance Office.
- Compliance Office Inbox: generic inbox of an email address that the Compliance Office directly receives.
- Speak up line: the complaints channel, which has been available since December 2016, is managed by an external company (SpeakUp Line), thus increasing the whistle-blower's trust and confidence with regard to confidentiality. Such communication may take place via telephone, web form or email. It is available in all languages spoken within the Group. Communications are sent to the Compliance Office.

Both the Compliance Office Inbox and the Speak up line are available on the company's intranet and on the website.

The Ethics Committee Regulations also establish the indemnity of people who report acts in good faith and, in turn, safeguards the honour and presumed innocence of any employee amid malicious or unfounded reports.

The Group's Reporting Channel allows any kind of non-compliance with Code of Conduct, including irregularities of a financial and accounting nature, and any irregular activity that could take place within the Group, to be communicated. The Audit Committee receives a periodic report on the complaints made through the Reporting Channel, the investigations carried out and, where appropriate, the measures adopted.

In 2019, 116 reports were received, 115 of which were complaints regarding potential breaches and 1 doubt already resolved. 18 complaints were received through representatives, 45 directly through the Compliance Office Inbox and 53 through the SpeakUp Line. None of these were related to the ICFRS.

- Regular training and update programmes for personnel involved in the preparation and review of financial information, as well as in the evaluation of the ICFRS, covering at least accounting standards, auditing, internal control, and risk management.

At the beginning of each financial year, the Group's Training and Development Department draws up a training plan with all areas, including those that are part of the Finance Department. This plan includes the different external and internal training activities geared towards members of the areas under the Group's Finance Department and managers of the in each of the Group's countries and organisational units.

This plans are aimed at:

- Members of the finance areas of the Group.  
In 2019, more than 300 hours were devoted to update programmes on regulatory developments regarding the preparation and oversight of financial reporting, and also regarding the system implemented for internal control over financial reporting.
- Members of the finance areas in all countries and organizational units.  
In 2019, training activities were devoted to more than 300 persons from finance areas and other related areas in the countries where the Group operates in order to communicate, train or update any subjects which, from an accounting and financial perspective, are relevant for preparing the financial reports. These training activities amounted to approximately 3.000 training hours.

In 2019, strengthening the economic/ financial knowledge for business decision making in the Group's management teams is still an objective of the Gestamp Corporate University's Financial Academy. Therefore, 2154 hours have been invested in investment project assessment, management accounting, financial accounting and financial statement analysis courses for a total of 200 Gestamp managers.

In addition, a tool developed internally to support the ICFRS was put into operation in 2019, including the maintenance of risk matrices and controls on the reliability of financial information, evaluation of controls and monitoring of defined action plans.

In this regard, on a mandatory basis, in 2019, 641 employees have been trained globally, investing 1100 hours in face-to-face training sessions in each of the countries where the plants are located within the scope of the ICFRS. To supplement this training, at the end of 2019, an online training programme was developed and launched both on ICFRS and on the use of the tool, which will be taught throughout 2020 through the Corporate University Virtual Campus.

Also, in 2019, 500 hours were devoted to specific courses provided by internal and external personnel on operation and functioning of the financial IT applications used for drawing up financial reports.

## **F.2 Risk assessment of financial information**

Indicate at least the following:

F.2.1. What are the main features of the risk identification process, including the process of identifying the risks of error or fraud, with regards to:

- Whether the process exists and is documented.

The Group bases its process to identify error or fraud risks in financial information on the COSO framework (Committee of Sponsoring Organizations for the Commission of the Treadway Commission), implementing practices aimed at designing and maintaining an internal control system that provides reasonable assurance with regard to the reliability of the regulated financial information.

As referred to in section F.1.1., the Group has an ICFRS Policy that includes, among other aspects, the general description of the ICFRS and its objectives, roles and responsibilities, the method for implementing the system for internal control over financial reporting and also the process to identify error or fraud risks in financial reporting. Based on this methodology, the scope matrix of the ICFRS was defined.

The scope matrix for the ICFRS, which is updated on an annual basis, after the consolidated financial statements have been prepared, aims to identify the accounts and disclosures that have significant associated risks and which could have a potential material impact on financial reporting. It also establishes the processes to review regarding its design and effectiveness in each country where the Group operates.

During financial year 2019, the Group identified the financial reporting risks by analysing the information contained in the audited consolidated financial statements at 31 December 2018, selecting the most relevant accounts and significant disclosures according to quantitative criteria and risks. The 2018 ICFRS scope matrix was approved by the Audit Committee on 6 May 2019.

- Whether the process covers all the objectives of financial reporting (existence and occurrence; integrity; assessment; presentation, breakdown and comparability, and rights and obligations), whether it is updated, and how often.

For each of these accounts and significant disclosures, their associated critical processes and subprocesses are established and the risks that could lead to errors and/or fraud in financial reporting are identified, covering all of the financial reporting objectives (existence and occurrence; integrity; assessment; presentation and breakdown; and rights and obligations).

- The existence of a process for the identification of the scope of consolidation, taking into account, among other matters, the possible existence of complex corporate structures, holding entities, or special purpose entities.

With regard to the scope of consolidation, the Chairman, the CEO, the Group's Legal Manager, the Tax Consultancy Manager and the Finance Manager hold meetings as the Finance and Tax Committee, where they address issues relating to, among others, the purchase or withdrawal of companies in which the company has direct or indirect interests, as well as possible changes to be made regarding said interest. Similarly, the Committee identifies the need to undertake specific corporate operations, such as incorporations, mergers, divisions or the winding-up of companies that form part of the Group.

The conclusions approved by the Finance and Tax Committee in the area of company acquisitions and dispositions, and adoption of company operations, are initially compiled by the Group's Legal Department, which is in charge of drawing up the legal documentation required. Furthermore, the Legal Department informs the Consolidation team of any company acquisition or disposition, as well as any interest in them, and any corporate operation that may affect the scope of consolidation. This is done at least on the date on which such operation becomes effective. -

Based on the information received by the Finance and Tax Committee and by the Legal Department, the Department Responsible for Consolidation in the Group's Economic-Finance Department updates the scope of consolidation on the consolidation application used by the company. Furthermore, on a quarterly basis, this information is compared with that contained in the consolidation reporting package that each Group company sends to carry out the quarterly consolidation.

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

As referred to in section E.1., the Group has SIGR Policy, which was approved by the Board of Directors in 2017. The purpose of the SIGR is to establish the basic principles, guidelines and the general framework for action to ensure that risks that may affect the implementation of the Group's strategies and achievement of objectives are identified, analysed, assessed, managed and controlled systematically, with homogeneous criteria and within the risk levels accepted by the Group.

The SIGR Policy is inspired by the following reference frameworks:

- The COSO ERM model, risk management reference framework generally accepted in the market.
- The good practices mentioned in the Good Governance Code of listed companies and the CNMV Technical Guide 3/2017 on Audit Committees of Public Interest

### Entities.

This Policy, containing five risk categories (strategic, operational, reporting, compliance and financial) is applicable to all Group companies. Reporting risks include those related to the reliability in the preparation, collection and presentation of financial and non-financial information, both internal as well as external, relevant to the Group.

These risks generally cover all of those associated with the Group's activities, processes, projects and lines of business in all geographical areas where it conducts business. Consideration is given, among others, to the types of operational, technological, financial, legal, environmental, social and tax- and reputation-related risks, including, under financial risks, those relating to contingent liabilities and other off balance-sheet risks.

Following the update of the Risk Map, which is analysed every year, it is verified that the risks that could have an impact on the financial information drafting processes or on the reliability of it are provided for in the ICFRS model. This is done to analyse the need to include additional processes or controls in said model and/or in the matrix scope for the following financial year.

- What governance body of the entity supervises the process?

Responsibility for the oversight of the effectiveness of the ICFRS and the Integrated Risk Management System lie with the Audit Committee through the Internal Audit Management, according to that set out in Article 40 of the Regulations governing Gestamp's Board of Directors.

As stated in the previous sections, the Audit Committee approved the ICFRS scope matrix on 6 May 2019 as a way of supervising the risk evaluation process.

### **F.3 Control activities**

Indicate whether at least the following are in place and describe their main features:

F.3.1. Procedures for review and authorisation of financial information, and description of the ICFRS to be published in the securities market, indicating the persons or divisions responsible therefor, as well as documentation describing the flows of activities and controls (including those relating to risk of fraud) of the various types of transactions that could materially affect the financial statements, including the closing process and the specific review of significant judgements, estimates, assessments, and projections.

The Group performs regular reviews of the financial reports drawn up and also of the description of the ICFRS in accordance with different levels of responsibility that aim to ensure the quality of the information.

The Group's Economic-Finance Department draws up consolidated financial statements on a quarterly basis (consolidated accounts and interim financial statements) and submits them for review by the Executive Chairman and the Managing Director, who then proceed to approve them. The quarterly and annual review and authorisation procedure concludes with them being submitted to the Audit Committee by the Managing Director and the Finance Department, and its preparation by the Board of Directors.

In financial year 2019 and, in accordance with the scope matrix of the ICFRS, the

Internal Control Department continued to define the risk and control matrix, and the process documentation identified as key and material in all countries where the Group operates. The controls that mitigate the error or fraud risks regarding financial reporting and which affect these processes are identified in said matrix.

These processes/subprocesses cover the different types of transactions which may materially affect the financial statements (purchases, sales, staff costs, stock, fixed assets, collection and payment management, etc.), specifically including the closing, reporting and consolidation process, as well as all of those that are affected by significant judgments, estimates, assessments, and projections.

The documentation in each of the processes comprises:

- Breakdown of the information systems that impact the subprocesses.
- Breakdown of the organisational structures.
- Descriptions of each subprocess associated with each process.
- Description of the significant risks involved in financial reporting (including those relating to the risk of fraud) and also others (operational and/or regarding compliance) associated with the different subprocesses and control objectives.
- Detailed description of the key and non-key controls that mitigate each of the risks identified.
- Results of the internal control design evaluation conducted by the Internal Control Department, identifying the best opportunities and establishing the action plans, persons responsible and the corresponding implementation deadline.

For each control, the following have been identified:

- Supporting evidence regarding the controls.
- Organisational structures and/or functions of positions in charge of each key and non-key controls identified, as well as identifying other departments affected, where appropriate.
- Owner in charge of each control.
- Frequency of the controls.
- Level of automation of the controls.
- Type of control: preventive or detective.
- Risks to mitigate.
- Association regarding the objectives of the financial information and the prevention/detection of fraud.
- Information systems involved in the control.

The Group has launched a process for updating the internal control system which guarantees the quality and reliability of financial and non-financial reporting, not merely limiting itself to yearly or half-yearly financial reports.

As such, among other measures, as stated under section F.1.2., in 2019 the Group has launched in all plants and countries in which risk matrix and controls has been determined, an internal development of a specific tool. This tool allows an ongoing updating, self-evaluating and supervising process to take place on the correct functioning of the internal control system of financial information, ensuring its reasonable reliability in a single centralised environment. This tool contributes to strengthening the internal control at all levels of the organisation, facilitating the



effectiveness evaluation process and the control designs, as well as monitoring the action plans.

With regard to significant judgments, estimates and projections, it is the Group's Economic-Finance Department or the Division Controlling departments that set the hypotheses and perform the calculations. To do so, they use information, such as the budgets for the coming financial years and the strategic plans, which the different Group companies report through a shared platform that is managed by the Group's Controlling Department. In certain cases (such as the valuations of fixed assets and actuarial study calculations), the information provided by specialists external to the Group is also used. The most significant judgements, estimates and projections are validated prior to the approval process for the consolidated financial statements.

F.3.2. Policies and procedures of internal control over reporting systems (including, among others, security of access, control of changes, operation thereof, operational continuity, and segregation of duties) that provide support for the significant processes of the entity in connection with the preparation and publication of financial information.

The Group has internal control policies and procedures on the information systems supporting the relevant processes, including the preparation and review process for financial reporting.

In the process to identify technological risks that may affect the confidentiality, integrity and availability of financial information, the Group identifies what systems and applications are relevant in each of the areas or processes considered significant. The systems and applications identified include both those that are directly used to prepare the financial information and those that are relevant for the effectiveness of the controls that mitigate the risk of errors arising therein.

Taking into account this information, the Plan of Business Continuity of Information Systems is reviewed on a yearly basis. This plan establishes action plans for mitigating the risks arising from information system dependency that could affect the achievement of business objectives.

Generally speaking, the following controls exist to provide the Group with reasonable assurance concerning the internal control of reporting systems:

- The Group has a road map of the most relevant applications, including those with the objective of processing financial information.
- Only authorised staff have access to the reporting systems using robust authentication mechanisms. In addition, access to information is limited according to the roles assigned to each user. In relation to this, system accessibility is determined by identity management. A feature is currently being rolled out which, by means of an automatic approval flow, enables managers of each system to receive access requests and, in turn, review and approve them.
- The actions performed by users are registered and monitored by people authorised in accordance with operating procedures.
- Periodic review processes are performed on users with access to data, as well as a review of privileged users.
- There are alternative communication systems that guarantee the continuity of operations.
- Backups of the information are carried out regularly, which are stored in safe locations, and trial restorations thereof are carried out.

- The incident management system is aimed at resolving any type of problem that may arise in the business processes.
- There is a software development methodology and different environments with the aim of ensuring that any changes in the information systems are appropriately authorised and tested.
- Critical business processes have different organisational and technological solutions which ensure the continuity of the information systems. Every year, the financial system recovery plan is tested, identifying the improvement aspects that are included in the plan updates.

The controls on the information technology implemented in the area of financial systems are validated every year in order to ensure their effectiveness. Any incidents identified are evaluated and the appropriate measures adopted to correct them in the time and manner established.

**F.3.3. Internal control policies and procedures designed to supervise the management of activities outsourced to third parties, as well as those aspects of assessment, calculation, or valuation entrusted to independent experts, which may materially affect the accounts.**

The Group does not usually have activities outsourced to third parties which may materially affect the financial statements. In any case, when the Group outsources certain work to third parties, it ensures the subcontracted company has the technical skills required, independence, competence and solvency.

In financial year 2019, the only significant activity outsourced to third parties with an impact on the financial statements was the use of independent experts for support in the valuation of fixed assets and actuarial study calculations, although they did not have a material effect on the financial information.

This activity was performed by a firm which was validated as having the necessary competences by personnel in the Group and supervised by Management, which verified the key assumptions used by the external parties, along with the reasonability of the conclusions.

#### **F.4 Information and communication**

Indicate whether at least the following are in place and describe their main features:

**F.4.1. A specific function charged with defining and updating accounting policies (accounting policy area or department) and with resolving questions or conflicts arising from the interpretation thereof, maintaining fluid communications with those responsible for operations at the organisation, as well as an updated accounting policy manual that has been communicated to the units through which the entity operates.**

Within the Group's Economic-Finance Department, there is Department Responsible for Consolidation (hereinafter, "Consolidation Team"). The functions assigned to said team, specifically established in the Group's Criteria and Accounting Policies Manual, include a team update, which must be undertaken at least once per year.

This Manual includes the main policies applicable to the Group's operations, as well as the criteria that are to be followed by those in charge of recording the financial

information, examples of its application and the chart of accounts for consolidation. The last update was in December 2019.

In addition, there is another department in the Economic-Finance Department that is responsible for the design and definition of the financial processes to be applied in companies using the Corporate SAP system. This Function is in charge of reflecting the accounting policies established in the Group's Criteria and Accounting Policies Manual in this system.

If those in charge of recording the Group's financial information have any queries about how to proceed with regard to daily transaction accounting, the responsibility for resolving queries in relation to these processes lies with the Department Responsible for the design and Definition of Financial Processes, whereas any queries regarding accounting policies are resolved by the Consolidation Team, as stated in the Manual. This centralisation of query resolution allows for increased standardisation of criteria.

The information required to update the Criteria and Accounting Policies Manual is received by the Consolidation Team through the different channels: by communications from the ICAC (the Spanish Accounting and Auditing Institute) (for modifications to the Spanish National Chart of Accounts, the IFRS or the IAS), by reviewing information alerts sent by the external auditor through the tax updates it receives from the tax advisor or through participation in training sessions given by prestigious companies.

In order to keep all persons in charge of recording financial information throughout the whole Group informed of any possible modifications that arise in the Criteria and Accounting Policies Manual, the Consolidation Team sends them said document on a quarterly basis, along with the consolidation reporting package.

**F.4.2. Mechanisms to capture and prepare financial information with standardised formats, to be applied and used by all units of the entity or the group, supporting the principal accounts and the notes thereto, as well as the information provided on the internal control over financial reporting system.**

All Group companies report the financial information in a consolidation reporting package in a standardised manner as established by the Consolidation Team. This package includes the information structure required to then proceed to add it.

The Consolidation Team has a master in which each account in the local consolidation chart of accounts is associated with the corporate SAP accounts. This association is customised in the Group's consolidation application by the Function charged with the Design and Definition of Financial Processes within the Group's Economic-Finance Department.

Once the Consolidation Team has received the information from the different companies, it verifies that it coincides with the chart of accounts established for the Group and with the Group's Criteria and Accounting Policies Manual and proceeds to upload this information onto the Group's consolidation application.

Regarding the information in the disclosures in the report, in order to draw up the consolidated Financial Statements, the Consolidation Team uses the information reported by the different companies in the reporting packages as a source. Based on this data and the information from the whole Group, it consolidates and draws up the consolidated interim and annual accounts (financial statements and notes) and creates the notes to the financial statements. The Consolidation Team ensures that

the information in the consolidation application matches the detailed information extracted to draw up the disclosures, and also that the information in the detail of the notes matches the detailed information extracted to draw up the notes.

Finally, the capture and preparation of the information provided regarding the ICFRS is centralised in the Internal Control Function in coordination with the Departments involved. This description is formally validated by these Departments. This process concludes with the approval of the Annual Corporate Governance Report as a whole by the Board of Governors,

## **F.5 Supervision of the operation of the system**

Indicate and describe the main features of at least the following:

F.5.1. The activities of overseeing the internal control over financial reporting system (ICFRS) performed by the audit committee, and also whether or not the entity has an internal audit function whose duties include providing support to the committee in its task of overseeing the internal control system, including the ICFRS. Information is also to be provided concerning the scope of the assessment of the ICFRS performed during the financial year and on the procedure whereby the person or division charged with performing the assessment reports the results thereof, whether the entity has an action plan in place describing possible corrective measures, and whether the impact thereof on financial information has been considered.

As indicated in section F.1.1, the Audit Committee is responsible for overseeing and periodically reviewing the effectiveness of the internal control and the financial reporting process, with support from the Internal Audit Management, which hierarchically depends on the Managing Director and functionally on the Audit Committee.

Some of the duties of the Internal Audit Management are supporting the Audit Committee in overseeing the correct functioning of the ICFRS, reporting the conclusions obtained from its audits through the regular appearances of the Internal Audit Director at Audit Committee meetings during the financial year. Such conclusions include possible corrective actions of the weaknesses detected, and their monitoring once approved.

In this respect, the Internal Audit Management is responsible for executing the Internal Audit Plan for financial year 2019 that was approved on 17 December 2018 by the Audit Committee. The 2019 Audit Plan includes, among other aspects, the auditing of the design of the key ICFRS processes and the effectiveness evaluation of the general IT controls, implemented in the applications or systems under the ICFRS scope due their importance in producing the Group's financial information.

On 6 May 2019, the Audit Committee approved the scope matrix of the ICFRS established by the Internal Control Department, in accordance with what is stated in section F.2.1, and supervised degree of progress of the work carried out in relation to the ICFRS through periodic reports submitted by the Internal Audit Director to the Audit Committee.

During the 2019 financial year, in accordance with the Audit Plan and the ICFRS scope matrix, a review continued on the design of the controls at plants included in the scope.

In the area of IT, and continuing the work initiated in 2018, the analysis of the main ERP that currently support the industrial and financial processes in the Group were

concluded.

In these audits, action plans aimed at strengthening the internal control system were established. The results of the audits have been periodically reported to the Audit Committee.

As such, the Audit Committee, in accordance with its duties, includes in its Activities Report the tasks it has undertaken under its role of overseeing the Internal Control System during 2019. Among other aspects, the activity report for financial year 2019 includes:

- the supervision and revision of the preparing and presentation process of the annual individual and consolidated financial information and also the regulated financial information (quarterly and half-yearly) to provide the market,
- the reviewing of developments on IFRS and Spanish General Audit Plan.
- the monitoring of the internal audit function activities,
- the overseeing of relationships with the external auditor of the company and Group,
- related transactions,
- correct application of the generally accept accounting principles and the safeguarding of the integrity of financial information.
- the approval of the ICFRS scope matrix established for the financial year 2019-2020,
- review of the degree of implementation of the ICFRS,
- monitoring of the ICFRS design evaluation results, as well as monitoring of the improvement plans detected,
- monitoring of the risk management performed within the Group,
- approval of the 2020 Internal Audit Plan, and
- approval of the 2020 resources of the Internal Audit Management.

F.5.2. Indicate whether there is a discussion procedure whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other reviews they have been engaged to perform to the company's senior executives and its Audit Committee or Board of Directors. State also whether the entity has an action plan to correct or mitigate the weaknesses identified.

Article 40 of the Regulations of the Board of Directors govern the power held by the Audit Committee with regard to regularly receiving information on the activities of the Internal Audit Department; verifying whether senior management takes into account the conclusions and recommendations in its reports; and to discuss with the auditor or auditing firms any significant weaknesses in the internal control system detected in the course of the audits, without ever compromising its independence. To this end, and where applicable, recommendations and proposals, together with the relevant follow-up deadlines, may be submitted to the board of directors.

In accordance with the process established for such purpose, any significant internal control weakness that has been detected by the auditor of the financial statements in the course of its work, will be formally reported in writing to the two levels of

management: to the Management that will define, in such case, the action plans to be implemented to mitigate the internal control weaknesses detected, which will be subsequently presented to the Audit Committee.

Nine meetings of the Audit Committee were held in 2019.

External auditors attended four Audit Committee meetings to communicate the provisional status of the audit work on the limited review of the half-yearly information, the Group's financial statements and the essential facts detected, including the areas for improvement detected in the internal control, which, without being significant weaknesses, have been deemed to be potentially useful.

The Director of the Internal Audit Committee has periodically participated in Audit Committee meetings, presenting the degree of progress of the work undertaken in relation to the ICFRS, as well as the internal control weaknesses identified in the course of said work.

#### **F.6 Other relevant information**

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Not applicable.

#### **F.7 External auditor's report**

Indicate:

F.7.1. Whether the ICFRS information reported to the markets has been submitted for review by the external auditor. If so, the related report should be included in the corresponding report as an Appendix. If not, give reasons why.

The information sent regarding the 2019 ICFRS was not submitted for review by the external auditor given that the Group continues to implement the improvements and recommendations that arose in the ICFRS adaptation process, launched as a result of its admission to trading on the Continuous Market on 7 April 2017. In this sense, considering the implementation level reached, the Audit Committee has decided to submit 2020 ICFRS for the review of the external auditor.

## **G** DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

State the company's degree of compliance with the recommendations of the Good Governance Code for Listed Companies.

If the company does not comply with any recommendation or follows it partially, there must be a detailed explanation of the reasons providing shareholders, investors, and the market in general with sufficient information to assess the company's course of action. Generalised explanations will not be acceptable.

1. **The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.**

Complies  Explain

2. **When a parent and a subsidiary are listed companies, both should provide detailed disclosure on:**

a) **The types of activity they engage in, and any business dealings between them, as well as between the listed subsidiary and other group companies.**

b) **The mechanisms in place to resolve possible conflicts of interest.**

Complies  Partly complies  Explain  Not applicable

3. **During the annual general meeting, the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular regarding:**

a) **Changes taking place since the previous annual general meeting.**

b) **The specific reasons why the Company does not follow some of the recommendations of the Good Governance Code and, if any, the alternative rules that apply in this area.**

Complies  Partly complies  Explain

4. **The company should draw up and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position.**

**This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.**

Complies  Partly complies  Explain

5. **The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.**

**When the board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.**

Complies  Partly complies  Explain

6. **Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:**

- a) Report on auditor independence.
- b) Reports on the operation of the audit committee and the nomination and remuneration committee.
- c) Audit committee report on related-party transactions.
- d) Report on the corporate social responsibility policy.

Complies  Partly complies  Explain

7. The company should broadcast its general shareholders' meetings live on the corporate website.

Complies  Explain

Once analysed the suitability of its broadcast, the Company did not believe that live broadcasting of the Ordinary General Shareholders' Meeting held on 6 May 2019. In that respect, it was considered to firstly analyse the advisability of broadcasting the referred meeting. In future meetings of the General Shareholders' Meeting, this broadcasting possibility will be analyse once again.

8. The audit committee should strive to ensure that the board of directors can present the company's accounts to the general shareholders' meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the chairperson of the audit committee and the auditors should give a clear account to shareholders of their scope and content.

Complies  Partly complies  Explain

9. The company should disclose on its website, on an ongoing basis, its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights.

Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.

Complies  Partly complies  Explain

10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:

- a) Immediately circulate the supplementary items and new proposals.
- b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
- c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.
- d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.

Complies  Partly complies  Explain  Not applicable

11. In the event that a company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.

Complies  Partly complies  Explain  Not applicable



12. **The board of directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.**

**In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.**

Complies  Partly complies  Explain

13. **The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.**

Complies  Explain

14. **The board of directors should approve a director selection policy that:**

- a) **Is concrete and verifiable.**
- b) **Ensures that appointment or re-election proposals are based on a prior analysis of the board's needs.**
- c) **Favours a diversity of knowledge, experience and gender.**

**The results of the prior analysis of board needs should be written up in the appointments committee's explanatory report, to be published when the general meeting is convened which will ratify the appointment and re-election of each director.**

**The director selection policy should pursue the goal of having at least 30% of total board places occupied by women directors before the year 2020.**

**The appointments committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.**

Complies  Partly complies  Explain

As referred to in section C.1.7., Nomination and Compensation Committee, in the context of the evaluation that was conducted on the compliance of the Policy for the Selection of the Board of Directors on 17 December 2018, an evaluation was not carried out on how said policy is fostering the objective of obtaining at least a 30% representation of women on the Board of Directors by 2020.

However, in the context of the evaluation of the Board of Directors referred to in sections C.1.17 and C.1.18, the action plan drawn up by the Nomination and Compensation Committee submitted for the approval of the Board of Directors, includes some recommendations to be performed during 2020, between others, the monitoring of the fulfilment of the diversity principle stated in the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors.

In view of the vacancy that arose during 2019 and in order to comply with the provisions of the Selection Policy of the Board and the of Knowledge, Skills, Diversity and Experience Guide and to promote diversity in the Board, the Company's Nomination and Compensation Committee agreed at its meeting on 25 July 2019 to adopt the

measure that, given the equal knowledge and experience of the different candidates, it would be advantageous for the vacancy to be filled by a woman.

- 15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.**

Complies       Partly complies       Explain

- 16. The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.**

**This criterion can be relaxed:**

- a) **In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.**
- b) **In companies with a plurality of shareholders represented on the board but not otherwise related.**

Complies       Explain

- 17. Independent directors should represent at least half of all board members.**

**However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30 % of capital, independent directors should occupy, at least, a third of board places.**

Complies       Explain

- 18. Companies should disclose the following director particulars on their websites and keep them regularly updated:**

- a) **Professional profile and biographical data.**
- b) **Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.**
- c) **Statement of the director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.**
- d) **Dates of their first appointment as a board director and subsequent re-elections.**
- e) **Shares held in the company and any options thereon.**

Complies       Partly complies       Explain

- 19. Following verification by the appointments committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3% of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.**

Complies       Partly complies       Explain       Not applicable

- 20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the number of the latter should be reduced accordingly.**

Complies  Partly complies  Explain  Not applicable

21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where they find just cause, following a report by the appointments committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the position of board member, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion set out in recommendation 16.

Complies  Explain

22. Companies should establish rules obliging directors to inform the Board of Directors of any circumstance that might harm the company's name or reputation, tendering their resignation as the case may be, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.

The moment a director is indicted or tried for any of the offences stated in company legislation, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not he or she should be called on to resign. The board should give a reasoned account of all such determinations in the annual corporate governance report.

Complies  Partly complies  Explain

23. All directors should express their clear opposition when they feel a proposal submitted for the Board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.

When the Board makes material or reiterated decisions about which a director has expressed serious reservations, then he/she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the Secretary of the Board, director or otherwise.

Complies  Partly complies  Explain  Not applicable

24. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board. Irrespective of whether such resignation is filed as a significant event, the reason therefor must be explained in the annual corporate governance report.

Complies  Partly complies  Explain  Not applicable

25. The appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The board of directors' regulations should lay down the maximum number of company boards on which directors can serve.

Complies  Partly complies  Explain

- 26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.**

Complies  Partly complies  Explain

During 2019, the Board of Directors has met with the necessary frequency to effectively perform its functions following the schedule of meetings and items set out at the beginning of the year. In this sense, the Board of Directors met seven (7) times. Further meets were not necessary for the correct monitoring of the business or appropriate company representation, management and administration. However, the number of meetings may be higher in future financial years.

- 27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.**

Complies  Partly complies  Explain

- 28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.**

Complies  Partly complies  Explain  Not applicable

- 29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending, if necessary, to external assistance at the company's expense.**

Complies  Partly complies  Explain

- 30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.**

Complies  Explain  Not applicable

- 31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision in order for them to study the matter beforehand or gather together the material they need.**

For reasons of urgency, the chairperson may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly recorded in the minutes, of the majority of directors present.

Complies  Partly complies  Explain

- 32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.**

Complies  Partly complies  Explain

- 33. The chairperson, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's bylaws, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief**

executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review knowledge refresher courses for each director, when circumstances so advise.

Complies  Partly complies  Explain

34. When a coordinating independent director has been appointed, the bylaws or board of directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairperson or vice-chairpersons, if they exist; give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairperson's succession plan.

Complies  Partly complies  Explain  Not applicable

35. The board secretary should strive to ensure that the board's actions and decisions are informed by the good governance recommendations contained in this Good Governance Code that are of relevance to the company.

Complies  Explain

36. The board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct deficiencies detected in:

- a) The quality and efficiency of the board's operation.
- b) The performance and membership of its committees.
- c) The diversity of board membership and competences.
- d) The performance of the chairman of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chairpersons of board committees.

The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report by the appointments committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the appointments committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Complies  Partly complies  Explain

37. When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary to the executive committee.

Complies  Partly complies  Explain  Not applicable

**38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the minutes of executive committee meetings.**

Complies  Partly complies  Explain  Not applicable

**39. All members of the audit committee, particularly its chairperson, should be appointed in relation to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by independent directors.**

Complies  Partly complies  Explain

**40. There should be a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and internal control systems. This unit should report functionally to the board's non-executive chairperson or the chairperson of the audit committee.**

Complies  Partly complies  Explain

**41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.**

Complies  Partly complies  Explain  Not applicable

**42. The audit committee should have the following functions over and above those legally assigned:**

**1. As regards information systems and internal control:**

- a) **Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.**
- b) **Ensure the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programmes, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.**
- c) **Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.**

**2. With regard to the external auditor:**

- a) **Investigate the issues giving rise to the resignation of the external auditor, should this come about.**
- b) **Ensure that the remuneration of the external auditor does not compromise its quality or independence.**
- c) **Ensure that the company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.**
- d) **Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and**

accounting positions.

- e) **Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.**

Complies  Partly complies  Explain

43. **The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.**

Complies  Partly complies  Explain

44. **The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.**

Complies  Partly complies  Explain  Not applicable

45. **The risk control and management policy should identify at least:**

- a) **The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off- balance-sheet risks.**
- b) **The determination of the risk level the company sees as acceptable.**
- c) **The measures in place to mitigate the impact of identified risk events should they occur.**
- d) **The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance- sheet risks.**

Complies  Partly complies  Explain

46. **Companies should establish a risk control and management function in the charge of one of the company's internal departments or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:**

- a) **Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.**
- b) **Actively participate in the preparation of the risk strategy and in key decisions regarding their management.**
- c) **Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.**

Complies  Partly complies  Explain

47. **Members of the appointments and remuneration committee—or of the appointments committee and remuneration committee, if separately constituted—should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.**

Complies  Partly complies  Explain

**48. Large cap companies should operate separately constituted appointments and remuneration committees.**

Complies  Explain  Not applicable

**49. The appointments committee should consult with the company's chairperson and chief executive, especially on matters relating to executive directors.**

**When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it may consider suitable.**

Complies  Partly complies  Explain

**50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:**

- a) **Propose to the board the standard conditions for senior officer contracts.**
- b) **Monitor compliance with the remuneration policy set by the company.**
- c) **Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.**
- d) **Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.**
- e) **Verify the information on director and senior officers' pay contained in different corporate documents, including the annual directors' remuneration statement.**

Complies  Partly complies  Explain

**51. The remuneration committee should consult with the company's chairperson and chief executive, especially on matters relating to executive directors and senior officers.**

Complies  Partly complies  Explain

**52. The terms of reference of supervision and control committees should be set out in the regulations of the board of directors and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:**

- a) **Committees should be formed exclusively by non-executive directors, with a majority of independents.**
- b) **They should be chaired by independent directors.**
- c) **The board should appoint the members of such committees in relation to the knowledge, skills and experience of its directors and each committee's tasks; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each committee meeting.**
- d) **They may engage external advice, when they deem it necessary for the discharge of their functions.**
- e) **Meeting proceedings should be minuted and a copy made available to all board members.**

Complies  Partly complies  Explain  Not applicable

**53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board**



committee or split between several, which could be the audit committee, the appointments committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organisation, with at the least the following functions:

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.
- b) Oversee the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders.
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.
- e) Monitor corporate social responsibility strategy and practices and assess their degree of compliance.
- f) Monitor and evaluate the company's interaction with its stakeholder groups.
- g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.

Complies  Partly complies  Explain

54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Specific practices in matters relating to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conduct.
- d) The methods or systems for monitoring the results of the specific practices referred to above, and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Complies  Partly complies  Explain

55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.

Complies  Partly complies  Explain

56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Complies  Explain

57. Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans, retirement schemes or other welfare schemes, should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. This condition, however, will not apply to shares that the director must dispose of to defray costs related to their acquisition.

Complies  Partly complies  Explain

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Complies  Partly complies  Explain  Not applicable

The Company's variable remuneration system is based on strictly objective, measurable and quantifiable economic-financial criteria that is 100% linked to the value of the Group. Such objective is understood as a multiple of the consolidated EBITDA, less the net debt. In this respect, the company understands that said criteria consider the risk undertaken in order to obtain the result; as such, they consider not only the obtention of the results, measured in EBITDA terms, but also the levels of debt the company has in achieving them.

The variable remuneration system applied to the Company's Executive Directors is applicable to all employees with variable remuneration. That is, the same measurement objectives and criteria are applied to over 1,200 employees, including directors, managers and employees. The variable remuneration policy exclusively includes financial criteria relating to the degree of compliance with the rules and the company's internal procedures, and its risk control and management policies. The company applies the zero-tolerance principle to all partial and full non-compliances of the company's internal procedures and risk control and management policies through the commitment and acceptance, by employees, directors and managers, of the company's Code of

Conduct and its internal development rules.

The company's remuneration policy is established based on a balance between the short-medium- and long-term compliance of objectives, given that, in addition to annual variable remuneration, the company also has:

- A long-term incentive plan for certain company executives, among whom is Mr Francisco López Peña, the CEO, linked to the achievement of long-term objectives and aimed at promoting sustained value creation for the Group over time and increasing the retention and motivation rates of the company's key employees. The plan is linked to the achievement, by the end of the period, of a series of financial objectives set forth in the Group's Strategic Plan and related to shareholder interests, given that it is linked to the creation of value for the Group.
- The alignment of executives, including Francisco López Peña, the CEO, with the company's long-term strategy, market evolution, and share price on the stock exchange, is undertaken by means of the plan launched in 2016, through which key executives were offered the chance to buy company shares at the market price.

**59. A major part of variable remuneration items should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.**

Complies       Partly complies       Explain       Not applicable

**60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.**

Complies       Partly complies       Explain       Not applicable

**61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.**

Complies       Partly complies       Explain       Not applicable

The variable remuneration system for Executive Directors is based on a monetary and objective system associated with economic-financial metrics that are directly aligned with value creation for the shareholder.

The company does not directly contemplate a variable remuneration system for Executive Directors that includes the giving of shares or financial instruments whose value is linked to the share price. However, in 2016 the company offered certain key directors of the Group, including Francisco López Peña, the CEO of the Group, the possibility of buying company shares at the market price, a measure with which the interests of executive directors and senior management are aligned with the long-term objectives of the company. As a result, the inclusion of the provision of shares as variable remuneration has been deemed unnecessary.

**62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.**

**This condition, however, will not apply to shares that the director must dispose of to**

**defray costs related to their acquisition.**

Complies       Partly complies       Explain       Not applicable

**63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.**

Complies       Partly complies       Explain       Not applicable

**64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.**

Complies       Partly complies       Explain       Not applicable



## OTHER INFORMATION OF INTEREST

1. If there are any significant aspects regarding corporate governance at the company or at entities of the group that are not included in the other sections of this report, but should be included in order to provide more complete and well-reasoned information regarding the corporate governance structure and practices at the entity or its group, briefly describe them.
2. In this section, you may also include any other information, clarification, or comment relating to the prior sections of this report provided that they are relevant and not repetitive.

Specifically, state whether the company is subject to laws other than Spanish laws regarding corporate governance and, where applicable, include any information that the company is required to provide which is different to the information required in this report.

### Section A.7.

Private shareholders' agreement entered into by Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd. and Gestamp 2020, S.L. on 23 December 2016.

The most significant agreements it contains affecting the Company are as follows:

- (i) The Gestamp 2020, S.L. Board of Directors must hold a meeting prior to the Company's Annual General Shareholders' Meeting in order to decide upon how to vote and appoint a representative for Gestamp 2020, S.L. in said Meeting. Mitsui & Co. Ltd. does not hold any voting rights regarding items on the agenda at the Company's Annual General Shareholders' Meeting.
- (ii) The Company's Board of Directors must have a minimum of 9 and a maximum of 15 members. Mitsui & Co., Ltd. shall have the right to propose the appointment of 2 members of the Company's Board of Directors out of the total number of members that Gestamp 2020, S.L. has the right to appoint, provided that it holds a stake, either directly or indirectly, in at least 10% of the Company's share capital. In the event that the stake held drops below 10% but remains above 5%, Mitsui & Co., Ltd. would have the right to propose the appointment of 1 member of the Company's Board of Directors out of the total number of members that Gestamp 2020, S.L. has the right to appoint.
- (iii) In the event that any Gestamp 2020, S.L. shareholders have the intention of transferring their indirectly held stake in the Company, the non-transferring shareholder becomes entitled to purchase the stake of the transferring shareholder in Gestamp 2020, S.L. for a price equivalent to that of the sum of the closing market price of the Company's share divided by the sum of the trading days in the month after the notification regarding the share transfer. If the right of first refusal is not exercised, the transferring shareholder may, at its discretion, request the following within 3 months:
  - (a) That Gestamp 2020, S.L. sells company shares that indirectly belong to the transferring shareholder, using the price obtained from such sale to buy shares of Gestamp 2020, S.L., which directly belong to the transferring Shareholder.

- (b) The shares in Gestamp 2020, S.L. are amortised obtaining in return the distribution of company shares indirectly held.
- (c) Gestamp 2020, S.L. is dissolved, allocating to each partner the company shares that correspond to it in accordance with the stake held in Gestamp 2020, S.L.
- (iv) Except where provided for in the agreement, Gestamp 2020, S.L. cannot sell or use the company shares in its name as security without the consent of both partners.
- (v) Acek Desarrollo y Gestión Industrial, S.L. may transfer at any time all or part of the company shares that it directly holds.
- (vi) Without prejudice to the rights of Mitsui & Co. Ltd. under the agreement, Acek Desarrollo y Gestión Industrial, S.L. may keep control of the company and of Gestamp 2020, S.L. and its business.
- (vii) In the event of a material breach of the private shareholders' agreement by Mitsui & Co. Ltd., Acek Desarrollo y Gestión Industrial, S.L. shall be entitled to exercise a call option on the stake held by Mitsui & Co. Ltd. in Gestamp 2020, S.L. for a price equivalent to 90% of its market value. In the event of a breach by Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co. Ltd. May exercise a put option on its stake in Gestamp 2020, S.L. for a price equivalent to 110% of its market value.

Private shareholders' agreement entered into by Mr. Francisco José Riberas Mera, Halekulani, S.L., Juan María Riberas Mera, Ion-Ion, S.L. and Acek Desarrollo y Gestión Industrial, S.L. on 21 March 2017.

The most significant agreements it contains are as follows:

- (i) The governing body of Acek Desarrollo y Gestión Industrial, S.L. must hold a meeting prior to the Annual General Shareholders' Meeting of the Company or of Gestamp 2020, S.L. in order to come to an agreement on how Acek Desarrollo y Gestión Industrial, S.L. will vote and to appoint its proxy for said meetings.
- (ii) Right of first refusal and *tag-along* right of the Acek Desarrollo y Gestión Industrial, S.L. shareholders and, in the case of the right of first refusal, on a subsidiary basis to the company itself, in the event that any of the shareholders have the intention of transferring their stake to a third party. The aforementioned rights will not come into play in particular transfers to member of the Riberas family or to companies or foundations controlled by the transferring shareholder or his/her family.
- (iii) Regulation of a conciliation procedure and, on a subsidiary basis, a mediation procedure for deadlock situations involving Acek Desarrollo y Gestión Industrial, S.L., and indirectly involving the Company. In the event that the deadlock is not solved through the conciliation or mediation, each of the Acek Desarrollo y Gestión Industrial, S.L. shareholders may determine the vote that indirectly corresponds to them in Gestamp 2020, S.L. by means of their stake in Acek Desarrollo y Gestión Industrial, S.L.

### **Section C.1.3**

Regarding the appointment of Mr. Shinichi Hori and Mr. Katsutoshi Yokoi, it is established that they were proposed by Mitsui & Co. Ltd. to Acek Desarrollo y Gestión Industrial, S.L., pursuant to the provisions in the shareholders agreement entered into between Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd. and Gestamp 2020, S.L., referred to in section A.7.

### **Section C.1.13**

The amount of remuneration of the Board of Directors accrued in 2018 included in this section differs from the amount included on the Note 32.2. to the annual financial statements of the Group as the accrual criteria applied is different regarding the long term incentive.

### **Section C.1.14**

In accordance with what is established in the instructions for completing this report, it is hereby stated that the Company's Internal Audit and Risk Management Director is Ms. Raquel Cáceres Martín was not included in the table in section C.1.14 given that she is not considered to be a member of senior management, since, as this term is legally defined, only members of the Company's Management Committee hold this status.

Furthermore, it is hereby stated that the total amount of the remuneration of Senior Management corresponding to financial year 2019 as set out in section C.1.14 of this report include: the salaries paid during the year; the annual variable remuneration accrued in the year, and payment thereof is envisaged once the 2019 Financial Statements have been formally approved by the Annual General Shareholders' Meeting which will be held in 2020; the sum of any benefits granted and compensation paid due to two Senior Managers leaving the Management Committee in the year in question.

Also, the remuneration amount of the Senior Management accrued in 2018 included in this section differs from the amount included on the Note 32.3. to the annual financial statements of the Group as the accrual criteria applied is different regarding the long term incentive.

### **Section C.2.1.**

#### Procedures and rules of organisation and functioning of the Audit Committee and the Nomination and Compensation Committee

Article 39 of the Regulations of the Board of Directors sets forth the following rules applicable to both Committees:

“a) The Board of Directors shall appoint the members of such committees, taking into account the knowledge, skills and experience of the directors and each committee's tasks; it shall discuss their proposals and reports; and provide report-backs on their activities and work carried out.

(b) They shall be exclusively made up of non-executive directors, with a minimum of three and a maximum of five. The above is understood notwithstanding the potential presence of executive directors or Senior Managers in their meetings, for reporting

purposes, when each of the committees agrees to this. However, the presence of the executive Chairman in these meetings shall be exceptional.

(c) Independent directors shall be in the majority at all times, where one is to be appointed Chairperson.

(d) The Secretary shall be the Secretary of the Board of Directors.

(e) They may seek external advice when deemed necessary for the performance of their duties under the same circumstances as those applicable to the Board (*mutatis mutandi*).

(f) Minutes shall be taken of the meetings and a copy thereof shall be sent to all the members of the Board.

(g) The committees shall meet whenever necessary, at the Chairperson's discretion, 33 to exercise their powers, and whenever two of its members so request.

(h) The rules of operation shall be those that govern the functioning of the Board. In this way, they shall be validly constituted whenever the majority of its members are present or represented, and its resolutions shall be adopted by an absolute majority of the directors in attendance. In the event of a tie, the Committee Chairperson shall have the casting vote.

(i) The Chairman of the corresponding committees shall inform the Board of Directors of the issues discussed and the resolutions adopted at the meetings during the first Board of Directors' meeting held after the Committee meeting.

(j) Within three months after the end of each financial year, each committee shall submit a report on its work in the previous year for approval by the Board of Directors, and it shall be made available to the shareholders during their annual general meeting.

#### Duties of the Audit Committee and the Nomination and Compensation Committee

Article 40 of the Regulations of the Board of Directors attributes the following duties to the Audit Committee:

“(a) To inform the General Shareholders' Meeting about issues raised by the shareholders on matters for which it is competent and, in particular, about the findings of audits, explaining how they have contributed to the integrity of the financial reporting and the role that the Committee has played in the process.

(b) As regards information systems and internal control:

(i) To supervise the preparation process, integrity and presentation of regulated financial reporting on the Company, checking that regulatory requirements are met and accounting criteria are correctly applied.

(ii) To periodically review the internal control and risk management systems, including fiscal risks, so that the main risks are adequately identified, managed and reported, and also to discuss with the auditor any significant weaknesses in the internal control system found in the course of the audit, never compromising its independence. To this end, and where applicable, recommendations and proposals, with the relevant deadlines for follow-up, can be submitted to the administrative body.

(iii) To safeguard the independence and effectiveness of the internal audit function: to propose the selection, appointment, re-election and dismissal of the head of the internal audit service; to propose the budget for this service; to receive information about its activities regularly; to verify whether senior management takes into account the conclusions and recommendations in its reports; and to discuss with the auditor or auditing firms any significant weaknesses in the internal control system detected in the course of the audits.

(iv) To set up and supervise a mechanism that enables employees to anonymously and confidentially report any irregularities they may observe within the company.

(v) To approve, supervise, revise and oversee compliance with the Company's corporate social responsibility policy, which must focus on the creation of value at the Company and on fulfilment of its social and ethical duties.



- (c) With regards to the auditor:
    - (i) To bring proposals on the selection, appointment, re-election and replacement of the auditor, as well as the contract conditions for such party, to the Board and to be in charge of the selection process.
    - (ii) To regularly receive from the auditor information on the audit plan and the results of its implementation, and to verify whether senior management has taken its recommendations into account.
    - (iii) To establish an appropriate relationship with the auditor to receive information about any issues that could jeopardise the independence of the auditors, for examination by the Audit Committee, and any other information related to the progress of the auditing process, as well as any other correspondence stipulated in legislation on accounts auditing and auditing standards. At the least, it must receive written confirmation from the auditor or auditing firms once a year asserting their independence from the entity, or entities that are directly or indirectly related to it, as well as information about additional services of any kind provided to these entities by the aforementioned auditor or firms, or by individuals or entities related to them in accordance with legislation on accounts auditing.
    - (iv) To issue a report expressing an opinion on the independence of the auditor once a year, prior to issuance of the auditor's report. Such report must, in all cases, express a decision on the additional services referred to in the paragraph above.
  - (d) As regards the risk management and control policy:
    - (i) To propose to the Board of Directors a risk management and control policy, which shall identify as least: (i) the types of risk (operational, technological, financial, legal and reputational) to which the Company is exposed; (ii) setting the risk level deemed acceptable by the Company; (iii) measures to mitigate the impact of the risks identified, should they occur; and (iv) the control and reporting systems to be employed to control and manage said risks.
    - (ii) To supervise the operation of the Company's risk management and control unit, which is responsible for: (i) ensuring that the risk management and control systems function properly and, in particular, ensuring that all the significant risks affecting the Company are adequately identified, managed and quantified; (ii) actively participating in the creation of the risk strategy and in reaching important decisions about its implementation; and (iii) ensuring that the risk management and control systems adequately mitigate the risks in accordance with the policy defined by the Board of Directors.
  - (e) To review the prospectuses or equivalent documents for issuance and/or admission of securities and any other financial reporting that the Company is required to submit to the markets and its supervisory bodies.
7. The Audit Committee must inform the Board of Directors before the latter adopts the relevant resolutions on the matters set forth by law, in the By-laws and in these Regulations and, specifically, on the following subjects:
- (a) The financial reports that the Company, due to its status as a listed company, must periodically publish. The Audit Committee shall ensure that interim financial statements are prepared using the same accounting criteria as the annual statements and, to this end, shall consider whether a limited review by the auditor is appropriate.
  - (b) The creation or acquisition of shares in special-purpose entities or entities based in countries or territories classified as tax havens, as well as any other transactions or operations of a similar nature that, due to their complexity, could diminish the Company's transparency.
  - (c) Related-party transactions.
  - (d) Operations entailing structural and corporate modifications planned by the Company, analysing their financial terms and conditions, including, where applicable, the exchange ratio and impact on the accounts.
- (...)

10. In relation to the corporate social responsibility policy, the Audit Committee must:
- (a) Propose the principles or commitments to be voluntarily undertaken by the Company in its relations with its diverse stakeholders;
  - (b) Identify the objectives of its corporate social responsibility policy and the support instruments to be deployed.
  - (c) Establish the corporate strategy with regards to sustainability, the environment and social issues.
  - (d) Determine specific practices on matters relating to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conduct.
  - (e) Establish the methods or systems for monitoring the results of the specific practices referred to above, and identifying and managing related risks.
  - (f) Implement (1) monitoring mechanisms of non-financial risk, ethics and business conduct; and (2) the channels of communication, participation and dialogue with stakeholders; as well as responsible communication practices that prevent manipulation of information and protect integrity and honour."

On the other hand, Article 41 of the Regulations of the Board of Directors attributes the following duties to the Nomination and Compensation Committee:

- “(a) To assess the skills, knowledge and experience of the Board, describe the duties and skills required from the candidates to fill the vacancies, and assess the time and dedication required for them to perform the entrusted tasks.
- (b) To verify compliance with the board member hiring policy each year, and to report on this in the Annual Corporate Governance Report.
  - (c) To examine and arrange the procedure for replacing the Chairman of the Board of Directors and, where appropriate, the chief executive, to make this process easily understood, and to make proposals to the Board to ensure that this process takes place in an orderly, well-planned manner.
  - (d) To guide the proposals for the appointment and dismissal of members of Senior Management that the Chairman submits to the Board and the basic conditions of their contracts.
  - (e) To raise proposals for appointments of independent directors to the Board of Directors, either for appointment under the co-option system or by submitting the proposal to the General Shareholders’ Meeting for a decision, and making proposals for re-election or removal of such directors by the General Shareholders’ Meeting.
  - (f) To guide the proposals for appointments of other directors, either for appointment under the co-option system or by submitting the proposal to the General Shareholders’ Meeting for a decision, and making proposals for re-election or removal thereof by the General Shareholders’ Meeting.
  - (g) To guide the Board on gender diversity issues, to set representation targets for the under-represented gender on the Board of Directors and to create guidelines for achieving such targets.
  - (h) To arrange and coordinate periodic assessments of the Chairman of the Board of Directors and, in conjunction with this person, periodic assessments of the Board of Directors, its committees and the CEO of the Company.

2. The Nomination and Compensation Committee should consult with the company's Chairman or, in turn, chief executive, especially on matters relating to executive directors and senior officers. When there are vacancies on the board, any director may approach the Nomination and Compensation Committee to propose potential candidates that it considers suitable.

3. The Nomination and Compensation Committee, in addition to the duties indicated in previous sections, shall be responsible for the following in relation to remuneration:

- (a) Propose the following to the Board of Directors:

- (i) The remuneration policy for directors and for the parties that carry out senior management duties and directly report to the Board, executive committees or managing directors, as well as the individual remuneration and other contract conditions of executive directors, ensuring compliance with such policy.
  - (ii) The individual remuneration of directors and approval of the contracts entered into by the Company and its directors who carry out executive duties.
  - (iii) The types of contracts for Senior Management.
- (b) Ensure compliance with the remuneration policy for directors approved in the General Meeting.”

**Section C.2.2**

For the purposes of communicating the number of female directors and the percentage thereof in the years prior to 2017, it is hereby stated that the Company did not have an Audit Committee or Nomination and Compensation Committee established in such years given that its shares were admitted to trading in 2017.

**Section D.2.**

For further information, see section 32 of the report of the Group's Consolidated Financial Statements corresponding to year-end 31 December 2019.

3. The company may also state whether it has voluntarily adhered to other international, sectoral or any other codes of ethical principles or good practices. If so, state the code in question and the date of adherence thereto. In particular, mention whether there has been adherence to the Code of Good Tax Practices of 20 July 2010.

The Group has been a signatory of the Principles of the United Nations Global Compact since 24 July 2008, and it became a partner of the Global Compact in 2011.

This annual corporate governance report was approved by the Company’s Board of Directors at its meeting held on 27 February 2020.

State whether any directors voted against or abstained in connection with the approval of this Report.

Yes

No

Individual or company name of director that did not vote in favour of the approval of this report	Reasons (opposed, abstained, absent)	Explain the reasons

## STATEMENT OF RESPONSIBILITY FOR THE ANNUAL FINANCIAL INFORMATION 2019

All of the Directors of the Board of Directors of GESTAMP AUTOMOCIÓN, S.A. state that, to the best of their knowledge, the Individual Annual Financial Statements of GESTAMP AUTOMOCIÓN, S.A. and the Consolidated Annual Financial Statements (consolidated annual accounts) of GESTAMP AUTOMOCIÓN, S.A. and its subsidiaries for Fiscal Year 2019, drawn up by the Board of Directors at its meeting of February 27, 2020 and prepared in accordance with applicable accounting standards, present a fair view of the assets, financial condition and results of operations of GESTAMP AUTOMOCIÓN, S.A. and of the companies included in its scope of consolidation, taken as a whole, and that the Individual and Consolidated Management Reports contain a true assessment of the corporate performance and results and the position of GESTAMP AUTOMOCIÓN, S.A. and of the companies included in its scope of consolidation taken as a whole, as well as a description of the principal risks and uncertainties facing them.

Madrid, February 27, 2020.

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Mr. Francisco José Riberas Mera  
*(Executive Chairman)*

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Mr. Francisco López Peña  
*(CEO)*

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Mr. Juan María Riberas Mera  
*(Director)*

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Mr. Shinichi Hori  
*(Director)*

---

Mr. Katsutoshi Yokoi  
*(Director)*

---

Mr. Alberto Rodríguez-Fraile Díaz  
*(Director)*

---

Mr. Javier Rodríguez Pellitero  
*(Director)*

---

Mr. Pedro Sainz de Baranda Riva  
*(Director)*

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Mrs. Ana García Fau  
*(Director)*

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Mr. César Cernuda Rego  
*(Director)*

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Mr. Gonzalo Urquijo Fernández de Aroz  
*(Director)*

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Mrs. Concepción Rivero Bermejo  
*(Director)*

## GESTAMP AUTOMOCIÓN, S.A. AND SUBSIDIARIES

The previous Consolidated Annual Financial Statements for the fiscal year 2019, from GESTAMP AUTOMOCIÓN, S.A. and subsidiaries, included in preceding pages 1 to 142, both inclusive, the Consolidated Management Report for the year 2019 included in the preceding pages 1 to 73, both inclusive, and the Annual Corporate Governance Report included in the preceding pages 1 to 102, both included, have been sign off by the members of the Board of Directors at their meeting on February 27, 2020.

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Don Francisco José Riberas Mera  
**President**

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Don Juan María Riberas Mera  
**Vicepresident**

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Don Francisco López Peña  
**Vocal**

---

Don Shinichi Hori  
**Vocal**

---

Don Katsutoshi Yokoi  
**Vocal**

---

Don Alberto Rodríguez Fraile Díaz  
**Vocal**

---

Don Javier Rodríguez Pellitero  
**Vocal**

---

Don Pedro Sainz de Baranda Riva  
**Vocal**

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Doña Ana García Fau  
**Vocal**

---

Don César Cernuda Rego  
**Vocal**

---

Don Gonzalo Urquijo Fernández de Araoz  
**Vocal**

---

Doña Concepción Rivero Bermejo  
**Vocal**

**Audit Report on Financial Statements  
issued by an Independent Auditor**

**GESTAMP AUTOMOCIÓN, S.A.  
Financial Statements and Management Report  
for the year ended  
December 31, 2019**

## **AUDIT REPORT ON FINANCIAL STATEMENTS ISSUED BY AN INDEPENDENT AUDITOR**

(Translation of a report and financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails)

To the shareholders of GESTAMP AUTOMOCIÓN, S.A.:

### **Audit report on the financial statements**

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#### **Opinion**

We have audited the financial statements of GESTAMP AUTOMOCIÓN, S.A. (the Company), which comprise the balance sheet as at December 31, 2019, the income statement, the statement of changes in equity, the cash flow statement, and the notes thereto for the year then ended.

In our opinion, the accompanying financial statements give a true and fair view, in all material respects, of the equity and financial position of the Company as at December 31, 2019 and of its financial performance and its cash flows for the year then ended in accordance with the applicable regulatory framework for financial information in Spain (identified in note 2 to the accompanying financial statements) and, specifically, the accounting principles and criteria contained therein.

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#### **Basis for opinion**

We conducted our audit in accordance with prevailing audit regulations in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those related to independence, that are relevant to our audit of the financial statements in Spain as required by prevailing audit regulations. In this regard, we have not provided non-audit services nor have any situations or circumstances arisen that might have compromised our mandatory independence in a manner prohibited by the aforementioned requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our audit opinion thereon, and we do not provide a separate opinion on these matters.

### *Measurement of investments in group companies, joint ventures, and associates*

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**Description** The Company recognized equity instruments, loans to group companies, debt securities, and other financial assets at a total amount of 4,412,358 thousand euros under "Investments in group companies, jointly-controlled entities, and associates" both current and non-current. At each closing, Company management makes significant judgments to determine the existence of indications of impairment, and if necessary, estimates their recoverable amounts. Due to the risk that these investments and assets might be impaired, as well as the relevance of the amounts in question, we have considered the valuation of the investments in Group companies and associates as one of our key audit matters. The Company's accounting policies as well as the disclosures required under prevailing accounting regulations are provided in Notes 2.3, 4.7, 8, 9, and 19 to the accompanying financial statements.

**Our response** We performed our procedures jointly for the equity instruments, loans to group companies, and debt securities that are included under "Investments in group companies, jointly-controlled entities, and associates." Among others, we have performed the following procedures:

- ▶ We reviewed the Company's procedures for determining the existence of indications of the impairment, as well as any procedures established to determine fair value. For investments with indications of impairment and for which fair value was determined based on value in use, we reviewed the reasonableness of the financial information and projected cash flows included in the business plan. For this purpose, we corroborated that the projected cash flows are consistent with other information sources: historic information, budgets approved, and external sources of information.
- ▶ Involving our valuation specialists to verify the reasonableness of the methodology used for calculating value in use for each subsidiary included in the recoverability analysis, mainly covering the discount rate used, as well as long-term growth rate and certain sales ratios.
- ▶ Where the recoverable amount was determined based on the investment's equity, with corrections made to tacit existing capital gains, we used the valuations performed by independent third-party appraisers based on the current market, and the analysis and evaluation of reasonableness of the amount recorded for these assets at year end, based on these measurements.
- ▶ Review of disclosed information included in the notes to the financial statements in accordance with the financial reporting framework applicable to the Company.



### *Recoverability of deferred tax assets*

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**Description** As explained in accompanying Note 15.2 to the financial statements, at December 31, 2019, the Company has deferred tax assets amounting to 30,499 thousand euros related to deductions and rebates, unused loss carryforwards, and other temporary deductible difference which Company management considers may be applied in future tax periods. Management's assessment of the recoverability of the deferred tax assets is based on its estimates on future taxable profit based on the Company's financial projections and business plans, and applicable tax regulations at any given time. The determination of the amount to be recovered in the future entails management making serious judgments based on a reasonable period and the consolidated tax group's taxable profit. The assessment of these assets is relevant for our audit as it requires making judgments and complex estimates and the recognized amounts are significant. The accounting policies and Information required under prevailing accounting regulations are provided in Notes 4.12, and 15.2 to the accompanying financial statements.

**Our response** Our audit procedures primarily included assessing the hypotheses and estimates used by management to determine the probability that the Company will obtain sufficient future taxable profit. This assessment entailed reviewing management's use of future budgets, business performance forecasts, and historical experience. We involved our team of tax specialists to review specific aspects of these estimates. We also evaluated whether the information disclosed in Notes 4.12 and 15.2 to the accompanying financial statements meets the requirements established in the financial reporting framework applicable to the Company.

---

### **Other information: Management Report**

Other information refers exclusively to the 2019 management report, the preparation of which is the responsibility of the company's directors and is not an integral part of the financial statements.

Our audit opinion on the financial statements does not include the management report. Our responsibility for the information contained in the management report is defined in prevailing audit regulations, which distinguish two levels of responsibility:

- a. A specific level applicable to certain information included in the Annual Corporate Governance Report, as defined in article 35.2 b) of Law 22/2015 on auditing, which solely requires that we verify whether said information has been included in the management report, and if not, disclose this fact.
- b. A general level applicable to the remaining information included in the management report, which requires us to evaluate and report on the consistency of said information in the financial statements, based on knowledge of the Company obtained during the audit, excluding information not obtained from evidence. Moreover, we are required to evaluate and report on whether the content and presentation of this part of the management report are in conformity with applicable regulations. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report that fact.

Based on the work performed, as described in the above paragraph, the information contained in the management report is consistent with that provided in the 2019 financial statements and their content and presentation are in conformity with applicable regulations.

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## **Responsibilities of the directors and the audit committee for the financial statements**

The directors are responsible for the preparation of the accompanying financial statements so that they give a true and fair view of the equity, financial position and results of the Company, in accordance with the regulatory framework for financial information applicable to the Company in Spain, identified in Note 2 to the accompanying financial statements, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee is responsible for overseeing the Company's financial reporting process.

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## **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with prevailing audit regulations in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with prevailing audit regulations in Spain, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the audit committee of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee of the Company with a statement that we have complied with relevant ethical requirements, including those related to independence, and to communicate with them all matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee of the Company, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## **Report on other legal and regulatory requirements**

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### **Additional report to the audit committee**

The opinion expressed in this audit report is consistent with the additional report we issued to the audit committee of the Company on February 27, 2020.

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### **Term of engagement**

The Ordinary General Shareholders' meeting held on May 6, 2019 appointed us as auditors of GESTAMP AUTOMOCIÓN, S.A. for the period ended December 31, 2019.

Previously, we were appointed as auditors by the shareholders for 1 year and we have been carrying out the audit of the consolidated financial statements continuously since December 31, 1999.

ERNST & YOUNG, S.L.  
(Registered in the Official Register of  
Auditors under No. S0530)

(signed in the original version)

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Ramón Masip López  
(Registered in the Official Register of  
Auditors under No. 16253)

February 27, 2020

**GESTAMP AUTOMOCION, S.A.**

**Financial Statements and Management Report  
for the year ended  
December 31, 2019**

## CONTENTS

- Balance sheet at December 31, 2019
- Income statement for the year ended December 31, 2019
- Statement of changes in equity for the year ended December 31, 2019
- Statement of cash flows for the year ended December 31, 2019
- Notes to the financial statements for the year ended December 31, 2019
- Management report for the year ended December 31, 2019

**GESTAMP AUTOMOCIÓN, S.A.**

**BALANCE SHEET AT DECEMBER 31, 2019 AND DECEMBER 31, 2018**

(In Euros)

<b>ASSETS</b>	<b>Note</b>	<b>2019</b>	<b>2018</b>
<b>Non-current assets</b>		<b>1,774,370,117</b>	<b>2,063,363,079</b>
<b>Intangible assets</b>	<b>5</b>	<b>19,549,568</b>	<b>22,755,715</b>
Trademarks and Other		19,549,568	22,755,715
Goodwill		-	-
<b>Property, plant, and equipment</b>	<b>6</b>	<b>93,497</b>	<b>92,581</b>
Land and buildings		83,880	85,658
Technical installations and other tangible fixed assets		9,617	6,923
<b>Real estate investments</b>	<b>7</b>	<b>22,353,148</b>	<b>22,902,642</b>
Land		5,775,822	5,775,822
Buildings		16,577,326	17,126,820
<b>Long-term investments in group companies and associates</b>		<b>1,668,559,313</b>	<b>1,953,324,776</b>
Equity instruments	<b>8</b>	731,056,836	720,638,355
Loans to associated companies	<b>9</b>	903,154,977	1,198,311,421
Representative debt values	<b>9.1</b>	34,347,500	34,375,000
<b>Non-current financial assets</b>		<b>33,315,033</b>	<b>36,879,114</b>
Equity instruments		305	305
Loans and receivables	<b>19.2</b>	32,116,327	36,854,371
Derivatives	<b>14</b>	1,197,201	23,238
Other non-current financial assets		1,200	1,200
<b>Deferred tax assets</b>		<b>30,499,558</b>	<b>27,408,251</b>
<b>Current assets</b>		<b>3,074,814,556</b>	<b>2,411,085,510</b>
<b>Non-current Assets Held for Sale</b>			-
<b>Inventories</b>		<b>2,760</b>	<b>34,333</b>
Prepayments to suppliers		2,760	34,333
<b>Trade and other receivables</b>		<b>29,209,457</b>	<b>23,582,528</b>
Trade receivables, group and associated companies	<b>19</b>	23,250,656	19,384,725
Current income tax assets	<b>15</b>	5,953,340	4,191,703
Receivables from public authorities	<b>15</b>	5,461	6,100
<b>Short-term investments in group companies and associates</b>	<b>9</b>	<b>2,743,798,881</b>	<b>2,163,141,118</b>
Loans to associated companies		632,864,055	217,252,406
Other financial assets		2,110,934,826	1,945,888,712
<b>Current financial assets</b>	<b>9</b>	-	<b>8,506</b>
Other current financial assets		-	8,506
<b>Short-term Accruals</b>		<b>140,000</b>	<b>200,000</b>
<b>Cash and cash equivalents</b>	<b>10</b>	<b>301,663,458</b>	<b>224,119,025</b>
Cash		301,663,458	224,119,025
Other equivalent liquid assets		-	-
<b>Total assets</b>		<b>4,849,184,673</b>	<b>4,474,448,589</b>

**GESTAMP AUTOMOCIÓN, S.A.**

**BALANCE SHEET AT DECEMBER 31, 2019 AND DECEMBER 31, 2018**

(In Euros)

<b>EQUITY AND LIABILITIES</b>	<b>Note</b>	<b>2019</b>	<b>2018</b>
<b>Equity</b>		<b>846,811,041</b>	<b>761,755,450</b>
<b>OWN FUNDS</b>		<b>853,172,691</b>	<b>767,997,763</b>
<b>Capital</b>	<b>11.1</b>	<b>287,757,180</b>	<b>287,757,180</b>
Subscribed capital		287,757,180	287,757,180
<b>Share Premium</b>	<b>11.2</b>	<b>61,591,287</b>	<b>61,591,287</b>
<b>Reserves</b>	<b>11.3</b>	<b>383,586,682</b>	<b>332,584,938</b>
Legal and statutory reserves		57,551,436	57,551,436
Other reserves		326,035,246	275,033,502
<b>Shares and participations in own equity.</b>		<b>(2,872,285)</b>	<b>(6,041,271)</b>
<b>Profit/ (loss) for the period</b>	<b>3</b>	<b>154,711,130</b>	<b>129,451,358</b>
<b>Interim Dividend</b>		<b>(31,601,303)</b>	<b>(37,345,729)</b>
<b>ADJUSTMENTS FOR CHANGES IN VALUE</b>	<b>12</b>	<b>(6,361,650)</b>	<b>(6,242,313)</b>
<b>Hedging transactions</b>		<b>(6,361,650)</b>	<b>(6,242,313)</b>
<b>Non-current liabilities</b>		<b>2,676,453,462</b>	<b>2,522,372,644</b>
<b>Provisions</b>	<b>13</b>	<b>2,260,523</b>	<b>2,196,791</b>
Benefit obligation		2,260,523	2,196,791
<b>Non trade liabilities</b>	<b>14</b>	<b>2,157,177,885</b>	<b>2,005,620,978</b>
Obligations and other negotiable securities		627,421,041	392,961,283
Interest-bearing loans and borrowings		1,475,666,008	1,562,745,660
Derivatives		54,090,836	49,914,035
<b>Non-current Liabilities - Payable to Group companies and Associates</b>	<b>14</b>	<b>517,015,054</b>	<b>514,554,875</b>
<b>Current liabilities</b>		<b>1,325,920,170</b>	<b>1,190,320,494</b>
<b>Non trade liabilities</b>	<b>14</b>	<b>101,664,280</b>	<b>44,785,958</b>
Interest-bearing loans and borrowings		69,147,494	3,123,827
Derivatives		-	1,196,678
Other current liabilities		32,516,786	40,465,453
<b>Current Liabilities - Payable to Group companies and Associates</b>	<b>14</b>	<b>1,221,985,948</b>	<b>1,143,348,105</b>
<b>Trade and other payables</b>	<b>14</b>	<b>2,269,942</b>	<b>2,186,431</b>
Trade accounts payable		371,436	340,745
Accrued wages and salaries		769,593	769,806
Payables to public authorities	<b>15</b>	1,128,913	1,075,880
<b>Total equity and liabilities</b>		<b>4,849,184,673</b>	<b>4,474,448,589</b>



**GESTAMP AUTOMOCIÓN, S.A.**

**INCOME STATEMENT AT DECEMBER 31, 2019 AND DECEMBER 31, 2018**

(In Euros)

	Note	2019	2018
<b>CONTINUING OPERATIONS</b>			
<b>Revenue</b>	16.1	<b>260,798,513</b>	<b>253,244,510</b>
Commercial and Intellectual property services		35,243,517	32,458,649
Revenues from other marketable securities to Associated Companies		75,266,134	63,808,325
Dividends		150,288,862	156,977,536
<b>Other Operating Incomes</b>	16.1	<b>2,671,442</b>	<b>2,728,171</b>
Non-core and other current operating revenues		2,671,442	2,728,171
<b>Personnel expenses</b>		<b>(3,823,920)</b>	<b>(3,806,163)</b>
Wages, salaries and similar expenses		(3,520,572)	(3,569,238)
Social Charges	16.2	(303,348)	(236,925)
<b>Other Operating Expenses</b>		<b>(6,573,209)</b>	<b>(5,308,764)</b>
External Services	16.3	(5,882,444)	(4,801,312)
Taxes		(690,765)	(507,452)
<b>Fixed asset depreciation</b>	5.6.7	<b>(3,778,434)</b>	<b>(7,581,471)</b>
<b>Impairment and gains (losses) on sale of financial instruments</b>		<b>9,751,577</b>	<b>(21,423,374)</b>
Impairment losses	16.6	9,751,577	(21,423,374)
<b>Other results</b>		<b>19,066</b>	<b>223,722</b>
<b>OPERATING PROFIT</b>		<b>259,065,035</b>	<b>218,076,631</b>
<b>Financial income</b>	16.4	<b>941,610</b>	<b>1,095,920</b>
<b>From marketable securities and other financial instruments</b>		<b>941,610</b>	<b>1,095,920</b>
From third parties		941,610	1,095,920
<b>Financial expenses</b>	16.5	<b>(93,988,483)</b>	<b>(82,949,201)</b>
From payable to group and associated companies		(24,181,467)	(24,087,319)
From payable to third parties		(69,807,016)	(58,861,882)
<b>Change in Fair Value of Financial Instruments</b>		<b>(3,625,376)</b>	<b>(2,594,286)</b>
Taken to results for the year for-sale financial assets	14.2	(3,625,376)	(2,594,286)
<b>Exchange gains (losses)</b>	17	<b>(10,181,399)</b>	<b>(11,869,375)</b>
<b>FINANCIAL RESULT</b>		<b>(106,853,648)</b>	<b>(96,316,942)</b>
<b>PROFIT BEFORE TAXES</b>		<b>152,211,387</b>	<b>121,759,689</b>
<b>Income Tax</b>	15	<b>2,499,743</b>	<b>7,691,669</b>
<b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>		<b>154,711,130</b>	<b>129,451,358</b>
<b>DISCONTINUED OPERATIONS</b>			
<b>Profit for the year from discontinued operations net of taxes</b>			
<b>PROFIT FOR THE YEAR</b>		<b>154,711,130</b>	<b>129,451,358</b>

**GESTAMP AUTOMOCIÓN, S.A.****STATEMENT OF CHANGES IN EQUITY FOR THE YEARS 2019 AND 2018**

(In Euros)

**A) RECOGNIZED INCOME AND EXPENSES STATEMENT**

	<b>2019</b>	<b>2018</b>
<b>PROFIT FOR THE YEAR</b>	<b>154,711,130</b>	<b>129,451,358</b>
Incomes and expenses directly attributed to equity		
For valuation of financial assets		
For cash flow hedges	5,198,097	17,104,150
Tax effect	(1,247,543)	(4,104,996)
	<b>158,661,684</b>	<b>142,450,512</b>
Transfers to Income Statement		
For valuation of financial assets		
For cash flow hedges	(5,355,120)	(13,592,112)
Tax effect	1,285,229	3,262,107
Total transfers to Income Statement	<b>(4,069,891)</b>	<b>(10,330,005)</b>
<b>TOTAL RECOGNIZED INCOME AND EXPENSES</b>	<b>154,591,793</b>	<b>132,120,507</b>

**GESTAMP AUTOMOCIÓN, S.A.**

**STATEMENT OF CHANGES IN EQUITY FOR THE YEARS 2019 AND 2018**

(In Euros)

**B) STATEMENTS OF TOTAL CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31**

	Capital		Share premium	Legal Reserve	Reserves	Own shares and equity interests	Profit (loss) for the year	Interim dividend	Adjustments for change in value	TOTAL
	Subscribed	Uncalled								
<b>AT DECEMBER 31, 2017</b>	<b>287,757,180</b>	<b>-</b>	<b>61,591,287</b>	<b>47,110,439</b>	<b>167,743,376</b>		<b>190,437,236</b>	<b>-</b>	<b>(8,911,462)</b>	<b>745,728,056</b>
Adjustments made for changes in accounting policies 2017										
Adjustments due to 2017 errors										
<b>ADJUSTED BALANCE AT START OF 2018</b>	<b>287,757,180</b>	<b>-</b>	<b>61,591,287</b>	<b>47,110,439</b>	<b>167,743,376</b>	<b>-</b>	<b>190,437,236</b>	<b>-</b>	<b>(8,911,462)</b>	<b>745,728,056</b>
<b>Total recognised income and expenses</b>							<b>129,451,358</b>		<b>2,669,149</b>	<b>132,120,507</b>
<b>Transactions with shareholders or owners</b>	<b>-</b>	<b>-</b>		<b>10,440,997</b>	<b>107,290,126</b>	<b>(6,041,271)</b>	<b>(190,437,236)</b>	<b>(37,345,729)</b>		<b>(116,093,113)</b>
Distribution of the 2017 result				10,440,997	108,056,944		(118,497,941)			-
Dividends distributed							(71,939,295)	(37,345,729)		(109,285,024)
Operations with own shares or shares (net)					(766,818)	(6,041,271)				(6,808,089)
<b>AT DECEMBER 31, 2018</b>	<b>287,757,180</b>	<b>-</b>	<b>61,591,287</b>	<b>57,551,436</b>	<b>275,033,502</b>	<b>(6,041,271)</b>	<b>129,451,358</b>	<b>(37,345,729)</b>	<b>(6,242,313)</b>	<b>761,755,450</b>
Adjustments made for changes in accounting policies 2018										
Adjustments due to 2018 errors										
<b>ADJUSTED BALANCE AT START OF 2019</b>	<b>287,757,180</b>	<b>-</b>	<b>61,591,287</b>	<b>57,551,436</b>	<b>275,033,502</b>	<b>(6,041,271)</b>	<b>129,451,358</b>	<b>(37,345,729)</b>	<b>(6,242,313)</b>	<b>761,755,450</b>
<b>Total recognised income and expenses</b>							<b>154,711,130</b>		<b>(119,337)</b>	<b>154,591,793</b>
<b>Transactions with shareholders or owners</b>	<b>-</b>	<b>-</b>		<b>-</b>	<b>51,001,744</b>	<b>3,168,986</b>	<b>(129,451,358)</b>	<b>5,733,868</b>	<b>-</b>	<b>(69,536,202)</b>
Distribution of the 2018 result					92,105,629		(129,451,358)	37,345,729		-
Dividends distributed					(40,229,458)			(31,601,303)		(71,841,319)
Operations with own shares or shares (net)					(874,427)	3,168,986				2,294,559
<b>AT DECEMBER 31, 2019</b>	<b>287,757,180</b>		<b>61,591,287</b>	<b>57,551,436</b>	<b>326,035,246</b>	<b>(2,872,285)</b>	<b>154,711,130</b>	<b>(31,601,303)</b>	<b>(6,361,650)</b>	<b>846,811,041</b>

**GESTAMP AUTOMOCIÓN, S.A.**

**STATEMENT OF CASH FLOWS AT DECEMBER 31, 2019 AND DECEMBER 31, 2018**  
(In Euros)

	Note	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit for the year before tax		152,211,387	121,759,689
Adjustments to profit		(124,610,817)	(95,133,755)
Depreciation and amortization of intangible assets and PP&E	5,6,7	3,778,434	7,581,471
Impairment of intangible assets and PP&E	8.1	(9,751,577)	21,423,374
Change in provisions	13	63,732	330,124
Losses and income from disposal of financial instruments			
Income from dividends y trading securities	16.4	(226,496,606)	(221,881,586)
Financial expenses	16.5	93,988,483	82,949,201
Exchange rate differences			
Change in Fair Value of Financial Instruments	17	10,181,341	11,869,375
Other Income and expenses		3,625,376	2,594,286
<b>Changes in working capital</b>		<b>(3,750,208)</b>	<b>(1,688,233)</b>
Trade and other receivables		(3,865,292)	(1,842,957)
Other currents assets		31,573	(18,833)
Trade and other payables		83,511	173,557
<b>Other cash-flows from operating activities</b>		<b>103,782,989</b>	<b>135,978,842</b>
Interest paid		(94,545,086)	(79,099,933)
Dividends received		150,297,368	156,969,030
Interest received		52,204,890	60,091,689
Proceeds (payments) of income tax		(4,174,183)	(1,981,944)
<b>Cash flows from operating activities</b>		<b>127,633,351</b>	<b>160,916,543</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
<b>Payments on investments</b>		<b>(1,349,403,283)</b>	<b>(951,027,552)</b>
Group companies and associates		(1,349,379,574)	(949,899,933)
Intangible assets		(18,128)	-
Property, plant and equipment		(5,581)	(4,055)
Other financial assets		-	(1,123,564)
<b>Proceeds from divestments</b>		<b>1,094,947,509</b>	<b>509,603,309</b>
Group companies and associates		1,090,070,653	506,459,773
Other financial asset		4,876,856	3,143,536
<b>Cash flows from investing activities</b>		<b>(254,455,774)</b>	<b>(441,424,243)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
<b>Receivables and payments for equity instruments</b>		<b>2,294,559</b>	<b>(6,808,089)</b>
Acquisition of own equity instruments		(54,488,101)	(15,509,594)
Disposal of own equity instruments		56,782,660	8,701,505
<b>Proceeds and payments on financial liabilities</b>		<b>279,647,485</b>	<b>8,880,294</b>
<b>Issue</b>		<b>941,916,892</b>	<b>1,005,140,412</b>
Bond and other negotiable securities		235,292,471	392,335,307
Interest-bearing loans and borrowings		83,187,651	271,702,086
Borrowings from Group companies and associates		623,436,770	341,103,019
Other creditors		-	-
<b>Repayment of</b>		<b>(662,269,407)</b>	<b>(996,260,118)</b>
Bond, debt obligations and other negotiable securities		(445,742)	(75,000,000)
Interest-bearing loans and borrowings		(114,300,058)	(815,621,465)
Borrowings from Group companies and associates		(547,522,143)	(105,638,653)
Other creditors		(1,464)	-
<b>Payments on dividends and other equity instruments</b>		<b>(77,575,188)</b>	<b>(71,939,296)</b>
Dividends	11.3	(77,575,188)	(71,939,296)
<b>Cash flows from financing activities</b>		<b>204,366,856</b>	<b>(69,867,091)</b>
<b>EFFECT OF CHANGES IN EXCHANGE RATES</b>			
<b>NET INCREASE/ DECREASE OF CASH OR CASH EQUIVALENTS</b>			
		<b>77,544,433</b>	<b>(350,374,791)</b>
Cash and cash equivalents at the beginning of the year	10	224,119,025	574,493,816
Cash and cash equivalents at the end of the year	10	301,663,458	224,119,025

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### **1. ACTIVITY OF THE COMPANY**

Gestamp Automoción, S.A. (the "Company") has its registered address in the Polígono Industrial de Lebario industrial park in Abadiño, Vizcaya. The Company was incorporated for an indefinite period via a public deed executed on December 22, 1997, before Bilbao notary José Antonio Isusi Escurrida, under number 4.852 of his protocol. The Company is on file at the Vicaya Companies Register in tome 3.614, section 8, page BI-21245, folio 107, inscription 1 TIN: A-48943864

From April 7, 2017, the shares of the Parent Company are listed on the Madrid, Barcelona, Valencia and Bilbao Stock Market. The Company mainly provides advisory, financing and connection services to its subsidiaries, which engage in activities related to the automotive industry. As part of its activity, the Company charges its subsidiaries a royalty for use of the Gestamp trademark (Note 5) based on sales, and obtains revenue from the lease of properties to group companies (Note 7).

The Company belongs to a group whose parent is its majority shareholder, Acek Desarrollo y Gestión Industrial, S.L., formerly called Corporación Gestamp, S.L. (hereinafter Grupo Acek), which changed its corporate name pursuant to a resolution adopted by shareholders at the Extraordinary and Universal General Meeting held on February 5, 2015. The change of name was executed in a public deed on the same date. Transfer prices between Group entities and also between third parties related to the Group are appropriately supported by a transfer pricing dossier as it is established in the legislation in force.

As explained in Note 19, Gestamp Automoción, S.A. performs and maintains significant balances and transactions with related parties, therefore, to interpret this Annual Accounts you should take into account these circumstances.

The Acek Desarrollo y Gestión Industrial, S.L. Group's consolidated financial statements for the year ended December 31, 2018, the management report for the year then ended and the related audit report, will be placed on file at the Madrid Companies Register.

The Company's directors also prepare consolidated financial statements for Gestamp Automoción Group, of which the Company is the parent (Note 2.4).

#### **2. BASIS OF PRESENTATION**

The financial statements have been prepared in accordance with the Spanish General Chart of Accounts (*Plan General de Contabilidad*) approved by Royal Decree 1514/2007, of November 16, as amended by Royal Decree 602/2016, of December 2, and all other prevailing company law.

The accompanying financial statements have been prepared by the directors of the Company and will be submitted for approval by the General Shareholders' Meeting. It is expected that they will be approved without modification.

The figures shown herein are in euros (€), unless stated otherwise.

##### **2.1 Fair presentation**

The financial statements have been prepared from the auxiliary accounting records of the Company in accordance with prevailing accounting legislation to present fairly the Company's equity, financial position and results. The statement of cash flows has been prepared to present fairly the origin and use of the Company's monetary assets representing cash and cash equivalents.

The accompanying financial statements have been prepared by the directors of the Company on a going concern basis.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### **2.2 Comparative information**

In accordance with company law, for comparative purposes the Company included the 2017 figures in addition to those of 2018 for each item of the balance sheet, the income statement, the statement of changes in equity and the statement of cash flows. Quantitative information for 2017 is also included in the notes to the financial statements unless an accounting standard specifically states that this is not required.

#### **2.3 Critical issues regarding the measurement and estimation of uncertainties**

The directors prepared the Company's financial statements using estimates based on historical experience and other factors considered reasonable under the circumstances. The carrying amounts of assets and liabilities, which were not readily apparent from other sources, were established on the basis of these estimates. The Company reviews these estimates on an ongoing basis. However, given the uncertainty inherent in them, the need may arise to make significant adjustments to the carrying amounts of assets and liabilities affected in future periods should significant changes occur in the assumptions or circumstances on which the resulting values were based. Where applicable, these adjustments are made prospectively, with the related effects recognized in the financial statements of the corresponding year. En el siguiente apartado se identifican estos aspectos.

#### **2.4 Key estimates**

Key assumptions concerning the future and other relevant data on the uncertainty of estimates at the reporting date, which could entail a considerable risk of significant changes in the value of assets and liabilities in the subsequent reporting period, are as follows:

a) Impairment of non-current assets

Estimates must be made when measuring non-current assets other than financial assets, especially goodwill, to determine their fair value in order to assess whether the assets may be impaired. To determine fair value, the Company's directors estimate the expected future cash flows from the assets or the cash-generating units to which they belong, applying an appropriate discount rate to calculate the present value of these cash flows. Future cash flows depend on the fulfillment of budgets for the coming five years. Note 5.2 discusses the assumptions used to calculate value in use of the cash-generating units. Also in certain cases the valuation of an external third party is used, to calculate tacit capital gains on land and buildings in the dependent companies.

b) Impairment of current financial assets

To determine the impairment of investments in group companies, jointly controlled entities and associates, the Company's directors estimate the expected future cash flows from the assets or the cash-generating units to which they belong, applying an appropriate discount rate to calculate the present value of these cash flows. Future cash flows depend on the fulfillment of budgets for the years forecast. The value in use of the cash-generating units has been calculated following assumptions that are analysed in Note 8.3

c) Deferred tax assets

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses for which it is probable that the Company will have sufficient future taxable profit available enabling their application. To determine the amount of deferred tax assets that can be recognized, the Directors estimate the amounts and dates on which future taxable profits will be obtained, and the period of reversal of taxable temporary differences. The Directors of the Company estimate that the deferred tax assets registered will be recover within a maximum period of 10 years.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### Consolidated financial statements

On the same date, the directors authorized for issue the consolidated financial statements of Gestamp Automoción, S.A. and subsidiaries for 2018, which showed consolidated total assets of €8,487.6 million, consolidated equity of €2,392.1 million and consolidated profit attributable to the Company of €212.2 million.

#### 3. DISTRIBUTION OF PROFIT

The distribution of 2019 profit proposed by the directors and expected to be approved at the General Shareholders Meeting is as follows:

(€)	2019
Basis of distribution	
Profit for the year	154,711,130
	<b>154,711,130</b>
Appropriation to:	
Interim Dividend	31,611,861
Dividend	32,186,622
Unrestricted reserves	90,912,647
	<b>154,711,130</b>

The company has registered as interim dividend the amount of 31,601 thousand euros, taking as reference the balance of shares at the end of the year. The amount finally paid on January 14, 2020, according to the number of own shares at January 12, 2020, amounted 31,612 thousand euros.

##### 3.1 Limitations on the distribution of dividends

The Company must earmark 10% of profit for the year for the legal reserve until such reserve represents at least 20% of the share capital. The legal reserve is not available for distribution to shareholders unless it exceeds 20% of the share capital (Note 11.3).

Dividends may only be drawn on the year's profit or freely available reserves after meeting the requirements laid down by law and in the by-laws, and if the value of the corporate equity is not, or as a result of such distribution would not be, less than the company's capital. For these purposes, any profit directly allocated to total equity may not be distributed either directly or indirectly. In the event of losses in preceding years that reduce the Company's equity to less than the amount of share capital, profit shall be used to offset these losses.

Until 2016, the Company provisioned a restricted reserve equivalent to the goodwill booked as an asset on the balance sheet, earmarking to this end a portion of its profits representing at least five per cent of the amount of such goodwill. As a result of the amendments introduced by Law 22/2015, the obligation to provision this reserve no longer exists.

In addition, the distribution of dividends is restricted in accordance with the stipulations of the syndicated loans detailed in Note 14.1.

##### 3.2 Interim dividend

The board of directors, in his meeting of December 16th, 2019 taking into account the forecast for the year, approved an interim dividend out of 2018 result, of 0.065 euros per share outstanding at the date of payment of the dividend. This dividend was paid on January 14<sup>th</sup>, 2020. The amount of the dividend is lower than the maximum limit established by the current legislation, referent to the distributable result from the last year closure.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

The provisional accounting statement formulated by the managers, that demonstrate the existence of liquidity for the distribution of the dividend was:

<b>(€)</b>	
Available treasury at December 16th 2019	48,564,150
Interim Dividend	31,601,303
(a) Liquidity forecast (after the payment of the Interim Dividend)	16,962,847
(b) Receivables (one year forecast)	287,691,514
(c) Payments (one year forecast)	221,388,654
<b>Treasury (one year forecast) (a +b-c)</b>	<b>83,265,707</b>
<b>Result after taxes at December 16th 2019</b>	<b>144,493,539</b>
<b>Allocation to reserves</b>	<b>-</b>
<b>Distributable result</b>	<b>144,493,539</b>

#### 4. RECOGNITION AND MEASUREMENT STANDARDS

The main recognition and measurement standards applied by the Company in the preparation of the accompanying financial statements are as follows:

##### 4.1 Intangible assets

Intangible assets are initially measured at cost, determined as the purchase price or production cost.

After initial recognition, intangible assets are carried at cost less accumulated amortization and any accumulated impairment.

Intangible assets with a finite useful life are amortized on a systematic basis in accordance with their estimated useful life and residual value. Amortization methods and periods are reviewed at the end of each reporting period, and adjusted prospectively where applicable. Intangible assets are tested for impairment at least at each financial period end and any impairment is recognized.

##### Trademark

The trademark is measured initially at acquisition cost, established based on the valuation by an independent expert. Until 2015, it was considered to be an indefinite-life intangible asset and, therefore, was not amortized. From 2016, following approval of the accounting reform, with prospective effect, the Company amortizes its trademark over a period of 10 years. At least annually, it is analyzed whether there are indications of impairment of the cash generating units to which the trademark has been assigned, and, if there are, the possible impairment is verified in accordance with Note 4.5.

##### Goodwill

Goodwill is measured initially, upon acquisition, at cost, and recognized as the excess of the cost of the business combination over the fair value of the identifiable assets acquired less the liabilities assumed.

Exceptionally, goodwill existing at the date of transition to the Spanish General Chart of Accounts (*Plan General de Contabilidad*) approved by Royal Decree 1514/2007, is recognized at its carrying amount at January 1, 2008; i.e. at cost less accumulated depreciation recognized at that date in accordance with the accounting standards in force previously.



## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

In accordance with the General Chart of Accounts approved by Royal Decree 1514/2007, the goodwill was not amortized and, instead, the cash generating units to which goodwill had been assigned on the acquisition date were, at least annually, subjected to the verification of their possible deterioration of the value, recording, where appropriate, the corresponding valuation adjustment for impairment.

With effect from January 1, 2016, goodwill is amortized on a straight-line basis over a useful life of 10 years, as provided for in Royal Decree 602/2016, of December 2. At December 31<sup>st</sup>, goodwill is totally amortized.

#### **4.2 Property, plant and equipment**

Elements of property, plant and equipment are measured at cost, determined as the purchase price or production cost. The cost of property, plant and equipment acquired in business combinations is the acquisition-date fair value.

After initial recognition, property, plant and equipment are carried at cost less accumulated depreciation and any accumulated impairment.

When available for use, property, plant and equipment are depreciated on a straight-line basis over their estimated useful life.

The years of estimated useful life of property, plant and equipment are as follows:

	<b>Years of useful life</b>
Buildings	35 years

The Company reviews the assets' residual values, useful lives and depreciation methods at the end of each reporting period and adjusts them prospectively where applicable.

#### **4.3 Investment property**

Land and buildings leased to third parties are classified as investment property. The criteria set out for property, plant, and equipment are applied to investment property.

Depreciation of investment property is calculated on a straight-line basis over an estimated useful life on 35 years.

Incomes from property investments belong to operating leases.

#### **4.4 Leases**

When determining the classification of leases, the Company takes into consideration, as indicators of the transfer of the risks and rewards of ownership of the leased assets, the following:

- The lease term covers all or the major part of the economic life of the asset,
- The present value of the minimum lease payments amounts to substantially all the fair value of the leased asset.
- The specialized nature of the leased assets restricts their use to the lessee.
- The lessee can continue the lease for a secondary period at a rent that is substantially lower than market rent.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### Company as lessee

Operating lease payments are recognized as expenses in the income statement when accrued.

#### Company as lessor

Income from operating leases is recognized in the income statement when accrued. The carrying amount is increased by the amount of directly attributable contract costs, which are recognized as an expense over the lease term using the same criteria as for the recognition of lease income.

#### **4.5 Impairment of non-financial assets**

At least at the end of each reporting period, the Company assesses whether there is any indication that a non-current asset or, where applicable, a cash-generating unit may be impaired. If an indication exists, estimates the asset's recoverable amount.

There is no signal of impairment on intangible assets , property plant neither equipment.

A detailed explanation of the measurement criteria used to calculate the recoverable amount of goodwill and of the Gestamp trademark acquired in 2013 from the majority shareholder is provided in Note 5.

Impairment and any reversals thereof are recognized in the income statement as a part of the operating profit. Impairment losses are reversed only if the circumstances that gave rise to the impairment cease to exist. Goodwill impairment losses cannot be reversed. Impairment is only reversed up to the limit of the carrying amount of the asset that would have been determined had the impairment loss not been recognized.

#### **4.6 Financial assets**

##### Classification and measurement

##### Loans and receivables

The Company recognizes in this category trade and non-trade receivables, which include financial assets with fixed or determinable payments not traded in an active market for which the Company expects to recover all of its initial investment, for reasons other than credit deterioration.

These assets are initially measured at fair value. In the absence of evidence to the contrary, this is the transaction price, which is equivalent to the fair value of the consideration given plus directly attributable transaction costs.

The financial assets included in this category are subsequently measured at amortized cost.

##### Held-to-maturity investments

These include debt securities with fixed maturity and fixed or determinable payments traded in an active market, which the Company has the positive intention and financial ability to hold to maturity.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

These assets are initially measured at fair value. In the absence of evidence to the contrary, this is the transaction price, which is equivalent to the fair value of the consideration given plus directly attributable transaction costs.

The financial assets included in this category are subsequently measured at amortized cost.

#### *Equity investments in group companies, jointly controlled entities and associates*

This category includes equity investments in companies over which the Company has control (group companies), joint control through a statutory or contractual arrangement (jointly controlled entities) or has significant influence (associates).

These assets are initially measured at fair value. In the absence of evidence to the contrary, this is the transaction price, which is equivalent to the fair value of the consideration given plus directly attributable transaction costs.

Investments in group companies are recognized, where applicable, based on the accounting principles for transactions with group companies (Note 4.16) and if is applicable section 2.2. of the Standard and Registration Valuation 21 of the General Accounting Plan.

When an investment is newly classified as an investment in a group company, jointly controlled entity or associate, the cost is deemed to be the investment's recognized carrying amount immediately prior to the company being classified as such. Where applicable, prior valuation adjustments related to the investment recognized directly in equity remain in equity until the investment is either sold or impaired.

Equity investments in group companies, jointly controlled entities and associates are subsequently measured at cost less any accumulated impairment.

#### *Hedging derivatives*

These include derivatives classified as hedging instruments. Financial instruments which have been designated as hedging instruments are measured as indicated in Note 4.9.

#### *Derecognition*

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire or have been transferred, provided that substantially all the risks and rewards of ownership have been transferred.

If the Company has neither transferred nor retained substantially all the risks and rewards, it derecognizes the financial asset when it has not retained control over that asset. If the Company has retained control, it continues to recognize the financial asset at the amount of its exposure to variability in the value of the transferred asset; that is, to the extent of its continuing involvement in the financial asset. The associated liability is also recognized.

The gain or loss on derecognition of the financial asset is determined as the difference between the consideration received net of attributable transaction costs, including any new asset obtained less any liability assumed, and the carrying amount of the financial asset, plus any accumulated amount recognized directly in equity. The gain or loss is recognized in profit or loss for the reporting period in which it arises.

#### *Interest and dividends from financial assets*

Interest and dividends accrued on financial assets after acquisition are recognized as income in the income statement. Interest is accounted for using the effective interest rate method, while dividends are recognized when the right to receive payment is established.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

Upon initial measurement of financial assets, accrued explicit interest receivable at the measurement date is recognized separately, based on maturity. Dividends declared by the pertinent body at the acquisition date are also accounted for separately. Explicit interest is the interest obtained by applying the financial instrument's contractual interest rate.

If distributed dividends are clearly derived from profits generated prior to the acquisition date because amounts have been distributed which are higher than the profits generated by the investment acquisition, the difference is accounted for as a deduction in the carrying amount of the investment and not recognized as income.

#### **4.7 Impairment of financial assets**

The Company adjusts the carrying amount of financial assets with a charge to the income statement when there is objective evidence that the asset is impaired.

To determine impairment losses on financial assets, the Company assesses the potential loss of individual as well as groups of assets with similar risk exposure.

##### Debt instruments

There is objective evidence that debt instruments (receivables, loans, other financial assets and debt securities) are impaired as a result of an event occurring after initial recognition and leading to a reduction or delay in estimated future cash flows.

The Company classifies as impaired assets (non-performing assets) debt instruments for which there is objective evidence of impairment, which refers basically to the existence of data which evidence the possible irrecoverability of total agreed-upon future cash flows.

For financial assets measured at amortized cost, the amount of the impairment loss is measured as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate calculated upon initial recognition. For variable interest financial assets, the effective interest rate at the reporting date is used.

Reversals of impairment are recognized as income in the income statement up to the limit of the carrying amount of the financial asset that would have been recorded at the reversal date had the impairment loss not been recognized.

If the recoverable amount is calculated based on value in use, the debt instruments shown under "Investments in group companies and associates" are included in the cross-checks carried out when testing for impairment of equity instruments.

##### Equity instruments

For equity investments in group companies, jointly controlled entities and associates, the impairment loss is measured as the difference between the carrying amount and the recoverable amount. The recoverable amount is the higher of fair value less costs to sell and the present value of the future cash flows from the investment.

The value in use is the current value of projected cash flows, using risk-free market interest rates, adjusted for the specific risks associated with the asset. For those assets that do not generate cash flows, largely independent of those derived from other assets or groups of assets, the recoverable amount is determined for the cash generating units to which those assets belong.

The fair value less costs of sell are calculated by the Company based on the equity of the investee corrected for tacit capital gains that the investee may have. These tacit capital gains, mainly of land and buildings, are obtained from the assessment of an independent expert.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

The recoverable amount is the higher of the fair value of the asset less costs to sell and its value in use. The asset is considered impaired when its carrying amount exceeds its recoverable amount. The value in use is the present value of the future cash flows expected to be obtained, discounted at a market risk-free rate and adjusted for any risks specific to the asset. For those assets that do not generate cash inflows that are largely independent of those from other assets or groups of assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

The fair value less costs to sell is calculated by the Company using the equity of the investee adjusted by the amount of any tacit capital gains that the invested company could have. These tacit capital gains, mainly land and buildings, are obtained from an independent expert.

The reversal of an impairment loss is recognized in the income statement. The loss can only be reversed up to the limit of the carrying amount of the investment that would have been disclosed at the reversal date had the impairment loss not been recognized.

#### **4.8 Financial liabilities**

##### Classification and measurement

###### *Debts and payables*

This category includes financial liabilities arising on the purchase of goods and services in the course of the Company's trade transactions, and non-trade payables that are not derivatives.

Financial liabilities included in this category are initially measured at fair value. In the absence of evidence to the contrary, this is the transaction price, which is equivalent to the fair value of the consideration received, adjusted for directly attributable transaction costs.

The financial liabilities included in this category are subsequently measured at amortized cost. Accrued interest is recognized in the income statement using the effective interest rate method.

Nonetheless, trade payables falling due within one year for which there is no contractual interest rate, and called-up equity holdings expected to be settled in the short term are measured at their nominal amount, provided that the effect of not discounting the cash flows is immaterial.

###### *Hedging derivatives*

These include derivatives classified as hedging instruments.

Financial instruments which have been designated as hedging instruments are measured as indicated in Note 4.9.

##### Derecognition

The Company derecognizes a financial liability when the obligation is extinguished.

An exchange of debt instruments with substantially different terms entails derecognition of the original financial liability and recognition of the new financial liability. Similarly, any substantial modification of the terms of an existing financial liability is also recognized.

The difference between the carrying amount of a financial liability, or part of that liability, that has been derecognized and the consideration given, including attributable transaction costs and any asset transferred (other than cash) or liability assumed, is recognized in profit or loss for the reporting period in which it arises.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

In an exchange of debt instruments that do not have substantially different terms, the original financial liability is not derecognized. Fees and commissions paid are accounted for as an adjustment to the carrying amount. The new amortized cost of the financial asset is calculated using the effective interest rate, which is the discount rate that equates the carrying amount of the financial liability at the modification date to the cash flows payable under the new terms.

For these purposes, the terms of the contract are considered substantially different when the lender is the same that granted the original loan and the present value of the cash flows from the new financial liability, including any net fees, differs by at least 10% from the discounted present value of the remaining cash flows from the original financial liability, discounted using the effect interest rate of the latter.

#### **4.9 Derivative financial instruments and hedges**

The Company arranges cash flow hedges (of interest rates) with a number of entities operating in organized markets. The purposes of these arrangements are to hedge the risk of fluctuations in floating interest rates on part of the loans and bank borrowings held and on part of the Company's expected future borrowings.

These financial derivatives designated as cash flows are recognized initially in the balance sheet at cost and subsequently the necessary valuation adjustments are made to reflect the market value at any given time.

The ineffective portion of changes in the market value of the hedging instruments is recognized in the income statement and the effective portion in "Cumulative gains on cash flow hedges - Hedges." The cumulative gain or loss previously recognized in these items is reclassified to the income statement line affected by the hedged item as this item affects profit or loss or in the reporting period in which the hedged item is sold.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

#### **4.10 Cash and cash equivalents**

Cash and cash equivalents include cash, current accounts, short-term deposits and purchases of assets under resale agreements which meet the following criteria:

- They are convertible to cash.
- They have a maturity of three months or less from the date of acquisition.
- There is no significant risk of changes in value.
- They form part of the Company's usual cash management strategy.

For the purposes of the statement of cash flows, cash may also include occasional overdrafts when these form an integral part of the Company's cash management.

#### **4.11 Provisions and contingencies**

The Company recognizes provisions when it has a present obligation (legal, contractual, constructive or tacit) arising from past events, the settlement of which is expected to result in an outflow of resources and the amount of which can be measured reliably.

Provisions are measured at the present value of the best estimate of the amount required to settle the obligation or transfer it to a third party. Adjustments arising from the discounting of the provision are recognized as a finance expense when accrued. Provisions expiring within one year are not discounted

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

where the financial effect is not material. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

Reimbursements receivable from a third party on settlement of the obligation do not reduce the amount of the debt, but are recognized as an asset, provided that there is no doubt as to its collection. The amount of the asset must not exceed the amount of the obligation recognized. Where a risk is externalized by means of a legal or contractual agreement, provision is only made for the part of the risk assumed by the Company.

In addition, contingent liabilities are considered to be possible obligations that arise from past events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, as well as present obligations arising from past events not recognized because it is not probable that an outflow of resources will be required to settle the obligation or because the amount of the obligation cannot be measured with sufficient reliability. These liabilities are not recognized, but are disclosed in the accompanying notes, unless the possibility of an outflow of resources is remote.

#### **Income tax**

Income tax expense for the year is calculated as the sum of current tax resulting from applying the corresponding tax rate to taxable profit for the year, less deductions and other tax relief, taking into account changes during the year in recognized deferred tax assets and liabilities. The tax expense is recognized in the income statement, except when it relates to transactions recognized directly in equity, in which case the related tax is likewise recognized in equity, and in the initial accounting of business combinations, in which case it is recognized as with the remaining assets and liabilities of the business acquired.

Deferred taxes are recognized for temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts. The tax base of an asset or liability is the amount attributed to it for tax purposes.

The tax effect of temporary differences is included in "Deferred tax assets" or "Deferred tax liabilities" on the balance sheet, as applicable.

The Company recognizes deferred tax liabilities for all taxable temporary differences, except where disallowed under prevailing tax legislation.

The Company recognizes deferred tax assets for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses to the extent that it is probable that it will have future taxable profit against which these assets may be utilized, except where disallowed by prevailing tax legislation.

At the end of each reporting period, the Company reassesses recognized and previously unrecognized deferred tax assets. Based on this analysis, the Company then derecognizes previously recorded deferred tax assets when recovery is no longer probable, or recognizes a previously unrecorded deferred tax asset to the extent that it is probable that future taxable profit will enable its application.

Deferred tax assets and liabilities are measured using the tax rates expected to prevail upon their reversal, based on tax legislation approved, and in accordance with the manner in which the assets are reasonably expected to be recovered and liabilities settled.

Deferred tax assets and deferred tax liabilities are not discounted and are classified as non-current assets or non-current liabilities, regardless of the date they are expected to be realized or settled.

#### Tax consolidation regime

In application of the consolidated tax regime, the individual income tax payable to or receivable from subsidiaries are included in the Parent's individual income tax statement for the reporting period for

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

subsequent settlement with the government as representative of the tax group.

Accordingly, the resulting income tax payable or receivable is recorded in accounts with group companies.

#### **4.12 Classification of current and non-current assets and liabilities**

Assets and liabilities are classified in the balance sheet as current or non-current. Accordingly, assets and liabilities are classified as current when they are associated with the Company's normal operating cycle and it is expected that they will be sold, consumed, realized or settled within the normal course of that cycle; when they differ from the aforementioned assets and are expected to mature, to be sold or settled within one year; and when they are held for trading or are cash and cash equivalents whose use is not restricted to one year.

#### **4.13 Revenue and expenses**

Revenue and expenses are recorded according to the accruals principle, at the moment the goods or services transactions represented by them take place, regardless of when actual payment or collection occurs.

#### **4.14 Foreign currency transactions**

The Company's functional and presentation currency is the euro.

Foreign currency transactions are translated into euros at the spot exchange rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currency are translated at the spot rate prevailing at the reporting date. Exchange gains or losses arising on this process and on settlement of these assets and liabilities are recognized in the income statement for the reporting period in which they occur.

#### **4.15 Related party transactions**

Transactions with related parties are made and accounted at market value. The prices of the transactions carried out with related parties are adequately supported, so that the Company's Directors consider that there are no risks that could cause significant tax liabilities.

However, the transaction of non-monetary business contributions, and mergers and spin-off transactions would follow the accounting for the Registration and Valuation Standard 21 section 2.2 of the General Accounting Plan. During the year no non-monetary contribution, merger or spin-off was made.

#### **4.16 Termination benefits**

In accordance with prevailing labor legislation, the Company is required to pay indemnities to employees whose contracts are terminated under certain circumstances. Reasonably quantifiable termination benefits are recognized as an expense in the year in which the company has created a valid expectation with respect to third parties that it will assume an obligation.



## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 5. INTANGIBLE ASSETS

The movements in items composing "Intangible assets" are as follows:

(€)	Opening balance	Additions and allowances	Closing balance
<b>2019</b>			
Patents, licenses, trademarks, and similar rights	32,235,809	18,128	32,253,937
Goodwill	38,050,213	-	38,050,213
<b>Depreciation</b>			
Patents, licenses, trademarks, and similar rights	(9,480,094)	(3,224,275)	(12,704,369)
Goodwill	(38,050,213)	-	(38,050,213)
	<b>22,755,715</b>	<b>(3,206,147)</b>	<b>19,549,568</b>

(€)	Opening balance	Additions and allowances	Closing balance
<b>2018</b>			
Patents, licenses, trademarks, and similar rights	32,235,809	-	32,235,809
Goodwill	38,050,213	-	38,050,213
Amortization			
Patents, licenses, trademarks, and similar rights	(6,256,421)	(3,223,673)	(9,480,094)
Goodwill	(34,245,191)	(3,805,022)	(38,050,213)
	<b>29,784,410</b>	<b>(7,028,695)</b>	<b>22,755,715</b>

#### 5.1 Significant movements

The goodwill, totally amortized, arose in 2001 from the merger with Modular Business & Ingeniería, S.L., and related to the difference between the value of the investment shown on the acquiree's balance sheet and the acquirer's equity at the effective date of the merger (January 1, 2001). This goodwill is totally amortized since 2018.

The amount shown for "Patents, licenses, trademarks and similar rights" relates, mainly, to the Gestamp trademark for the automotive components acquired on January 1, 2013 from Acek Desarrollo y Gestión Industrial, S.L., for €31,060,000, and the related acquisition costs.

#### 5.2 Impairment testing of intangible assets

The trademark has no signal of impairment.

#### 5.3 Other disclosures

No items of intangible assets were acquired from group companies in either 2019 or 2018. At December 31, 2019 and 2018, there were no firm commitments to acquire intangible assets.

**GESTAMP AUTOMOCIÓN, S.A.****Notes to the financial statements for the year ended December 31, 2019****6. PROPERTY, PLANT AND EQUIPMENT**

The movements in items composing “Property, plant and equipment” are as follows:

(€)	Opening balance	Additions and allowances	Closing balance
<b>2019</b>			
Cost			
Land and buildings	93,733	-	93,733
Other property, plant and equipment	14,737	5,581	20,318
	108,470	5,581	114,051
Accumulated depreciation			
Land and buildings	(8,075)	(1,778)	(9,853)
Other property, plant and equipment	(7,814)	(2,887)	(10,701)
	(15,889)	(4,665)	(20,554)
<b>Carrying amount</b>	<b>92,581</b>	<b>916</b>	<b>93,497</b>

(€)	Opening balance	Additions and allowances	Closing balance
<b>2018</b>			
Cost			
Land and buildings	94	-	94
Other property, plant and equipment	10,682	-	14,737
	104,415	-	108,470
Accumulated depreciation			
Land and buildings	(6,296)	(1,779)	(8,075)
Other property, plant and equipment	(6,311)	(1,503)	(7,814)
	(12,607)	(3,282)	(15,889)
<b>Carrying amount</b>	<b>91,808</b>	<b>(3,282)</b>	<b>92,581</b>

Company policy is to take out all the insurance policies considered necessary to cover the risks to which its property, plant and equipment and investment property might be exposed (Note 7).

**7. INVESTMENT PROPERTY**

The movements in items composing “Investment property” at December 31, 2018 are as follows:

(€)	Opening balance	Additions and allowances	Closing balance
<b>2019</b>			
Land	5,775,822	-	5,775,822
Buildings	19,621,547	-	19,621,547
	25,397,369	-	25,397,369
Accumulated depreciation			
Land			
Buildings	(2,494,727)	(549,494)	(3,044,221)
	(2,494,727)	(549,494)	(3,044,221)
<b>Carrying amount</b>	<b>22,902,642</b>	<b>(549,494)</b>	<b>22,353,148</b>

**GESTAMP AUTOMOCIÓN, S.A.****Notes to the financial statements for the year ended December 31, 2019**

(€)	Opening balance	Additions and allowances	Closing balance
<b>2018</b>			
Land	5,775,822		5,775,822
Buildings	19,621,547		19,621,547
	25,397,369		25,397,369
Accumulated depreciation			
Land			
Buildings	(1,945,233)	(549,494)	(2,494,727)
	(1,945,233)	(549,494)	(2,494,727)
<b>Carrying amount</b>	<b>23,452,136</b>	<b>(549,494)</b>	<b>22,902,642</b>

On December 23, 2014, the Company acquired the properties located in Vigo and Bizkaia (Abadiño) from group company Inmobiliaria Acek, S.L. for €24.9 million. This value was taken from an independent expert appraisal.

The Company leased the industrial buildings in Vigo and Abadiño to group companies Gestamp Vigo, S.A. and Gestamp North Europe Services, S.L., respectively during 2019 and 2018.

Revenues from investments properties are recorded within other operating income (see note 19)

**7.1 Other disclosures**

At the end of the reporting period, the Company did not have any investment properties located outside of Spain, or any firm commitments to acquire real estate assets.

**7.2 Operating leases**Company as a lessee

The Company has been a lessee mainly of its offices in Boroa, since January 2018. This lease has an initial duration of 60 months, being tacitly renewable for annual periods.

The company is a lessee of software that does not present significant commitments, too ( see note 16.3).

Company as a lessor

The original leases expired in 2016 and were tacitly renewed to the end of 2017, and include tacit annual renewal.

The future minimum rentals receivable under these non-cancellable operating leases at December 31 are as follows:

€	2019	2018
Within one year	1,891,402	1,891,402

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 8. INVESTMENTS IN GROUP COMPANIES, JOINTLY CONTROLLED ENTITIES AND ASSOCIATES

The movements in items composing “Investments in group companies, jointly controlled entities and associates” are as follows:

(€)	Opening balance	Additions	Disposals	Provision for impairment	Closing balance
<b>2019</b>					
Equity instruments	720,638,355	666,904	-	9,751,577	731,056,836
	<b>720,638,355</b>	<b>666,904</b>	<b>-</b>	<b>9,751,577</b>	<b>731,056,836</b>
<b>2018</b>					
Equity instruments	665,404,425	76,657,304	-	(21,423,374)	720,638,355
	<b>665,404,425</b>	<b>76,657,304</b>	<b>-</b>	<b>(21,423,374)</b>	<b>720,638,355</b>

#### 8.1 Significant movements

##### Movements – 2019

On December 18, 2019, the Company made a contribution of shareholders of € 350 to the Company Gestamp Esmar, S.A. The interest held in this company was unchanged, remaining at 0.01%.

On December 30, 2019, the Company made a deferred payment of € 666,554, to the original owners of the Company Reparacionones Industriales Zaldívar, S.L. The interest held in this company was unchanged, remaining at 99.98%.

The movements in impairment losses are as follows:

(€)	Coste Particip. 31.12.18Opening balance at January 1, 2019	Additions / (Disposals)	Closing balance at December 31, 2019	Impairment losses at January 1, 2019	(Impairment) / Reversals	Impairment losses at December 31, 2019	Net carrying amount at December 31, 2019
AUTOTECH ENGINEERING, AIE	2,300,000	-	2,300,000	-	-	-	2,300,000
GESTAMP BIZKAIA, S.A.	139,239,507	-	139,239,507	-	-	-	139,239,507
GESTAMP ESMAR, S. A.	5	350	355	-	-	-	355
GESTAMP LINARES, S. A.	562,802	-	562,802	-	-	-	562,802
GESTAMP CERVEIRA, LDA.	14,764,073	-	14,764,073	-	-	-	14,764,073
GESTAMP TECH, S.L.	10	-	10	-	-	-	10
GESTAMP VIGO, S.A.	66,803,761	-	66,803,761	-	-	-	66,803,761
GESTAMP METALBAGES, S. A.	76,947,027	-	76,947,027	-	-	-	76,947,027
GESTAMP LEVANTE, S. L.	12,191,572	-	12,191,572	-	-	-	12,191,572
GESTAMP NAVARRA, S.A.	29,325,000	-	29,325,000	-	-	-	29,325,000
GESTAMP PALENCIA, S. A.	36,428,405	-	36,428,405	-	-	-	36,428,405
GESTAMP SERVICIOS, S.A.	70,874,177	-	70,874,177	-	-	-	70,874,177
EDSCHA KUNSTSTOFFTECHNIK GMBH	6,010	-	6,010	-	-	-	6,010
GESTAMP TOLEDO, S.A.	80,821,720	-	80,821,720	-	-	-	80,821,720
G. GLOBAL TOOLING, S, L,	64,898,309	-	64,898,309	(2,208,535)	-	(2,208,535)	62,689,774
EDSCHA SANTANDER S.L.	454,777	-	454,777	-	-	-	454,777
GESTAMP ABRERA, S. A.	395,938	-	395,938	-	-	-	395,938
G. SOLBLANK BARCELONA, S.A.	801,180	-	801,180	(87,221)	(466,251)	(553,472)	247,708
EDSCHA HENGERSBEGR REAL ESTATE GMBH	106,635	-	106,635	-	-	-	106,635
EDSCHA HAUZENBERG REAL ESTATE GMBH	42,973	-	42,973	-	-	-	42,973
GESTAMP VENDAS NOVAS, LDA.	14,805,400	-	14,805,400	(5,867,340)	904,402	(4,962,938)	9,842,462
G. NORTH EUROPE SERV, S.L.	3,059	-	3,059	-	-	-	3,059
G. MANUFACT. AUTOCH, S. L.	425,000	-	425,000	(115,364)	(309,636)	(425,000)	-
GESTAMP ARAGÓN, S.A.	430,000	-	430,000	-	-	-	430,000
G. FINANCE SLOVAKIA, S.R.O.	25,001,250	-	25,001,250	(705,087)	135,596	(569,491)	24,431,759

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

(€)	Coste Particip. 31.12.18 Opening balance at January 1, 2019	Additions / (Disposals)	Closing balance at December 31, 2019	Impairment losses at January 1, 2019	(Impairment) / Reversals	Impairment losses at December 31, 2019	Net carrying amount at December 31, 2019
GESTAMP HOLD MÉXICO, S.L.	1	-	1	-	-	-	1
G, HOLDING ARGENTINA, S.L.	10,867,092	-	10,867,092	(8,086,392)	(528,412)	(8,614,804)	2,252,288
GESTIÓN GLOBAL MATRICERÍA, S.L.	4,200,000	-	4,200,000	(339,362)	11,304	(328,058)	3,871,942
G. FUNDING LUXEMBURGO, S.A.	2,000,000	-	2,000,000	-	-	-	2,000,000
LOIRE, SAFE	8,855,856	-	8,855,856	-	-	-	8,855,856
GESTAMP 2017, S.L.	3,000	-	3,000	-	-	-	3,000
GESTAMP HOLDING RUSIA, S.L.	28,043,000	-	28,043,000	(16,258,259)	9,630,964	(6,627,295)	21,415,705
G. TECHNOLOGY INSTITUTE, S.L.	3,401,866	-	3,401,866	(2,303,211)	-	(2,303,211)	1,098,655
GESTAMP HUNGRIA KFT	62,052,792	-	62,052,792	(41,917,257)	-	(41,917,257)	20,135,535
GESTAMP AUTO COMPONENTS (WUHAN) CO., LTD.	11,000,000	-	11,000,000	(1,474,197)	188,901	(1,285,296)	9,714,704
GESTAMP NITRA, S.R.O.	3,331,284	-	3,331,284	-	-	-	3,331,284
GLOBAL LÁSER ARABA, S.L.	750,000	-	750,000	(220,333)	220,333	-	750,000
DIEDE D. DEVELOP., S. L.	798,990	-	798,990	-	-	-	798,990
REPARACIONES INDUSTRIALES ZALDIBAR, S.L.	1,999,661	666,554	2,666,215	-	(35,624)	(35,624)	2,630,591
GESTAMP SWEDEN, AB	25,288,781	-	25,288,781	-	-	-	25,288,781
<b>TOTAL</b>	<b>800,220,913</b>	<b>666,904</b>	<b>800,887,817</b>	<b>(79,582,558)</b>	<b>9,751,577</b>	<b>(69,830,981)</b>	<b>731,056,836</b>

#### Movements – 2018

On January 10th, 2018 the Company made a partner's contribution of €13,499,968 to the company Gestamp Toledo, S.A. After this contribution, the interest held in this company was unchanged, remaining at 99.99%

On June 27th, 2018, Gestamp Automoción, S.A. made a contribution of €3,324,484 to the Company Gestamp Nitra s.r.o. After this contribution, the interest held in this company was unchanged, remaining at 100%

On September 14th, 2018 the Company acquired 5,899 shares of Reparaciones Industriales Zaldibar, S.L. for €1,999,661. After this acquisition, the stake held is 99.98%.

On October 18th, 2018 Gestamp Automoción, S.A. participated in the capital increase carried out by Gestamp Hungaria Kft, making a monetary contribution of €30,045,213. After this transaction, the interest held in this company was unchanged, remaining at 100%.

On October 25th, 2018 the Company acquires 1,295 shares of Gestamp Sweden for €25,288,781. After this acquisition, the stake held is 30.02%

On November 12nd, 2018 Gestamp Automoción, S.A. made a contribution of €2,499,167 to Gestamp Technology Institute, S.L. After this contribution, the interest held in this company was unchanged, remaining at 99.97%.

# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

The movements in impairment losses are as follows:

(Euros)	Opening balance at January 1, 2018	Additions / (Disposals)	Closing balance at December 31, 2018	Impairment losses at January 1, 2018	(Impairment) / Reversals	Impairment losses at December 31, 2018	Net carrying amount at December 31, 2018
AUTOTECH							
ENGINEERING, AIE	2.300.000	-	2.300.000	-	-	-	2.300.000
GESTAMP BIZKAIA, S.A.	139.239.507	-	139.239.507	-	-	-	139.239.507
GESTAMP ESMAR, S.A.	5	-	5	-	-	-	5
GESTAMP LINARES, S.A.	562.802	-	562.802	-	-	-	562.802
GESTAMP CERVEIRA, LDA.	14.764.073	-	14.764.073	-	-	-	14.764.073
GESTAMP TECH, S.L.	10	-	10	-	-	-	10
GESTAMP VIGO, S.A.	66.803.761	-	66.803.761	-	-	-	66.803.761
GESTAMP METALBAGES, S.A.	76.947.027	-	76.947.027	-	-	-	76.947.027
GESTAMP LEVANTE, S.L.	12.191.572	-	12.191.572	-	-	-	12.191.572
GESTAMP NAVARRA, S.A.	29.325.000	-	29.325.000	-	-	-	29.325.000
GESTAMP PALENCIA, S.A.	36.428.405	-	36.428.405	-	-	-	36.428.405
GESTAMP SERVICIOS, S.A.	70.874.177	-	70.874.177	-	-	-	70.874.177
EDSCHA KUNSTSTOFFTECHNIK GMBH	6.010	-	6.010	-	-	-	6.010
GESTAMP TOLEDO, S.A.	67.321.752	13.499.968	80.821.720	-	-	-	80.821.720
G.GLOBAL TOOLING, S.L.	64.898.309	-	64.898.309	-	(2.208.535)	(2.208.535)	62.689.774
EDSCHA SANTANDER S.L.	454.777	-	454.777	-	-	-	454.777
GESTAMP ABRERA, S.A.	395.938	-	395.938	-	-	-	395.938
G.SOLBLANK BARCELONA, S.A.	801.180	-	801.180	(372.825)	285.604	(87.221)	713.959
EDSCHA HENGERSBEGR REAL	106.635	-	106.635	-	-	-	106.635
ESTATE GMBH	42.973	-	42.973	-	-	-	42.973
EDSCHA HAUZENBERG REAL ESTATE GMBH	42.973	-	42.973	-	-	-	42.973
GESTAMP VENDAS NOVAS, LDA	14.805.400	-	14.805.400	(6.762.952)	895.612	(5.867.340)	8.938.060
G.NORTH EUROPE SERV, S.L.	3.059	-	3.059	-	-	-	3.059
G.MANUFACT. AUTOCH, S.L.	425.000	-	425.000	-	(115.364)	(115.364)	309.636
GESTAMP ARAGON, S.A.	430.000	-	430.000	-	-	-	430.000
G.FINANCE SLOVAKIA, S.R.O.	25.001.250	-	25.001.250	(1.966.493)	1.261.406	(705.087)	24.296.163
GESTAMP HOLD MÉXICO, S.L.	1	-	1	-	-	-	1
G. HOLDING ARGENTINA, S.L.	10.867.092	-	10.867.092	(2.956.086)	(5.130.306)	(8.086.392)	2.780.700
GESTIÓN GLOBAL MATRICERÍA, S.L.	4.200.000	-	4.200.000	(246.946)	(92.416)	(339.362)	3.860.638
G. FUNDING LUXEMBURGO, S.A.	2.000.000	-	2.000.000	-	-	-	2.000.000
LOIRE, SAFE	8.855.856	-	8.855.856	-	-	-	8.855.856
GESTAMP 2017, S.L.	3.000	-	3.000	-	-	-	3.000
GESTAMP HOLDING RUSIA, S.L.	28.043.000	-	28.043.000	(11.763.726)	(4.494.533)	(16.258.259)	11.784.741
G.TECHNOLOGY INSTITUTE, S.L.	902.699	2.499.167	3.401.866	(224.551)	(2.078.660)	(2.303.211)	1.098.655
GESTAMP HUNGRIA KFT	32.007.549	30.045.243	62.052.792	(31.798.219)	(10.119.038)	(41.917.257)	20.135.535
GESTAMP AUTO COMPONENTS (WUHAN) CO., LTD	11.000.000	-	11.000.000	(1.317.386)	(156.811)	(1.474.197)	9.525.803
GESTAMP NITRA, S.R.O.	6.800	3.324.484	3.331.284	-	-	-	3.331.284
GLOBAL LÁSER ARABA, S.L.	750.000	-	750.000	(750.000)	529.667	(220.333)	529.667
DIEDE D.DEVELOP., S.L.	798.990	-	798.990	-	-	-	798.990
REPARACIONES INDUSTRIALES ZALDIBAR, S.L.	-	1.999.661	1.999.661	-	-	-	1.999.661
GESTAMP SWEDEN, AB	-	25.288.781	25.288.781	-	-	-	25.288.781
<b>TOTAL</b>	<b>723.563.609</b>	<b>76.657.304</b>	<b>800.220.913</b>	<b>(58.159.184)</b>	<b>(21.423.374)</b>	<b>(79.582.558)</b>	<b>720.638.355</b>

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 8.2 Description of investments in group companies, jointly controlled entities and associates

Information on direct investments in group companies, jointly controlled entities and associates at December 31 is as follows:

€ 0	% shareholding		Net carrying amount	Capital	Reserves	Dividends Distributed	Profit (loss) for the year	Total equity	Underlying carrying amount
	Direct	Indirect							
<b>Ejercicio 2019</b>									
Gestamp Bizkaia, S.A.	85.31%	14.69%	139,240	7,670	331,011	-	12,937	351,618	299,966
Gestamp Vigo, S.A. <sup>1</sup>	99.99%	1.00%	66,804	25,697	25,666	-	2,916	54,280	54,274
Gestamp Cerveira, LDA.	39.37%	60.63%	14,764	27,414	7,843	(3,850)	6,364	37,771	14,870
Gestamp Toledo, S.L. <sup>1</sup>	99.99%	0.01%	80,822	25,346	29,100	-	(11,424)	43,022	43,018
Autotech Engineering AIE <sup>1</sup>	10.00%	90.00%	2,300	23,000	25,267	-	2,263	50,530	5,053
Gestamp Solblank Barcelona, S.A. <sup>1</sup>	5.01%	94.99%	248	8,513	2,419	-	110	11,042	553
Gestamp Palencia, S.A. <sup>1</sup>	100.00%	0.00%	36,429	19,093	27,982	(17,000)	14,019	44,094	44,094
Gestamp Linares, S.A. <sup>1</sup>	5.02%	94.98%	563	9,010	4,438	-	2,453	15,901	798
Gestamp Servicios, S.L. <sup>1</sup>	99.99%	0.01%	70,874	18,703	187,206	(10,000)	52,820	248,729	248,704
Gestamp Metalbages, S.A. <sup>1</sup>	100.00%	0.00%	76,947	45,762	38,180	(102,428)	77,606	59,120	59,120
Gestamp Navarra, S.A. <sup>1</sup>	71.37%	28.63%	29,325	40,080	33,837	(26,440)	15,488	62,965	44,938
Gestamp Aragón, S.A.	5.00%	95.00%	430	3,000	670	-	4,304	7,974	399
Gestamp Abrera, S.A.	5.01%	94.99%	396	6,000	1,321	-	3,189	10,510	527
Gestamp Levante, S.L.	88.49%	11.51%	12,192	1,074	20,742	-	2,530	24,346	21,544
Gestamp Hungría, KFT <sup>1</sup>	100.00%	0.00%	20,136	69,526	(52,343)	-	(653)	16,531	16,531
Gestamp Manufacturing Autochasis, S.L. <sup>1</sup>	5.00%	95.00%	-	2,000	404	-	4,284	6,688	334
Gestamp Holding Rusia S.L.	25.18%	52.35%	21,416	21,325	25,418	-	38,274	85,017	21,407
Gestamp Global Tooling, S.L.	99.99%	0.01%	62,690	62,500	(5,260)	-	(17,745)	39,495	39,491
Gestamp Vendas Novas S.L.	100.00%	0.00%	9,843	605	8,251	-	526	9,382	9,382
Gestamp North Europe Services S.L.	99.97%	0.03%	3	3	4,078	-	4,229	8,310	8,308
LOIRE, SAFE <sup>1</sup>	99.00%	1.00%	8,856	1,600	16,563	-	190	18,353	18,170
Gestamp Funding Luxemburgo, S.A.	100.00%	0.00%	2,000	-	-	-	-	-	-
Gestamp Holding Argentina, S.L.	10.80%	69.89%	2,253	120,000	(634)	-	(799)	118,567	12,805
Gestamp Techn Institute, S.L. <sup>1</sup>	99.97%	0.03%	1,099	3	1,226	-	(45)	1,184	1,184
Gestamp Autocomponents WUHAN <sup>1</sup>	100.00%	0.00%	9,715	9,941	(352)	-	121	9,710	9,710
Edscha Santander, S.A. <sup>1</sup>	5.03%	94.97%	455	2,693	25,762	-	2,961	31,416	1,580
Edscha Hengersberg Real Estate GmbH <sup>1</sup>	5.10%	94.90%	107	2,091	1,149	-	1,018	4,257	217
Gestamp Nitra S.r.o.	100.00%	0.00%	3,331	5	10,407	-	9,893	20,305	20,305
Global Láser Araba, S.L.	30.00%	0.00%	750	2,500	(777)	-	1,397	3,120	936
Edscha Hauzenberg Real Estate GmbH <sup>1</sup>	5.10%	94.90%	43	843	846	-	203	1,892	96
Gestamp Finance Slovakia S.r.o.	25.00%	75.00%	24,432	100,005	(6,552)	-	2,800	96,253	24,063
Gestamp 2017, S.L.	100.00%	0.00%	3	3	(1)	-	-	2	2
Gestamp Global Matricerías, S.L.	30.00%	0.00%	3,872	14,000	(1,172)	-	62	12,890	3,867
Diede Die Developments, S.L.	100.00%	0.00%	799	806	783	-	(557)	1,032	1,032
Gestamp Sweden, AB	30.02%	69.98%	25,289	41	120,002	-	(3,268)	116,775	35,056
Reparaciones Industriales Zaldibar, S.L.	99.98%	0.00%	2,631	6	1,523	-	1,102	2,631	2,630

# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

€ 0	% shareholding		Net carrying amount	Capital	Reserves	Dividends Distributed	Profit (loss) for the year	Total equity	Underlying carrying amount
	Direct	Indirect							
<b>Year 2018</b>									
Gestamp Bizkaia, S.A.	85.31%	14.69%	139,240	7,670	318,778	-	12,232	338,680	288,928
Gestamp Vigo, S.A. <sup>1</sup>	99.99%	1.00%	66,804	25,697	25,282	-	384	51,363	51,358
Gestamp Cerveira <sup>1</sup>	39.37%	60.63%	14,764	27,414	236	-	5,799	33,449	13,169
Gestamp Toledo, S.L. <sup>1</sup>	99.99%	0.01%	80,821	25,346	32,915	-	(3,815)	54,446	54,441
Autotech Engineering AIE <sup>1</sup>	10.00%	90.00%	2,300	23,000	13,892	-	2,566	39,458	3,946
SCI de Tourman En Brie	0.10%	99.90%	6	2	(78)	-	60	(16)	-
Gestamp Solblank Barcelona <sup>1</sup>	5.01%	94.99%	714	8,513	4,859	-	(2,440)	10,932	548
Gestamp Palencia, S.A. <sup>1</sup>	100.00%	0.00%	36,428	19,093	12,149	-	15,832	47,074	47,074
Gestamp Linares, S.A. <sup>1</sup>	5.02%	94.98%	563	9,010	2,059	-	2,379	13,448	675
Gestamp Servicios, S.L. <sup>1</sup>	99.99%	0.01%	70,874	18,703	138,956	-	47,819	205,478	205,457
Metalbages, S.A. <sup>1</sup>	100.00%	0.00%	76,947	45,762	32,015	(94)	100,165	83,942	83,942
Gestamp Navarra, S.A. <sup>1</sup>	71.37%	28.63%	29,325	40,080	5,235	(13,000)	21,602	53,917	38,481
Gestamp Aragón, S.A. <sup>1</sup>	5.00%	95.00%	430	3,000	640	-	3,730	7,370	369
Gestamp Abreva, S.A. <sup>1</sup>	5.01%	94.99%	396	6,000	1,289	-	2,632	9,921	497
Gestamp Levante, S.L. <sup>1</sup>	88.49%	11.51%	12,192	1,074	21,726	(3,500)	2,516	21,816	19,305
Gestamp Hungría, KFT <sup>1</sup>	100.00%	0.00%	20,135	3,081	22,778	-	(9,148)	16,711	16,711
Gestamp Esmar, S.L. <sup>1</sup>	0.01%	99.99%	0	144	(12,659)	-	4,069	(8,446)	(1)
Gestamp Manufacturing Autochasis, S.L. <sup>1</sup>	5.00%	95.00%	309	2,000	400	-	3,164	5,564	278
Gestamp Holding Rusia S.L. <sup>1</sup>	25.18%	52.35%	11,784	21,324	43,315	-	(17,897)	46,742	11,770
Gestamp Global Tooling, S.L.	99.99%	0.01%	62,689	62,500	13,322	-	(18,582)	57,240	57,234
Gestamp Vendas Novas S.L.	100.00%	0.00%	8,938	605	7,354	-	896	8,855	8,855
Gestamp North Europe Services S.L.	99.97%	0.03%	3	3	4,916	-	(838)	4,081	4,080
LOIRE, SAFE <sup>1</sup>	99.00%	1.00%	8,856	1,600	13,319	-	3,244	18,163	17,981
Gestamp Funding Luxemburgo, S.A. <sup>1</sup>	100.00%	0.00%	2,000	2,000	740	-	530	3,270	3,270
Gestamp Holding Argentina, S.L. <sup>1</sup>	10.80%	69.89%	2,781	120,000	(117)	-	(517)	119,366	12,892
Gestamp Techn Institute <sup>1</sup>	99.97%	0.03%	1,099	3	1,749	-	(603)	1,149	1,149
Gestamp Autocomponents WUHAN <sup>1</sup>	100.00%	0.00%	9,526	9,875	(267)	-	(82)	9,526	9,526
Edscha Santander <sup>1</sup>	5.03%	94.97%	455	2,693	24,021	-	1,741	28,455	1,431
Edscha Hengersberg Real Estate GmbH <sup>1</sup>	5.10%	94.90%	107	2,091	1,219	-	1	3,311	169
Gestamp Nitra S.r.o.	100.00%	0.00%	3,331	5	(770)	-	10,645	9,880	9,880
Global Láser Araba; S.L.	30.00%	0.00%	530	2,500	(1,474)	-	697	1,723	517
Edscha Hauzenberg Real Estate GmbH <sup>1</sup>	5.10%	94.90%	43	843	891	-	283	2,017	103
Gestamp Finance Slovakia	25.00%	75.00%	24,296	100,005	(13,476)	-	6,925	93,454	23,364
Gestamp 2017	100.00%	0.00%	3	3	(1)	-	0	2	2
Gestamp Global Matricerías	30.00%	0.00%	3,861	14,000	(973)	-	(216)	12,811	3,843
Diede Die Developments	100.00%	0.00%	799	806	505	-	278	1,589	1,589
Gestamp Sweden	30.02%	69.98%	25,289	42	89,103	-	34,809	123,954	37,211
Reparaciones Industriales Zaldibar, S.L.,	99.98%	0.00%	2,000	6	1,173	-	350	1,529	1,529

### 8.3 Impairment of investments in group companies, jointly controlled entities and associates

The impairment loss on investments in certain Gestamp Automoción, S.A. subsidiaries was calculated in accordance with their value in use. The value in use calculation was made using cash flow projections from budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using a 1% growth rate, which is a reasonable long-term average growth rate for the industry and lower than the rate expected for the previous five years. The discount rates applied per country to the (pre-tax) cash flow projections were:

Country	Discount rate 2019	Discount rate 2018
Spain	8.46%	9.57%
Hungary	11.28%	10.86%
Argentina	21.50%	24.85%
Portugal	11.30%	14.86%
Rusia	8.65%	9.78%

The economic projections made in the previous years have not shown significant differences between the real figures.

However, in some investments with evidence of impairment, the recoverable value of the impairment analysis has also been compared using the net equity figure of the subsidiary or the corresponding subgroup, adjusted by the amount of the unrealized gains disclosed, in proportion to the direct participation held by the Company. From the mentioned analysis in 2019 there have been reversals for impairment losses of 11,092 thousand euros and an allowance for impairment losses of 1,340 thousand euros (see Note 8.1). In relation to 2018 there have been reversals for impairment losses of 2,972 thousand euros and an allowance for impairment losses of 24,395 thousand euros (see Note 8.1).



## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 8.4 Other disclosures

The activities and registered addresses of direct and indirect investees at December 2019 and 2018 are as follows:

Company	Address	Country	December 31, 2019		Activity	Consolidation method	Auditors
			Direct shareholding	Indirect shareholding			
Gestamp Automoción, S.A.	Vizcaya	Spain	Parent company		Portfolio company	Full	Ernst & Young
Gestamp Bizkaia, S.A.	Vizcaya	Spain	85,31%		14,69%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Vigo, S.A.	Pontevedra	Spain	99,99%		0,01%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cerveira, Lda.	Viana do Castelo	Portugal	42,25%		57,75%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toledo, S.A.	Toledo	Spain	99,99%		0,01%Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering S.L.	Vizcaya	Spain	10,00%		90,00%Research and development	Full	Ernst & Young
SCI de Tournan en Brie	Tournan	France	0,10%		99,90%Property	Full	N/A
Gestamp Solblank Barcelona, S.A.	Barcelona	Spain	5,01%		94,99%Tailor-welded blanks	Full	Ernst & Young
Gestamp Palencia, S.A.	Palencia	Spain	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Argentina, S.A.	Buenos Aires	Argentina			70,00%Portfolio company	Full	Ernst & Young
Gestamp Córdoba, S.A.	Córdoba	Argentina			70,00%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Linares, S.A.	Jaén	Spain	5,02%		94,98%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios, S.A.	Madrid	Spain	100,00%		Business promotion and support	Full	Ernst & Young
Matricerías Deusto, S.L.	Vizcaya	Spain			100,00%Manufacturing of dies	Full	Ernst & Young
Gestamp Tech, S.L.	Palencia	Spain	0,33%		99,67%No activity	Full	N/A
Gestamp Brasil Industria de Autopeças, S.A.	Parana	Brazil			70,00%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Metalbages, S.A.	Barcelona	Spain	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Esmar, S.A.	Barcelona	Spain	0,10%		99,90%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Noury, S.A.S	Tournan	France			100,00%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aveiro, S.A.	Aveiro	Portugal			100,00%Tooling and parts manufacturing	Full	Ernst & Young
Griwe Subgroup	Westerburg	Germany			100,00%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aguascalientes, S.A.de C.V.	Aguas Calientes	Mexico			70,00%Tooling and parts manufacturing	Full	Ernst & Young
Mexicana Servicios Laborales, S.A.de C.V.	Aguas Calientes	Mexico			70,00%Employment services	Full	Ernst & Young
Gestamp Puebla, S.A. de C.V.	Puebla	Mexico			70,00%Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cartera de México, S.A. de C.V.	Puebla	Mexico			70,00%Portfolio company	Full	N/A
Gestamp Mexicana de Serv. Laborales, S.A. de C.V.	Aguas Calientes	Mexico			70,00%Employment services	Full	Ernst & Young
Gestamp Ingeniería Europa Sur, S.L.	Barcelona	Spain			100,00%Service provision	Full	Ernst & Young

# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

Company	Address	Country	December 31, 2019		Activity	Consolidation method	Auditors
			Direct shareholding	Indirect shareholding			
Todlem, S.L.	Barcelona	Spain		58,13%	Portfolio company	Full	Ernst & Young
Gestamp Navarra, S.A.	Navarra	Spain	71,37%	28,63%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Baires, S.A.	Buenos Aires	Argentina		70,00%	Dies, stamping and parts manufacturing	Full	Ernst & Young
Ingeniería Global MB, S.A.	Barcelona	Spain		100,00%	Administration services	Full	N/A
Gestamp Aragón, S.A.	Zaragoza	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Abrera, S.A.	Barcelona	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Levante, S.A.	Valencia	Spain	88,50%	11,50%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Solblank Navarra, S.L.	Navarra	Spain		100,00%	Tooling and welding	Full	N/A
MB Aragón P21, S.L.	Barcelona	Spain		100,00%	Tooling and parts manufacturing	Full	N/A
Gestamp Polska, SP. Z.O.O.	Wielkopolska	Poland		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washington UK Limited	Newcastle	United Kingdom		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Hungaria KFT	Akai	Hungary	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North America, INC	Michigan	USA		70,00%	Administration services	Full	Ernst & Young
Gestamp Sweden, AB	Lulea	Sweden		100,00%	Portfolio company	Full	Ernst & Young
Gestamp HardTech, AB	Lulea	Sweden		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mason, LLC.	Michigan	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Alabama, LLC.	Alabama	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Ronchamp, S.A.S	Ronchamp	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Manufacturing Autochasis, S.L.	Barcelona	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young
Industrias Tamer, S.A.	Barcelona	Spain		30,00%	Tooling and parts manufacturing	Equity method	Ernst & Young
Gestamp Tooling Services, AIE	Vizcaya	Spain		100,00%	Mould engineering and design	Full	Ernst & Young
Gestamp Auto Components (Kunshan) Co., Ltd	Kunshan	China		68,95%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Kartek Co, Ltd.	Gyeongsangnam-Do	South Korea		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Kalip, A.S.	Bursa	Turkey		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toluca SA de CV	Puebla	Mexico		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios Laborales de Toluca SA de CV	Puebla	Mexico		69,93%	Employment services	Full	Ernst & Young
Gestamp Services India Private, Ltd.	Mumbai	India		100,00%	Tooling and parts manufacturing	Full	S.B. Dave & Co.
Gestamp Severstal Vsevolozhsk LLC	Saint Petersburg	Russia		58,13%	Tooling and parts manufacturing	Full	Ernst & Young
Adral, matricería y pta. a punto, S.L	Vizcaya	Spain		100,00%	Mould manufacturing and tuning	Full	Ernst & Young
Gestamp Severstal Kaluga, LLC	Kaluga	Russia		58,13%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive India Private Ltd.	Pune	India		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Pune Automotive, Private Ltd.	Pune	India		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Chattanooga, LLC	Chattanooga	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding Rusia, S.L.	Madrid	Spain	25,19%	52,34%	Portfolio company	Full	Ernst & Young
Gestamp South Carolina, LLC	South Carolina	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding China, AB	Lulea	Sweden		68,95%	Portfolio company	Full	Ernst & Young
Gestamp Global Tooling, S.L.	Vizcaya	Spain	99,99%	0,01%	Manufacturing of dies	Full	Ernst & Young
Gestamp Tool Hardening, S.L.	Vizcaya	Spain		100,00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Vendas Novas Lda.	Évora	Portugal	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Togliatti, LLC.	Togliatti	Russia		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive Chennai Private Ltd.	Chennai	India		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Palau, S.A.	Barcelona	Spain		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North Europe Services, S.L.	Vizcaya	Spain	99,97%	0,03%	Consultancy services	Full	Ernst & Young
Loire Sociedad Anónima Franco Española	Guipúzcoa	Spain	100,00%		Manufacturing of dies	Full	Ernst & Young
Gestamp Tooling Erandio, S.L.	Guipúzcoa	Spain		100,00%	Portfolio company	Full	Ernst & Young
Diede Die Developments, S.L.	Vizcaya	Spain	100,00%		Manufacturing of dies	Full	IZE Auditores
Gestamp Louny, S.R.O.	Prague	Czech Republic		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Shenyang), Co. Ltd.	Shenyang	China		65,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp West Virginia, LLC.	Michigan	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Sasi, L.S.	Kocaeli	Turkey		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Dongguan), Co. Ltd.	Dongguan	China		65,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Try Out Services, S.L.	Vizcaya	Spain		100,00%	Manufacturing of dies	Full	Ernst & Young
Gestión Global de Matricería, S.L.	Vizcaya	Spain	30,00%		No activity	Equity method	Ernst & Young
Ingeniería y Construcción Matrices, S.A.	Vizcaya	Spain		30,00%	Manufacturing of dies	Equity method (A)	IZE Auditores

(A) This company is consolidated by global integration within the Gestión Global Matricería Subgroup, which in turn is integrated into the Gestamp Automoción Group by the participation method.

# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

Company	Address	Country	December 31, 2019		Activity	Consolidation method	Auditors
			Direct shareholding	Indirect shareholding			
IxCxT, S.A.	Vizcaya	Spain		30,00%	Manufacturing of dies	Equity method (A)	IZE Auditores
Gestamp Funding Luxembourg, S.A.	Luxembourg	Luxembourg	100,00%		Portfolio company	Full	Ernst & Young
Gestamp Puebla II, S.A. de C.V.	Puebla	Mexico		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering Deutschland GmbH	Bielefeld	Germany		100,00%	Research and development	Full	Ernst & Young
Autotech Engineering R&D UK limited	Durham	United Kingdom		100,00%	Research and development	Full	Ernst & Young
Gestamp Holding México, S.L.	Madrid	Spain		69,99%	Portfolio company	Full	Ernst & Young
Gestamp Holding Argentina, S.L.	Madrid	Spain	10,80%	59,19%	Portfolio company	Full	Ernst & Young
Mursolar 21, S.L.	Madrid	Spain		65,00%	Portfolio company	Full	Ernst & Young
GGM Puebla, S.A. de C.V.	Puebla	Mexico		30,00%	Tooling and parts manufacturing	Equity method (A)	N/A
GGM Puebla de Servicios Laborales, S.A. de C.V.	Puebla	Mexico		30,00%	Employment services	Equity method (A)	N/A
Kunshan Gestool Tooling Manufacturing, Co., Ltd	Kunshan	China		30,00%	Manufacturing of dies	Equity method (A)	Ernst & Young
Gestamp Technology Institute, S.L.	Vizcaya	Spain	99,99%	0,01%	Education	Full	Ernst & Young
Gestamp Tooling Engineering Deutschland, GmbH	Braunschweig.	Germany		100,00%	Manufacturing of dies	Full	N/A
Gestamp Chattanooga II, Llc	Chattanooga	USA		70,00%	Tooling and parts manufacturing	Full	N/A
Autotech Engineering R&D USA	Delaware	USA		100,00%	IT, and research and development	Full	N/A
Gestamp Autocomponents Wuhan, co. Ltd.	Wuhan	China	100,00%	0,00%	Tooling and parts manufacturing	Full	N/A
Çelik Form Gestamp Otomotive, A.S.	Bursa	Turkey		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washtenaw, LLC.	Delaware	USA		70,00%	Tooling and parts manufacturing	Full	N/A
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Mexico City	Mexico		70,00%	Employment services	Full	N/A
Gestamp San Luis Potosí Servicios Laborales S.A.P.I. de C.V.	Mexico City	Mexico		70,00%	Tooling and parts manufacturing	Full	N/A
Gestamp Auto Components (Tianjin) Co., LTD.	Tianjin	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp 2017, S.L.	Madrid	Spain	100,00%		Portfolio company	Full	N/A
Autotech Engineering (Shanghai) Co. Ltd.	Shanghai	China		100,00%	Research and development	Full	Ernst & Young
Gestamp Hot Stamping Japan K.K.	Tokio	Japan		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Global Laser Araba, S.L.	Álava	Spain	30,00%	0,00%	Tooling and parts manufacturing	Equity method	Ernst & Young
MPO Prodivers Rezistent, S.R.L.	Darmanesti	Romania		35,00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Teknoloji Kalip, A.S.	Bursa	Turkey		50,00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Nitra, S.R.O.	Bratislava	Slovakia	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Almussafes Mantenimiento de Troqueles, S.L.	Barcelona	Spain		100,00%	Die maintenance	Full	Ernst & Young
Gestamp (China) Holding, Co. Ltd	Shanghai	China		100,00%	Portfolio company	Full	Ernst & Young
Gestamp Autotech Japan Co., Ltd.	Tokio	Japan		100,00%	Research and development	Full	Ernst & Young
Gestamp Sorocaba Indústria Autopeças Ltda.	Sorocaba	Brazil		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Tuyauto Gestamp Morocco	Kenitra	Morocco		50,00%	Tooling and parts manufacturing	Full	N/A
Gestamp Autocomponents (Beijing) Co., Ltd.	Beijin	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mexicana Serv. Lab. II, S.A. de CV	México DF	Mexico		100,00%	Employment services	Full	N/A
Reparaciones Industriales Zaldibar, S.L.	Vizcaya	Spain	0,01%	99,99%	Industrial equipment services	Full	N/A
Autotech Engineering Spain, S.L.	Madrid	Spain		100,00%	Research and development	Full	Ernst & Young
Autotech Engineering France S.A.S.	Meudon la Forêt	France		100,00%	Research and development	Full	N/A
Gestamp Auto Components Sales (Tianjin) Co., LTD.	Tianjin	China		49,00%	Consulting and Post-sales services	Equity method	N/A
Gestamp Etem Automotive Bulgaria, S.A.	Sofia	Bulgaria		51,00%	Industrialization of post-extrusion activities	Full	N/A
Etem Gestamp Aluminium Extrusions, S.A.	Sofia	Bulgaria		49,00%	Aluminium extruded profile manufacturing	Equity method	N/A

# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

December 31, 2019								
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors	
Edscha Holding GmbH	Remscheid	Germany		100,00%	Portfolio company	Full	Ernst & Young	
Edscha Automotive Hengersberg GmbH	Hengersberg	Germany		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Automotive Hauzenberg GmbH	Hauzenberg	Germany		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Engineering GmbH	Remscheid	Germany		100,00%	Research and development	Full	Ernst & Young	
Edscha Hengersberg Real Estate GmbH	Hengersberg	Germany	5,10%	94,90%	Property	Full	N/A	
Edscha Hauzenberg Real Estate GmbH	Hauzenberg	Germany	5,10%	94,90%	Property	Full	N/A	
Edscha Automotive Kamenice S.R.O.	Kamenice	Czech Republic		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Hradec S.R.O.	Hradec	Czech Republic		100,00%	Manufacturing of dies	Full	Ernst & Young	
Edscha Velky Meder S.R.O.	Velky Meder	Slovakia		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp 2008, S.L.	Villalonguéjar (Burgos)	Spain		100,00%	Portfolio company	Full	Ernst & Young	
Edscha Burgos, S.A.	Villalonguéjar (Burgos)	Spain		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Santander, S.L.	El Astillero (Cantabria)	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Briey S.A.S.	Briey Cedex	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Engineering France S.A.S.	Les Ulis	France		100,00%	Research and development	Full	Ernst & Young	
Edscha do Brasil Ltda.	Sorocaba	Brazil		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp Edscha Japan Co., Ltd.	Tokio	Japan		100,00%	Sales office	Full	N/A	
Jui Li Edscha Body Systems Co., Ltd.	Kaohsiung	Taiwan		60,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Jui Li Edscha Holding Co., Ltd.	Apia	Samoa		60,00%	Portfolio company	Full	N/A	
Jui Li Edscha Hainan Industry Enterprise Co., Ltd.	Hainan	China		60,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Automotive Technology Co., Ltd.	Shanghai	China		100,00%	Research and development	Full	Shanghai Ruitong Cpa	
Shanghai Edscha Machinery Co., Ltd.	Shanghai	China		55,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Anhui Edscha Automotive Parts Co Ltda.	Anhui	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Automotive Michigan, Inc	Lapeer	USA		100,00%	Tooling and parts manufacturing	Full	N/A	
Edscha Togliatti, Lc.	Togliatti	Russia		100,00%	Tooling and parts manufacturing	Full	National Audit Corporation	
Edscha Automotive Components Co., Ltda.	Kunshan	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp Finance Slovakia S.R.O.	Velky Meder	Slovakia	25,00%	75,00%	Portfolio company	Full	Ernst & Young	
Edscha Kunststofftechnik GmbH	Remscheid	Germany		100,00%	Tooling and parts manufacturing	Full	JKG Treuhand	
Edscha Pha, Ltd.	Seul	South Korea		50,00%	Parts manufacture research and development	Full	Ernst & Young	
Edscha Apigo Automotive Co. Ltd	Pranakorn Sri Ayutthaya	Thailand		51,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Edscha Automotive SLP, S.A.P.I. de C.V.	Mexico City	Mexico		100,00%	No activity	Full	N/A	
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Mexico City	Mexico		100,00%	No activity	Full	N/A	
Edscha Automotive Components (Chongqing) Co. Ltd.	Chongqing	China		100,00%	Tooling and parts manufacturing	Full	N/A	
Edscha Pha Automotive Components (Kunshan) Co., Ltd.	Kunshan	China		100,00%	Parts manufacturing	Full	Deloitte	
Edscha North America Technologies, Llc.	Delaware	USA		100,00%	Holding/Divisional company	Full		
GMF Holding GmbH	Remscheid	Germany		100,00%	Portfolio company	Full	Ernst & Young	
Gestamp Metal Forming (Wuhan), Ltd	Wuhan	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp Umformtechnik GmbH	Ludwigsfelde	Germany		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Automotive Chassis Products Plc.	Newton Aycliffe, Durham	United Kingdom		100,00%	Portfolio company	Full	Ernst & Young	
Sofedit, S.A.S	Le Theil sur Huisne	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp Prisma, S.A.S	Usine de Messempré	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp Tallent, Ltd	Newton Aycliffe, Durham	United Kingdom		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp Wroclaw Sp.z.o.o.	Wroclaw	Poland		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	
Gestamp Auto components (Chongqing) Co., Ltd.	Chongqing	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young	

# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

Company	Address	Country	December 31, 2018		Activity	Consolidation method	Auditors
			Direct shareholding	Indirect shareholding			
Gestamp Automoción, S.A.	Vizcaya	Spain	Parent company		Portfolio company	Full	Ernst & Young
Gestamp Bizkaia, S.A.	Vizcaya	Spain	85,31%	14,69%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Vigo, S.A.	Pontevedra	Spain	99,99%	0,01%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cerveira, Lda.	Viana do Castelo	Portugal	42,25%	57,75%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toledo, S.A.	Toledo	Spain	99,99%	0,01%	Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering S.L.	Vizcaya	Spain	10,00%	90,00%	Research and development	Full	Ernst & Young
SCI de Tournan en Brie	Tournan	France	0,10%	99,90%	Property	Full	N/A
Gestamp Solblank Barcelona, S.A.	Barcelona	Spain	5,01%	94,99%	Tailor-welded blanks	Full	Ernst & Young
Gestamp Palencia, S.A.	Palencia	Spain	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Argentina, S.A.	Buenos Aires	Argentina		70,00%	Portfolio company	Full	Ernst & Young
Gestamp Córdoba, S.A.	Córdoba	Argentina		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Linares, S.A.	Jaén	Spain	5,02%	94,98%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios, S.A.	Madrid	Spain	100,00%		Business promotion and support	Full	Ernst & Young
Matricerías Deusto, S.L.	Vizcaya	Spain		100,00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Tech, S.L.	Palencia	Spain	0,33%	99,67%	No activity	Full	N/A
Gestamp Brasil Industria de Autopeças, S.A.	Parana	Brazil		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Metalbages, S.A.	Barcelona	Spain	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Esmar, S.A.	Barcelona	Spain	0,10%	99,90%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Noury, S.A.5	Tournan	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aveiro, S.A.	Aveiro	Portugal		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Griwe Subgroup	Westerburg	Germany		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Aguascalientes, S.A. de C.V.	Aguas Calientes	Mexico		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Mexicana Servicios Laborales, S.A. de C.V.	Aguas Calientes	Mexico		70,00%	Employment services	Full	Ernst & Young
Gestamp Puebla, S.A. de C.V.	Puebla	Mexico		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Cartera de México, S.A. de C.V.	Puebla	Mexico		70,00%	Portfolio company	Full	Ernst & Young
Gestamp Mexicana de Serv. Laborales, S.A. de C.V.	Aguas Calientes	Mexico		70,00%	Employment services	Full	Ernst & Young
Gestamp Ingeniería Europa Sur, S.L.	Barcelona	Spain		100,00%	Service provision	Full	Ernst & Young
Todlem, S.L.	Barcelona	Spain		58,13%	Portfolio company	Full	Ernst & Young
Gestamp Navarra, S.A.	Navarra	Spain	71,37%	28,63%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Baires, S.A.	Buenos Aires	Argentina		70,00%	Dies, stamping and parts manufacturing	Full	Ernst & Young
Ingeniería Global MB, S.A.	Barcelona	Spain		100,00%	Administration services	Full	N/A
Gestamp Aragón, S.A.	Zaragoza	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Abrera, S.A.	Barcelona	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Levante, S.A.	Valencia	Spain	88,50%	11,50%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Solblank Navarra, S.L.	Navarra	Spain		100,00%	Tooling and welding	Full	N/A
MB Aragón P21, S.L.	Barcelona	Spain		100,00%	Tooling and parts manufacturing	Full	N/A
Gestamp Polska, SP. Z.O.O.	Wielkopolska	Poland		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washington UK Limited	Newcastle	United Kingdom		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Hungaria KFT	Akai	Hungary	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North America, INC	Michigan	USA		70,00%	Administration services	Full	Ernst & Young
Gestamp Sweden, AB	Lulea	Sweden		100,00%	Portfolio company	Full	Ernst & Young
Gestamp HardTech, AB	Lulea	Sweden		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mason, LLC.	Michigan	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Alabama, LLC.	Alabama	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Ronchamp, S.A.S	Ronchamp	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Manufacturing Autochasis, S.L.	Barcelona	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young
Industrias Tamer, S.A.	Barcelona	Spain		30,00%	Tooling and parts manufacturing	Equity method	Ernst & Young
Gestamp Tooling Services, AIE	Vizcaya	Spain		100,00%	Mould engineering and design	Full	Ernst & Young
Gestamp Auto Components (Kunshan) Co., Ltd	Kunshan	China		68,95%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Kartek Co, Ltd.	Gyeong-sangnam-Do	South Korea		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Kallip, A.S.	Bursa	Turkey		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Toluca SA de CV	Puebla	Mexico		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Servicios Laborales de Toluca SA de CV	Puebla	Mexico		69,93%	Employment services	Full	Ernst & Young
Gestamp Services India Private, Ltd.	Mumbai	India		100,00%	Tooling and parts manufacturing	Full	S.B. Dave & Co.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

Company	Address	Country	December 31, 2018		Activity	Consolidation method	Auditors
			Direct shareholding	Indirect shareholding			
Gestamp Severstal Vsevolozhsk Llc	Saint Petersburg	Russia		58,13%	Tooling and parts manufacturing	Full	Ernst & Young
Adral, matriceria y pta. a punto, S.L.	Vizcaya	Spain	100,00%		Mould manufacturing and tuning	Full	Ernst & Young
Gestamp Severstal Kaluga, Llc	Kaluga	Russia		58,13%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive India Private Ltd.	Pune	India		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Pune Automotive, Private Ltd.	Pune	India		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Chattanooga, Llc	Chattanooga	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding Rusia, S.L.	Madrid	Spain	25,19%	52,34%	Portfolio company	Full	Ernst & Young
Gestamp South Carolina, Llc	South Carolina	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Holding China, AB	Lulea	Sweden		68,95%	Portfolio company	Full	Ernst & Young
Gestamp Global Tooling, S.L.	Vizcaya	Spain	99,99%	0,01%	Manufacturing of dies	Full	Ernst & Young
Gestamp Tool Hardening, S.L.	Vizcaya	Spain		100,00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Vendas Novas Lda.	Évora	Portugal	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Togliatti, Llc.	Togliatti	Russia		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Automotive Chennai Private Ltd.	Chennai	India		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Palau, S.A.	Barcelona	Spain		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp North Europe Services, S.L.	Vizcaya	Spain	99,97%	0,03%	Consultancy services	Full	Ernst & Young
Loire Sociedad Anónima Franco Española	Guipúzcoa	Spain	100,00%		Manufacturing of dies	Full	Ernst & Young
Gestamp Tooling Erandio, S.L.	Guipúzcoa	Spain		100,00%	Portfolio company	Full	Ernst & Young
Diede Die Developments, S.L.	Vizcaya	Spain	100,00%		Manufacturing of dies	Full	IZE Auditores
Gestamp Louny, S.R.O.	Prague	Czech Republic		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Shenyang), Co. Ltd.	Shenyang	China		65,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp West Virginia, Llc.	Michigan	USA		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Sasi, L.S.	Kocaeli	Turkey		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Autocomponents (Dongguan), Co. Ltd.	Dongguan	China		65,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Try Out Services, S.L.	Vizcaya	Spain		100,00%	Manufacturing of dies	Full	Ernst & Young
Gestión Global de Matricería, S.L.	Vizcaya	Spain	30,00%		No activity	Equity method	Ernst & Young
Ingeniería y Construcción Matrices, S.A.	Vizcaya	Spain		30,00%	Manufacturing of dies	Equity method (A)	IZE Auditores

(A) This company is consolidated by global integration within the Gestión Global Matricería Subgroup, which in turn is integrated into the Gestamp Automoción Group by the participation method.

# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

Company	Address	Country	December 31, 2018		Activity	Consolidation method	Auditors
			Direct shareholding	Indirect shareholding			
IKcXT, S.A.	Vizcaya	Spain		30,00%	Manufacturing of dies	Equity method (A)	IZE Auditores
Gestamp Funding Luxembourg, S.A.	Luxembourg	Luxembourg	100,00%		Portfolio company	Full	Ernst & Young
Gestamp Puebla II, S.A. de C.V.	Puebla	Mexico		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Autotech Engineering Deutschland GmbH	Bielefeld	Germany		100,00%	Research and development	Full	Ernst & Young
Autotech Engineering R&D UK limited	Durham	United Kingdom		100,00%	Research and development	Full	Ernst & Young
Gestamp Holding México, S.L.	Madrid	Spain		69,99%	Portfolio company	Full	Ernst & Young
Gestamp Holding Argentina, S.L.	Madrid	Spain	10,80%	59,19%	Portfolio company	Full	Ernst & Young
Mursolar 21, S.L.	Madrid	Spain		65,00%	Portfolio company	Full	Ernst & Young
GGM Puebla, S.A. de C.V.	Puebla	Mexico		30,00%	Tooling and parts manufacturing	Equity method (A)	N/A
GGM Puebla de Servicios Laborales, S.A. de C.V.	Puebla	Mexico		30,00%	Employment services	Equity method (A)	N/A
Kunshan Gestool Tooling Manufacturing, Co., Ltd	Kunshan	China		30,00%	Manufacturing of dies	Equity method (A)	Ernst & Young
Gestamp Technology Institute, S.L.	Vizcaya	Spain	99,99%	0,01%	Education	Full	Ernst & Young
Gestamp Tooling Engineering Deutschland, GmbH	Braunschweig.	Germany		100,00%	Manufacturing of dies	Full	N/A
Gestamp Chattanooga II, Llc	Chattanooga	USA		70,00%	Tooling and parts manufacturing	Full	N/A
Autotech Engineering R&D USA	Delaware	USA		100,00%	IT, and research and development	Full	N/A
Gestamp Autocomponents Wuhan, co. Ltd.	Wuhan	China	100,00%	0,00%	Tooling and parts manufacturing	Full	Ernst & Young
Çelik Form Gestamp Otomotive, A.S.	Bursa	Turkey		50,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Washtenaw, LLC.	Delaware	USA		70,00%	Tooling and parts manufacturing	Full	N/A
Gestamp San Luis Potosí, S.A.P.I. de C.V.	Mexico City	Mexico		70,00%	Employment services	Full	N/A
Gestamp San Luis Potosí Servicios Laborales S.A.P.I. de C.V.	Mexico City	Mexico		70,00%	Tooling and parts manufacturing	Full	N/A
Gestamp Auto Components (Tianjin) Co., LTD.	Tianjin	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp 2017, S.L.	Madrid	Spain	100,00%		Portfolio company	Full	N/A
Autotech Engineering (Shanghai) Co. Ltd.	Shanghai	China		100,00%	Research and development	Full	Ernst & Young
Gestamp Hot Stamping Japan K.K.	Tokio	Japan		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Global Laser Araba, S.L.	Álava	Spain	30,00%	0,00%	Tooling and parts manufacturing	Equity method	Ernst & Young
MPO Prodvers Rezistent, S.R.L.	Darmanesti	Romania		35,00%	Tooling and parts manufacturing	Full	Ernst & Young
Beyçelik Gestamp Teknoloji Kalip, A.S.	Bursa	Turkey		50,00%	Manufacturing of dies	Full	Ernst & Young
Gestamp Nitra, S.R.O.	Bratislava	Slovakia	100,00%		Tooling and parts manufacturing	Full	Ernst & Young
Almussafes Mantenimiento de Troqueles, S.L.	Barcelona	Spain		100,00%	Die maintenance	Full	Ernst & Young
Gestamp (China) Holding, Co. Ltd	Shanghai	China		100,00%	Portfolio company	Full	Ernst & Young
Gestamp Autotech Japan Co., Ltd.	Tokio	Japan		100,00%	Research and development	Full	Ernst & Young
NCSG Sorocaba Industria Metalúrgica Ltda.	Sorocaba	Brazil		70,00%	Tooling and parts manufacturing	Full	Ernst & Young
Tuyauto Gestamp Morocco	Kenitra	Morocco		50,00%	Tooling and parts manufacturing	Full	N/A
Gestamp Autocomponents (Beijing) Co., Ltd.	Beijin	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Mexicana Serv. Lab. II, S.A. de CV	México DF	Mexico		100,00%	Employment services	Full	N/A
Reparaciones Industriales Zaldibar, S.L.	Vizcaya	Spain	0,01%	99,99%	Industrial equipment services	Full	N/A
Autotech Engineering Spain, S.L.	Madrid	Spain		100,00%	Research and development	Full	Ernst & Young
Autotech Engineering France S.A.S.	Meudon la Forêt	France		100,00%	Research and development	Full	N/A
Gestamp Auto Components Sales (Tianjin) Co., LTD.	Tianjin	China		49,00%	Consulting and Post-sales services	Equity method	N/A

(A) This company is consolidated by global integration within the Gestión Global Matricería Subgroup, which in turn is integrated into the Gestamp Automoción Group by the participation method.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

December 31, 2018							
Company	Address	Country	Direct shareholding	Indirect shareholding	Activity	Consolidation method	Auditors
Edscha Holding GmbH	Remscheid	Germany		100,00%	Portfolio company	Full	Ernst & Young
Edscha Automotive Hengersberg GmbH	Hengersberg	Germany		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Hauzenberg GmbH	Hauzenberg	Germany		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Engineering GmbH	Remscheid	Germany		100,00%	Research and development	Full	Ernst & Young
Edscha Hengersberg Real Estate GmbH	Hengersberg	Germany	5,10%	94,90%	Property	Full	N/A
Edscha Hauzenberg Real Estate GmbH	Hauzenberg	Germany	5,10%	94,90%	Property	Full	N/A
Edscha Automotive Kamenice S.R.O.	Kamenice	Czech Republic		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Hradec S.R.O.	Hradec	Czech Republic		100,00%	Manufacturing of dies	Full	Ernst & Young
Edscha Velky Meder S.R.O.	Velky Meder	Slovakia		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp 2008, S.L.	Villalonguéjar (Burgos)	Spain		100,00%	Portfolio company	Full	Ernst & Young
Edscha Burgos, S.A.	Villalonguéjar (Burgos)	Spain		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Santander, S.L.	El Astillero (Cantabria)	Spain	5,01%	94,99%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Briey S.A.S.	Briey Cedex	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Engineering France S.A.S.	Les Ulis	France		100,00%	Research and development	Full	Ernst & Young
Edscha do Brasil Ltda.	Sorocaba	Brazil		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Edscha Japan Co., Ltd.	Tokio	Japan		100,00%	Sales office	Full	N/A
Jui Li Edscha Body Systems Co., Ltd.	Kaohsiung	Taiwan		60,00%	Tooling and parts manufacturing	Full	Ernst & Young
Jui Li Edscha Holding Co., Ltd.	Apia	Samoa		60,00%	Portfolio company	Full	N/A
Jui Li Edscha Hainan Industry Enterprise Co., Ltd.	Hainan	China		60,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Technology Co., Ltd.	Shanghai	China		100,00%	Research and development	Full	Shangai Ruitong Cpa
Shanghai Edscha Machinery Co., Ltd.	Shanghai	China		55,00%	Tooling and parts manufacturing	Full	Ernst & Young
Anhui Edscha Automotive Parts Co Ltda.	Anhui	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive Michigan, Inc	Lapeer	USA		100,00%	Tooling and parts manufacturing	Full	N/A
Edscha Togliatti, Lic.	Togliatti	Russia		100,00%	Tooling and parts manufacturing	Full	National Audit Corporation
Edscha Automotive Components Co., Ltda.	Kunshan	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Finance Slovakia S.R.O.	Velky Meder	Slovakia	25,00%	75,00%	Portfolio company	Full	Ernst & Young
Edscha Kunststofftechnik GmbH	Remscheid	Germany		100,00%	Tooling and parts manufacturing	Full	JKG Treuhand
Edscha Pha, Ltd.	Seul	South Korea		50,00%	Parts manufacture research and development	Full	Ernst & Young
Edscha Aapico Automotive Co. Ltd	Pranakorn Sri Ayutthaya	Thailand		51,00%	Tooling and parts manufacturing	Full	Ernst & Young
Edscha Automotive SLP, S.A.P.I. de C.V.	Mexico City	Mexico		100,00%	No activity	Full	N/A
Edscha Automotive SLP Servicios Laborales, S.A.P.I. de C.V.	Mexico City	Mexico		100,00%	No activity	Full	N/A
Edscha Automotive Components (Chongqing) Co. Ltd.	Chongqing	China		100,00%	Tooling and parts manufacturing	Full	N/A
Edscha Pha Automotive Components (Kunshan) Co., Ltd.	Kunshan	China		100,00%	Parts manufacturing	Full	Deloitte
GMF Holding GmbH	Remscheid	Germany		100,00%	Portfolio company	Full	Ernst & Young
Gestamp Metal Forming (Wuhan), Ltd	Wuhan	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Umformtechnik GmbH	Ludwigsfelde	Germany		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Automotive Chassis Products Plc.	Newton Aycliffe, Durham	United Kingdom		100,00%	Portfolio company	Full	Ernst & Young
Sofedit, S.A.S	Le Theil sur Huisne	France		65,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Prisma, S.A.S	Usine de Messempré	France		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Tallent , Ltd	Newton Aycliffe, Durham	United Kingdom		100,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Wroclaw Sp.z.o.o.	Wroclaw	Poland		65,00%	Tooling and parts manufacturing	Full	Ernst & Young
Gestamp Auto components (Chongqing) Co., Ltd.	Chongqing	China		100,00%	Tooling and parts manufacturing	Full	Ernst & Young

The Company has issued the pertinent notices to its subsidiaries under Article 155 of the Corporate Enterprises Act and there is no obligation that could give rise to contingencies with respect to those companies.



## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 9. FINANCIAL ASSETS

The breakdown of financial assets at December 31, except for the equity investments in group companies, jointly controlled entities and associates (Note 8), is as follows:

(€)	Loans, derivatives and other financial assets		Total	
	2019	2018	2019	2018
<b>Non-current financial assets</b>				
Loans and receivables	903,154,977	1,198,311,421	903,154,977	1,198,311,421
Derivatives	1,197,201	23,238	1,197,201	23,238
Debt Securities	34,347,500	34,375,000	34,347,500	34,375,000
Credits to third parties	32,116,327	36,854,371	32,116,327	36,854,371
Other financial assets	1,200	1,200	1,200	1,200
	<b>970,817,205</b>	<b>1,269,565,230</b>	<b>970,817,205</b>	<b>1,269,565,230</b>
<b>Current financial assets</b>				
Held-to-maturity investments	-	-	-	-
Loans and receivables	2,743,798,881	2,163,149,624	2,743,798,881	2,163,149,624
	<b>2,743,798,881</b>	<b>2,163,149,624</b>	<b>2,743,798,881</b>	<b>2,163,149,624</b>
<b>Total</b>	<b>3,714,616,086</b>	<b>3,432,714,854</b>	<b>3,714,616,086</b>	<b>3,432,714,854</b>

These amounts are disclosed in the balance sheet as follows:

(€)	Loans, derivatives and other financial assets		Total	
	2019	2018	2019	2018
<b>Non-current financial assets</b>				
Investments in group companies and associates				
Loans to companies (Note 19.1)	903,154,977	1,198,311,421	903,154,977	1,198,311,421
Debt Securities	34,347,500	34,375,000	34,347,500	34,375,000
Non-current investments			-	
Credits to third parties	32,116,327	36,854,371	32,116,327	36,854,371
Derivatives (Note 14.2)	1,197,201	23,238	1,197,201	23,238
Other financial assets	1,200	1,200	1,200	1,200
	<b>970,817,205</b>	<b>1,269,565,230</b>	<b>970,817,205</b>	<b>1,269,565,230</b>
<b>Current financial assets</b>				
Current investments in group companies and associates				
Loans to companies (Note 19.2)	632,864,055	217,252,406	632,864,055	217,252,406
Other financial assets (Note 19)	2,110,934,826	1,945,888,712	2,110,934,826	1,945,888,712
Current investments				
Other financial assets (Note 9.1)	-	8,506	-	8,506
	<b>2,743,798,881</b>	<b>2,163,149,624</b>	<b>2,743,798,881</b>	<b>2,163,149,624</b>
	<b>3,714,616,086</b>	<b>3,432,714,854</b>	<b>3,714,616,086</b>	<b>3,432,714,854</b>

“Loans to companies” relates mainly to loans granted to Group employees for the purchase of shares of the Parent from Acek Desarrollo y Gestión Industrial, S.L., for € 32,116 thousand. The amount of interest accrued amounts € 939 thousand, net of returns already paid by employees, that amount to 2,020 thousand euros. These loans are secured with a pledge on the shares. The main financial terms of the loans are interest at the official interest rate prevailing for each calendar year and duration of six years from signing (Note 19.2).

The fair value of the shares sold by Acek Desarrollo y Gestión Industrial, S.L. to the employees is calculated using the operation performed during the first quarter of 2017 between the significant shareholders.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

The following tables provide a breakdown by maturity of the assets in 2019 and 2018:

(€)	2019						Total, non-current
	Total current	1-2 years	2-3 years	3-4 years	4-5 years	Subsequent	
Loans to companies (Note 19.2)	632,864,055	15,319,800	149,205,198	350,797,215	62,162,900	325,669,864	903,154,977
Other financial assets (Note 19)	2,110,934,826	-	-	-	-	1,200	1,200
Credits to third parties	-	-	32,116,327	-	-	-	32,116,327
Short-term financial investments	-	-	-	-	-	-	-
Debt Securities	-	34,347,500	-	-	-	-	34,347,500
	<b>2,743,798,881</b>	<b>49,667,300</b>	<b>181,321,525</b>	<b>350,797,215</b>	<b>62,162,900</b>	<b>325,671,064</b>	<b>969,620,004</b>

(Euros)	2018						Total, non-current
	Total, current	1-2 years	2-3 years	3-4 years	4-5 years	Subsequent	
Loans to companies (Note 19.2)	217,252,406	309,651,723	15,319,800	135,427,742	357,142,292	380,769,864	1,198,311,421
Other financial assets (Note 19)	1,945,888,712	-	-	-	-	1,200	1,200
Credits to third parties	-	-	-	36,854,371	-	-	36,854,371
Short-term financial investments	8,506	-	-	-	-	-	-
Debt Securities	-	-	34,375,000	-	-	-	34,375,000
	<b>2,163,149,624</b>	<b>309,651,723</b>	<b>49,694,800</b>	<b>172,282,113</b>	<b>357,142,292</b>	<b>380,771,064</b>	<b>1,269,541,992</b>

#### 9.1 Debt securities

“Debt securities” relates to the subscription by the Company on March 10, 2016 of 2,750 bonds with a nominal value of 1.000.000 Indian rupees per bond issued by Group Company Gestamp Automotive Chennai Private Limited. All the bonds mature on April 15, 2021, and carry an 11.5% coupon, which is paid annually. The bonds are admitted for trading on the SEBI (Securities and Exchange Board of India). The amount of accrued interest at the closing date amounts to € 3,203,257 (3,205,822 in 2018) and is recognized under “Current investments in group companies and associates.”

## 10. CASH AND CASH EQUIVALENTS

The breakdown of “Cash and cash equivalents” at December 31 is as follows:

(€)	2019	2018
Cash	8,638	8,554
Demand current accounts	301,654,820	224,110,471
	<b>301,663,458</b>	<b>224,119,025</b>

Current accounts earn market interest rates.

## 11. EQUITY – CAPITAL AND RESERVES

### 11.1 Registered capital

At December 31, 2019, the Company's capital consisted of 575.514.360 indivisible and accumulable registered shares (2018: 575,514,360 shares, par value of €0.50 each) with a par value of €0.50 each. That constitutes a social capital that amounts €287,757,180. All the shares are of the same class and confer the same rights. 30.21% of them are trading shares. All of them are fully subscribed and paid.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

Shareholders at December 31 are as follows:

Shareholder	2019	2018
Acek Desarrollo y Gestión Industrial S.L.	19.69%	19.69%
Gestamp 2020, S.L.	50.10%	50.10%
Stock Market	30.09%	30.02%
Treasury shares	0.12%	0.19%
	<b>100.00%</b>	<b>100.00%</b>

(\*) Includes actions of managers and employees of the group.

Acek Desarrollo y Gestión Industrial, S.L., held 75% of the capital of Gestamp 2020, S.L., so its total (direct and indirect) share in the Parent Company is 57.26%.

#### Movements – 2019

There were no movements in 2019.

#### Movements – 2018

On June 6th, 2018 Acek Desarrollo y Gestión Industrial, S.L., proceeded to the sale of 8,532,331 shares, equivalent to a 1.48% stake in it, to the stock market.

#### **11.1.1 Treasury shares.**

At July 27<sup>th</sup>, 2018 the Company signed a liquidity contract with JB Capital Markets, S.V., S.A.U., adapted to the provided in the newsletter 1/2017 of April 26 of the CNMV.

The context of this contract is the Spanish Stock Market.

The contract establishes the conditions in which the financial intermediary will operate at the expense of the issuer, by purchasing or selling its interim shares, with the only objective of encourage the liquidity and consistency of its quote and will have a duration of 12 months that, will be tacitly renewed for the same period, unless otherwise indicated of the parties.

The amount designated to the cash account associated to the contract amounts €9,000 thousand.

At December 31<sup>st</sup>, 2019 Gestamp Automoción, S.A. has own shares, as detailed in the following table:

Shares in treasury at December 31, 2019				
Number of shares	Euros per share		Market Value (€)	%
	Acquisition	Share prices		
688,549	4.17	4.228	2,911,185	0.12%

The movements of the own shares in 2019 are detailed in the following table:

<b>Shares in treasury at December 31, 2018</b>	<b>1,078,834</b>
Acquisitions	11,706,626
Disposals	12,096,911
<b>Shares in treasury at December 31, 2019</b>	<b>688,549</b>

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### Acquisitions:

The amount of the acquisitions of own shares in 2019 amounts to € 54,488,101.

#### Disposals:

In 2019 the disposals of own shares amount to €57,657 thousand.

The selling price of the interim shares detailed in the previous table amounts €56,783 thousand, generating a negative result of € 874 thousand. Likewise. The net result of € 874 thousand is registered in the section "Distributable Reserves" (note 11.3).

### 11.2 Share premium

At December 31, 2019 and 2018, the Company recognized a share premium amounting to € 61.591.287. The share premium account is freely distributable, subject to the limitations provided for in the Capital Enterprises Act (Note 3.1).

### 11.3 Reserves

Details and movements of the different items of "Reserves" are as follows:

#### 2019

(€)	Opening balance	Distribution of 2018 result	Capital reductions	Distribution of dividends	Transactions with own shares or participations	Closing balance
Legal reserve	57,551,437	-	-	-	-	57,551,437
Reserves for adaptation to the Spanish General Chart of Accounts	75,488,583	-	-	-	-	75,488,583
Other special reserves	68,593,033	-	-	-	-	68,593,033
Voluntary reserves	130,951,885	92,105,629	-	(40,229,458)	(874,427)	181,953,629
	<b>332,584,938</b>	<b>92,105,629</b>	-	<b>(40,229,458)</b>	<b>(874,427)</b>	<b>383,586,682</b>

#### 2018

(€)	Opening balance	Distribution of 2017 result	Capital reductions	Distribution of dividends	Transactions with own shares or participations	Closing balance
Prior periods' losses	-	-	-	-	-	-
Legal reserve	47,110,439	10,440,998	-	-	-	57,551,437
Reserves for adaptation to the Spanish General Chart of Accounts	75,488,583	-	-	-	-	75,488,583
Other special reserves:	68,593,033	-	-	-	-	68,593,033
Voluntary reserves	23,661,760	108,056,943	-	-	(766,818)	130,951,885
	<b>214,853,815</b>	<b>118,497,941</b>	-	-	<b>(766,818)</b>	<b>332,584,938</b>

"Voluntary reserves" includes €874,427, from the own shares transactions.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

“Other special reserves” includes the following concepts:

- On September 1, 2010, the Company contributed its stakes in Gestamp Araluce y Matricerías Deusto, with a carrying amount of €21.197.962, to acquire 60% of Gestamp Global Tooling, S.L. The Company measured this stake at the carrying amount of the assets and liabilities given in the Gestamp Automoción Group's consolidated financial statements at the date of the transaction. The difference between the carrying amount and the fair value of the assets and liabilities given in the Gestamp Automoción Group's consolidated financial statements was recognized, net, in “Other special reserves” for €11,484,761.
- On November 19, 2010, the Company participated in the capital increase carried out by Gestamp Servicios, contributing its shares of Gestamp Paraná, with a carrying amount of €17.700.004. The Company measured the stake at the carrying amount of the assets and liabilities given in the Gestamp Automoción Group's consolidated financial statements at the date of the transaction. The difference between the carrying amount and the fair value of the assets and liabilities given in the Gestamp Automoción Group's consolidated financial statements was recognized, net, in “Other special reserves” for €52,171,174.

In addition, “Other special reserves” includes the goodwill reserve of €4,455,425. This reserve is available because of the goodwill is fully amortized.

The total amount of dividends paid by the Company in 2019 is 77,575 thousand euros. Besides of the 37,342 thousand euros of interim dividend from the previous year, paid on January 14, 2019, a dividend has also been distributed with charge to voluntary reserves. This dividend was approved in the minutes of May 6, 2019 for 40,229 thousand euros (0.07 euros gross for share of the Parent Company with the right to receive it). This dividend was paid on July 5, 2019.

Board members at the Ordinary Board Members Meeting held on December 16, 2019, agreed to distribute € 31,601 thousand in interim dividend.

In accordance with the Capital Enterprises Act, until the balance of the legal reserve is equivalent to at least 20% of share capital, it cannot be distributed to shareholders and can only be used to offset losses if no other reserves are available. This reserve can be used to increase share capital by the amount exceeding 10% of the increased capital amount (Note 3.1).

In 2019 no result of the year has been destined to legal reserve, due to with this percentage is reached the 20% of the registered capital of the Company.

## 12. EQUITY – VALUATION ADJUSTMENTS

Details and movements in “Valuation adjustments” are as follows:

(€)	Opening balance	Movements, net	Closing balance
<b>2019</b>			
Cash flow hedges	(6,242,313)	(119,337)	(6,361,650)
	<b>(6,242,313)</b>	<b>(119,337)</b>	<b>(6,361,650)</b>
<b>2018</b>			
Cash flow hedges	(8,911,462)	2,669,149	(6,242,313)
	<b>(8,911,462)</b>	<b>2,699,149</b>	<b>(6,242,313)</b>

The breakdown of net movements in 2019 and 2018 is shown in the statement of changes in equity, which forms an integral part of the financial statements.

The differences in this section reflect the change in the value of the cash flow hedges explained in Note 14.2.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 13. PROVISIONS AND CONTINGENCIES

The non-current provision mainly reflects the obligations assumed by the Company, as parent of the Group, related to certain contingencies arising from possible interpretations of legal requirements of past events at subsidiaries, the settlement of which is expected to result in an outflow of resources and the amount of which can be measured reliably.

#### 14. FINANCIAL LIABILITIES

The breakdown of “Financial liabilities” at December 31, is as follows:

(€)	Debt with financial institutions		Derivatives and other		Total	
	2019	2018	2019	2018	2019	2018
<b>Non-current financial liabilities</b>						
Debts and payables	1,475,666,008	1,562,745,660	517,015,054	514,554,875	1,992,681,062	2,077,300,535
Debentures and other marketable securities	-	-	627,421,041	392,961,283	627,421,041	392,961,283
Derivatives	-	-	54,090,836	49,914,035	54,090,836	49,914,035
	<b>1,475,666,008</b>	<b>1,562,745,660</b>	<b>1,198,526,931</b>	<b>957,430,193</b>	<b>2,674,192,939</b>	<b>2,520,175,853</b>
<b>Current financial liabilities</b>						
Debts and payables	69,147,494	3,123,827	1,256,772,676	1,187,196,667	1,325,920,170	1,190,320,494
	<b>69,147,494</b>	<b>3,123,827</b>	<b>1,256,772,676</b>	<b>1,187,196,667</b>	<b>1,325,920,170</b>	<b>1,190,320,494</b>
	<b>1,544,813,502</b>	<b>1,565,869,487</b>	<b>2,455,299,607</b>	<b>2,144,626,860</b>	<b>4,000,113,109</b>	<b>3,710,496,347</b>

These amounts are disclosed in the balance sheet as follows:

(€)	Debt with financial institutions		Derivatives and other		Total	
	2019	2018	2019	2018	2019	2018
<b>Non-current financial liabilities:</b>						
Non-current payables	1,475,666,008	1,562,745,660	54,090,836	49,914,035	1,529,756,844	1,612,659,695
Obligations and other negotiable securities	-	-	627,421,041	392,961,283	627,421,041	392,961,283
Group companies and associates, non-current (Note 19)	-	-	517,015,054	514,554,875	517,015,054	514,554,875
	<b>1,475,666,008</b>	<b>1,562,745,660</b>	<b>1,198,526,931</b>	<b>957,430,193</b>	<b>2,674,192,939</b>	<b>2,520,175,853</b>
<b>Current financial liabilities</b>						
Current:						
Loans and debts with financial institutions	69,147,494	3,123,827	-	-	69,147,494	3,123,827
Other financial liabilities	-	-	32,516,786	41,662,131	32,516,786	41,662,131
Group companies and associates, current (Note 19)	-	-	1,221,985,948	1,143,348,105	1,221,985,948	1,143,348,105
Trade and other payables	-	-	2,269,942	2,186,431	2,269,942	2,186,431
	<b>69,147,494</b>	<b>3,123,827</b>	<b>1,256,772,676</b>	<b>1,187,196,667</b>	<b>1,325,920,170</b>	<b>1,190,320,494</b>
	<b>1,544,813,502</b>	<b>1,565,869,487</b>	<b>2,455,299,607</b>	<b>2,144,626,860</b>	<b>4,000,113,109</b>	<b>3,710,496,347</b>

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 14.1 Debt with financial institutions

The breakdown of "Debt with financial institutions" at December 31 is as follows:

(€)	2019	2018
<b>Non-current</b>		
Loans and debts with financial institutions	1,475,666,008	1,562,745,660
Debentures and other marketable securities	627,421,041	392,961,283
	<b>2,103,087,049</b>	<b>1,955,706,943</b>
<b>Current</b>		
Loans and debts with financial institutions	63,121,097	390,700
Accrued interest payable	6,026,397	2,733,127
Derivatives	-	1,196,678
Other financial liabilities	32,527,345	40,465,454
	<b>101,674,839</b>	<b>44,785,959</b>
	<b>2,204,761,888</b>	<b>2,000,492,902</b>

#### Loans and debts with financial institutions

The maturity schedule of the main loans and debts with financial institutions at December 31, 2019, is as follows:

Loans	Total, current	1 - 2 years	2 - 3 years	3-4 years	4-5 years	subsequent years	Total, non-current
Syndicated	-	-	528,533,172	323,939,688	-	-	852,472,860
Deferred expenses (Syndicated)	(1,568,718)	(1,619,541)	(1,012,326)	(199,531)	-	-	(2,831,398)
Financial loans	53,000,000	89,666,667	199,853,842	279,235,859	47,066,142	10,202,036	626,024,546
Bonds and debentures	-	50,000,000	-	22,000,000	79,905,500	483,000,000	634,905,500
Deferred expenses (bonus)	(1,690,115)	(1,631,131)	(1,348,055)	(1,350,790)	(1,346,873)	(1,807,610)	(7,484,459)
Various bank facilities	13,379,930	-	-	-	-	-	-
	<b>63,121,097</b>	<b>136,415,995</b>	<b>726,026,633</b>	<b>623,625,226</b>	<b>125,624,769</b>	<b>491,394,426</b>	<b>2,103,087,049</b>

The maturity schedule of the main loans and debts with financial institutions at December 31, 2018, is as follows:

Loans	Total, current	1 - 2 years	2 - 3 years	3-4 years	4-5 years	subsequent years	Total, non-current
Syndicated	-	110,821,472	213,118,216	528,533,175	-	-	852,472,863
Deferred expenses (Syndicated)	(1,587,238)	(1,430,269)	(1,156,094)	(456,588)	-	-	(3,042,951)
Financial loans	2,542,380	128,899,923	92,257,697	187,865,769	267,292,360	37,000,000	713,315,749
Bonds and debentures	-	-	-	-	-	400,000,000	400,000,000
Deferred expenses (bonus)	(968,273)	(990,893)	(1,051,311)	(1,089,412)	(1,116,856)	(2,790,246)	(7,038,718)
Various bank facilities	403,831	-	-	-	-	-	-
	<b>390,700</b>	<b>237,300,233</b>	<b>303,168,508</b>	<b>714,852,944</b>	<b>266,175,504</b>	<b>434,209,754</b>	<b>1,955,706,943</b>

The average interest accrued on these loans in 2019 ranged between 0.30% and 4.226% (2018: between 0.69% and 4.226%). The price of the bond, throughout 2019, ranged between 88.89% and 102.916%.

At December 31, 2019, the Company had arranged credit facilities with a number of banks for a total of €13,379,930 (2018: €403,831), of which it had drawn €585,100,000 (2018: €471,600,000). Interest accrued and not paid in 2018 on the credit facilities amounted to €209,950 (2018: €187,998).

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### **2013 Syndicated loan**

On April 19, 2013 Gestamp Automoción, S.A. signed a syndicated loan with a group of banks for an initial total amount of 850 million euros distributed in two tranches, the first tranche (loan A1) amounting to €570.000 thousand and the second tranche (Revolving Credit Facility) amounting to €280.000 thousand than has not been used neither at December 31, 2017, nor December 31, 2016.

On May 20, 2016 Gestamp Automoción, S.A. signed an agreement for modifying the syndicated loan from April 2013. There are modifications to the amount granted (increase of 340 million euros, tranche A2) and to the covenants.

On July 27, 2017 Gestamp Automoción, S.A. signed an agreement for modifying the syndicated loan. There are modifications on maturities and on the interests rate.

On February 22, 2019 the Parent Company has signed an agreement modifying the original syndicated loan. The initial maturity date in 2020 and 2021 has been modified to April 30, 2023. The tranche of the Revolving Credit Facility has been increased by 45 thousand euros to the final amount to 325 thousand euros, the maturity date has not been modified (July, 2022).

On February 15, 2019 Gestamp Automoción, S.A. signed an agreement for modifying the syndicated loan. There are modifications on maturities.

The nominal amount drawn down at December 31, 2019 comes to €852,473 thousands (€852.473 thousand at December 31, 2018), everything with long term maturity.

The final installment on this facility is due on April 30, 2023.

After the realization of the related required analyses, the transaction has been considered as a syndicated loan refinancing, since there were no substantial changes in the debt.

Gestamp Automoción, S.A. has agreed to comply with certain financial covenants based on its Consolidated Financial Statements throughout the duration of the loan. These covenants are:

- “Net debt/EBITDA” below 3,50x
- “EBITDA/Financial expense” above 4,00x

At December 31, 2019 and December 31, 2018 Gestamp Automoción, S.A. was not in breach of any of these covenants. The covenants in those years were:

- “Net debt/EBITDA” 2.44 in 2019 and 2,47 in 2018
- “EBITDA/Financial expense”: 7.67 in 2019 and 7,45 in 2018



## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

Certain Group Gestamp Automoción companies, which together represent a significant portion of total consolidated assets, revenue and EBITDA, act as joint guarantors of the above mentioned syndicated loan. These companies are:

Gestamp Navarra, S.A.	Gestamp Noury, S.A.S.
Edscha Automotive Kamenice, S.R.O.	Gestamp Palencia, S.A.
Edscha Engineering, GmbH	Gestamp Polska, Sp. Z.o.o.
Edscha Briey, S.A.S.	Gestamp Cerveira, Ltda.
Edscha Engineering France, S.A.S.	Gestamp Ronchamp, S.A.S.
Edscha Automotive Hauenberg, GmbH	Gestamp Servicios, S.A.
Edscha Hauenberg Real Estate, GmbH	Gestamp Washington UK, Limited
Edscha Hengersberg Real Estate, GmbH	Gestamp Vendas Novas Unipessoal, Lda.
Edscha Automotive Hengersberg, GmbH	Gestamp Vigo, S.A.
Edscha Holding, GmbH	Gestamp Umformtechnik, GmbH
Edscha Hradec, S.r.o.	Gestamp Griwe Westerburg, GmbH
Edscha Velky Meder, S.r.o.	Ingeniería Global MB, S.A.
Gestamp Bizkaia, S.A.	Loire S.A. Franco Española
Edscha Santander, S.L.	Gestamp Abrera, S.A.
Gestamp Automoción, S.A.	Gestamp Aragón, S.A.
Gestamp Aveiro, S.A.	Gestamp Metalbages, S.A.
Gestamp HardTech, AB	Gestamp Prisma, S.A.S.
Gestamp Hungaria, KFT	SCI de Tournan en Brie
Gestamp Linares, S.A.	Gestamp Solblank Barcelona, S.A.
Gestamp Louny, S.r.o.	Gestamp Tallent Limited
Edscha Burgos, S.A	Gestamp Levante, S.A.
Gestamp Griwe Haynrode, GmbH	

Additionally, the Group companies Gestamp Metalbages, S.A., Gestamp Bizkaia, S.A., Gestamp Vigo, S.A., Gestamp Palencia, S.A. Gestamp Servicios, S.A. and Gestamp Toledo, S.A. have shares pledge.

#### **May 2013 and May 2016 bond**

In May 2013, the Group completed a bond issue through subsidiary Gestamp Funding Luxembourg, S.A., which belongs to the Western Europe segment, in two tranches. The first consisted of €500 million of 5,875% bonds and the second of US\$350 million of 5,625% bonds. With the same date, Gestamp Automoción, S.A., signed with Gestamp Funding Luxembourg, a loan with the same terms that the mentioned bond.

The bonds have an initial maturity of May 31, 2020, with interest payable every six months (in November and May).

The Group bought back part of the bonds issued in September and October of 2015, for total amounts of US\$16,702 thousand and €5,500 thousand.

On May 11, 2016, it carried out another issue through subsidiary Gestamp Funding Luxembourg, S.A. of €500 million worth of 3,5% bonds, using the proceeds to cancel in full the euro tranche of the previous May 2013 bond issue and pay the interest accrued up to that date. With the same date, Gestamp Automoción, S.A., cancelled the previous loan with Gestamp Funding Luxembourg, S.A., by the signe of a new loan contract with the same terms of the new bond issue.

After conducting the required analysis, it considered the transaction to be a bond refinancing, since there was not a substantial change in terms of the debt.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

In addition, with the drawdown of tranche A2 of the new syndicated facility of €340 million on May 20 (see section I), the Group canceled, on June 27, 2016, the entire US dollar tranche of the previous bond issued in May 2013 and paid the interest accrued up to that date.

After conducting the required analysis, it considered this to be a new debt. Therefore, it recognized a finance cost of €9.8 million in the income statement.

The new bond issue has an initial maturity of May 15, 2023, with interest payable every six months (in November and May).

The amortized cost of the bond issued in May 2016, at December 31, 2019, amounted to €486 million. The amortized cost of the bond issued in May 2016, at December 31, 2018, amounted to €483 million.

Certain Group companies, which represent a significant share of consolidated total assets, consolidated revenue and consolidated EBITDA, are joint and several guarantors of these bonds.

Gestamp Navarra, S.A.	Gestamp Noury, S.A.S.
Edscha Automotive Kamenice, S.R.O.	Gestamp Palencia, S.A.
Edscha Engineering, GmbH	Gestamp Polska, Sp. Z.o.o.
Edscha Briey, S.A.S.	Gestamp Cerveira, Ltda.
Edscha Engineering France, S.A.S.	Gestamp Ronchamp, S.A.S.
Edscha Automotive Hauzenberg, GmbH	Gestamp Servicios, S.A.
Edscha Hauzenberg Real Estate, GmbH	Gestamp Washington UK, Limited
Edscha Hengersberg Real Estate, GmbH	Gestamp Vendas Novas Unipessoal, Lda.
Edscha Automotive Hengersberg, GmbH	Gestamp Vigo, S.A.
Edscha Holding, GmbH	Gestamp Umformtechnik, GmbH
Edscha Hradec, S.r.o.	Gestamp Griwe Westerburg, GmbH
Edscha Velky Meder, S.r.o.	Ingeniería Global MB, S.A.
Gestamp Bizkaia, S.A.	Loire S.A. Franco Española
Edscha Santander, S.A.	Gestamp Abrera, S.A.
Gestamp Automoción, S.A.	Gestamp Aragón, S.A.
Gestamp Aveiro, S.A.	Gestamp Metalbages, S.A.
Gestamp HardTech, AB	Gestamp Prisma, S.A.S.
Gestamp Hungría, KFT	SCI de Tournan en Brie
Gestamp Linares, S.A.	Gestamp Solblank Barcelona, S.A.
Gestamp Louny, S.r.o.	Gestamp Tallent Limited
Gestamp Esmar, S.A.	Gestamp Sweden, AB
Gestamp Wrocław, Sp. Z.o.o.	Edscha Burgos, S.A.
Sofedit, S.A.S.	Gestamp Levante, S.A.
Gestamp Toledo, S.A.	Gestamp Griwe Haynrode, GmbH

Additionally, the Group companies Gestamp Metalbages, S.A., Gestamp Bizkaia, S.A., Gestamp Vigo, S.A., Gestamp Palencia, S.A. Gestamp Servicios, S.A. and Gestamp Toledo, S.A. have shares pledged.

This debt of the bond issue is classified as a payable to Group companies and Associates, since the issuer was Gestamp Funding Luxembourg that at the time of the reception of the funds, formalized a loan with Gestamp Automoción (see note 19.1).

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### **July 2015 loan**

On July 1, 2015, the Company arranged a loan for €8,032,161 maturing on July 1, 2018. During 2017 it was partially amortized in the amount of €2,679,773. The capital outstanding at December 31, 2017 was €2,703,807. The loan has been fully repaid in 2018. Interest was payable annually.

#### **June 2016 loans**

On June 21, 2016, the Company arranged a loan for an initial amount of €15 million maturing on June 21, 2018. During 2018, the loan has been fully repaid. The outstanding principal on the loan at December 31, 2017 was €3,769,735. Interest was payable monthly.

On June 30, 2016, the Company arranged a loan for €20 million maturing on June 29, 2020. Interest is payable monthly. This loan has been fully repaid on April 30th, 2018.

#### **European Investment Bank**

On June 15, 2016, the Company arranged finance with the European Investment Bank for €160 million.

This loan is for seven years and matures on June 22, 2023. The Parent undertook to comply with certain financial covenants during the life of the loan related to its consolidated financial statements. These covenants are as follows:

- An "EBITDA/finance expenses" ratio over 4.00.
- A "Net financial debt/EBITDA" ratio below 3.50.

In addition, there is a limitation on the distribution of dividends, whereby the dividend to be distributed each year may not exceed 50% of consolidated profit for the year.

At December 31, 2019 and 2018, these ratios were within the previous limits. The covenants in those years were:

- "Net debt/EBITDA" 2.44 in 2019 and 2,47 in 2018
- "EBITDA/Financial expense": 7.67 in 2019 and 7,45 in 2018

Certain related parties, which combined represent a significant share of consolidated total assets, consolidated revenue and consolidated EBITDA, are joint and several guarantors of this loan.

Gestamp Navarra, S.A.  
Edscha Automotive Kamenice, S.R.O.  
Edscha Engineering, GmbH  
Edscha Briey, S.A.S.  
Edscha Engineering France, S.A.S.  
Edscha Automotive Hauenberg, GmbH  
Edscha Hauenberg Real Estate, GmbH  
Edscha Hengersberg Real Estate, GmbH  
Edscha Automotive Hengersberg, GmbH  
Edscha Holding, GmbH  
Edscha Hradec, S.r.o.  
Edscha Velky Meder, S.r.o.  
Gestamp Bizkaia, S.A.  
Sofedit, S.A.S.  
Gestamp Automoción, S.A.  
Gestamp Aveiro, S.A.  
Gestamp HardTech, AB

Gestamp Noury, S.A.S.  
Gestamp Palencia, S.A.  
Gestamp Polska, Sp. Z.o.o.  
Gestamp Cerveira, Ltda.  
Gestamp Ronchamp, S.A.S.  
Gestamp Servicios, S.A.  
Gestamp Washington UK, Limited  
Gestamp Vendas Novas Unipessoal, Lda.  
Gestamp Vigo, S.A.  
Gestamp Umformtechnik, GmbH  
Gestamp Griwe Westerburg, GmbH  
Ingeniería Global MB, S.A.  
Loire S.A. Franco Española  
Gestamp Abrera, S.A.  
Gestamp Aragón, S.A.  
Gestamp Metalbages, S.A.  
Gestamp Prisma, S.A.S.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

Gestamp Hungaria, KFT

Gestamp Linares, S.A.

Gestamp Louny, S.r.o.

Gestamp Esmar, S.A.

Gestamp Wroclaw, Sp. Z.o.o.

Gestamp Griwe Haynrode, GmbH

SCI de Tournan en Brie

Gestamp Solblank Barcelona, S.A.

Gestamp Tallent Limited

Gestamp Sweden, AB

Gestamp Funding Luxembourg, S.A.

#### **March 2017 loan**

On March 23, 2017 the Company arranged a loan for an initial amount of €35 million maturing on March 23, 2020. The loan has been fully repaid on April 2018. Interest was payable semiannually.

On March 23, 2017 the Company arranged a loan for an initial amount of €60 million maturing on March 23, 2022. The loan has been partially repaid for €10 million, being the outstanding principal at December 31, 2019 of €50 million. Interest is payable semiannually.

On March 24, 2017 the Company arranged a loan for an initial amount of €80 million maturing on September 24, 2018. The loan has been fully repaid on May 2018. Interest was payable semiannually.

On March 24, 2017 the Company arranged a loan for an initial amount of €100 million maturing on March 24, 2021. The loan has been partially repaid for €66.6 million, being the outstanding principal at December 31, 2019 of €33.3 million. Interest is payable monthly.

#### **April 2017 loan**

On April 12, 2017 the Company arranged a loan for an initial amount of €100 million maturing on April 30, 2022. The loan has been partially repaid for €30 million in 2018 and 19.99 million in 2019, being the outstanding principal at December 31, 2019 of €50 million. Interest is payable quarterly.

On April 27, 2017 the Company arranged a loan for an initial amount of \$45 million maturing on October 27, 2018. The loan has been fully repaid in 2018. Interest was payable quarterly.

#### **May 2017 loan**

On May 10, 2017, the Company arranged a loan for an initial amount of \$50 million, maturing on May 10, 2021. During 2017 it was partially amortized in the amount of €6,146,712. The outstanding principal at December 31, 2017 was €43,853,288 whereof €12,529,511 are registered in the short-term and €31,323,777 in the long-term. The loan has been fully repaid in 2018. Interest was payable quarterly.

On May 10, 2017 the Company arranged a loan for an initial amount of €50 million maturing on March 31, 2020. The loan has been fully repaid in 2019. Interest was payable quarterly.

On May 29, 2017 the Company arranged a loan for an initial amount of €100 million maturing on June 30, 2021. The loan has been fully repaid in 2018. Interest was payable semiannually.

#### **June 2017 loan**

On June 26, 2017 the Company arranged a loan for an initial amount of €45 million maturing on June 19, 2022. Interest is payable quarterly.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### **September 2017 loan**

On September 25, 2017 the Company arranged a loan for an initial amount of €175 million maturing on February 26, 2018. The loan has been fully repaid in 2018. Interest was payable at maturity.

#### **October 2017 loan**

On October 10, 2017 the Company arranged a loan for an initial amount of €50 million maturing on October 10, 2018. The loan has been fully repaid in 2018. Interest was payable at maturity.

#### **November 2017 loan**

On November 24, 2017 the Company arranged a loan for an initial amount of €35 million maturing on November 24, 2020. Interest was payable quarterly, since February 24, 0218 (first settlement date). The loan has been fully repaid in 2018.

#### **April 2018 bond**

On April 2018, the Group has completed a senior bond issue granted through the Dominant Society for a total amount of €400 million with an annual coupon of 3.25% and TIR 3.375% (taking into account the placement price).

These bonds have as initial maturity date April 30th, 2016 and interest payable semiannually (on April and October).

The amortized cost of the bond at December 31, 2019, amounted to €393 million.

Certain related parties, which combined represent a significant share of consolidated total assets, consolidated revenue and consolidated EBITDA, are joint and several guarantors of this bond:

Gestamp Navarra, S.A.  
Edscha Automotive Kamenice, S.R.O.  
Edscha Engineering, GmbH  
Edscha Briey, S.A.S.  
Edscha Engineering France, S.A.S.  
Edscha Automotive Hauzenberg, GmbH  
Edscha Hauzenberg Real Estate, GmbH  
Edscha Hengersberg Real Estate, GmbH  
Edscha Automotive Hengersberg, GmbH  
Edscha Holding, GmbH  
Edscha Hradec, S.r.o.  
Edscha Velky Meder, S.r.o.  
Gestamp Bizkaia, S.A.  
Edscha Santander, S.A.  
Gestamp Toledo, S.A.  
Gestamp Aveiro, S.A.  
Gestamp HardTech, AB  
Gestamp Hungaria, KFT  
Gestamp Linares, S.A.  
Gestamp Louny, S.r.o.  
Gestamp Esmar, S.A.  
Gestamp Wroclaw, Sp. Z.o.o.  
Sofedit, S.A.S.  
Gestamp Funding Luxembourg, S.A.  
GMF Holding, GmbH

Gestamp Noury, S.A.S.  
Gestamp Palencia, S.A.  
Gestamp Polska, Sp. Z.o.o.  
Gestamp Cerveira, Ltda.  
Gestamp Ronchamp, S.A.S.  
Gestamp Servicios, S.A.  
Gestamp Washington UK, Limited  
Gestamp Vendas Novas Unipessoal, Lda.  
Gestamp Vigo, S.A.  
Gestamp Umformtechnik, GmbH  
Gestamp Griwe Westerburg, GmbH  
Ingeniería Global MB, S.A.  
Loire S.A. Franco Española  
Gestamp Abrera, S.A.  
Gestamp Aragón, S.A.  
Gestamp Metalbages, S.A.  
Gestamp Prisma, S.A.S.  
SCI de Tournan en Brie  
Gestamp Solblank Barcelona, S.A.  
Gestamp Tallent Limited  
Gestamp Sweden, AB  
Edscha Burgos, S.A.  
Gestamp Levante, S.A.  
Gestamp Griwe Haynrode, GmbH  
Gestamp Global Tooling, S.L.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### **March 2018 loan**

On March 28th, 2018 the Company arranged a loan for an initial amount of €61 million maturing on September 28, 2018. The loan has been fully repaid in 2018. Interest was payable quarterly.

#### **April 2018 loan**

On April 1st, 2018 the Company arranged a loan for an initial amount of €6.67 million maturing on March 30, 2019. The loan has been fully repaid in September 2018. Interest was payable quarterly.

#### **May 2018 loan**

On May 22nd, 2018 the Company arranged a loan for an initial amount of \$45 million maturing on May 22, 2022. Interest is payable quarterly.

#### **June 2018 loan**

On June 28th, 2018 the Company arranged a loan for an initial amount of \$116 million maturing on June 27, 2023. Interest is payable quarterly.

#### **July 2018 loan**

On July 2nd, 2018 the Company arranged a loan for an initial amount of \$81.2 million maturing on July 2nd, 2022. Interest is payable quarterly.

#### **September 2018 loans**

On September 24th, 2018 the Company arranged a loan for an initial amount of €30 million maturing on September 20th, 2024. Interest is payable quarterly.

On September 24th, 2018 the Company arranged a loan for an initial amount of €25 million maturing on September 20th, 2024. Interest is payable quarterly.

#### **November 2018 loan**

On November 13th, 2018 the Company arranged a loan for an initial amount of €7.7 million maturing on November 13th, 2021. The loan has been fully repaid in 2019. Interest was payable semiannually, coinciding with the maturity dates.

#### **January 2019 loans**

On January 22nd, 2019 the Company arranged a loan for an initial amount of € 40 million maturing on January 22nd, 2025. Interest is payable annually coinciding from the second year, with that maturity dates.

On January 9th, 2019 the Company arranged a credit line for an initial amount of €50 million maturing on March 29th, 2019. The amount has been fully repaid at maturity. Interest was payable at maturity.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

#### **April 2019 loan**

On April 11st, 2019 the Company arranged a credit line for an initial amount of €50 million maturing on June 28<sup>th</sup>, 2019. The amount has been fully repaid at maturity. Interest was payable at maturity.

#### **July 2019 loan**

On July 2nd, 2019 the Company arranged a loan for an initial amount of €50 million maturing on September 30<sup>th</sup>, 2019. The amount has been fully repaid at maturity. Interest was payable at maturity.

#### **September 2019 loan**

On September 30th, 2019 the Company arranged a loan for an initial amount of €30 million maturing on March 30<sup>th</sup>, 2020. Interest is payable at quarterly.

#### **October 2019 loan**

On October 1st, 2019 the Company arranged a loan for an initial amount of €50 million maturing on December 31<sup>st</sup>, 2019. The amount has been fully repaid at maturity. Interest was payable at maturity.

#### **October and November 2019 Bonds**

In October 2019, the Group completed a Schuldschein bond issue through the Holding Company Gestamp Automoción, SA.

This issuance was carried out in two stages, in total were issued bond for amount of €22 million at an interest rate of Euribor 6M plus 1.85% and maturing on April 28th, 2023. €71 million at an interest rate of Euribor 6M plus 2.10% maturing on October 28th, 2024, €83 million at an interest rate of Euribor 6M plus 2.40% maturing on April 28, 2026 and \$10 million at an interest rate of Libor 3M plus 2.50% maturing October 28th, 2024.

The outstanding nominal at December 31<sup>st</sup>, 2019 amounts €185 million.

Interest is payable semiannually (in April and October) in bonds issues in euros and quarterly (in January, April, July and October) the bond issue in dollars.

The Parent undertook to comply with certain financial covenants during the life of the loan related to its consolidated financial statements. These covenants are as follows:

- An "EBITDA/finance expenses" ratio over 4.00.
- A "Net financial debt/EBITDA" ratio below 3.50.

At December 31, 2019 and 2018, these ratios were within the previous limits.

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

Certain related parties, which combined represent a significant share of consolidated total assets, consolidated revenue and consolidated EBITDA, are joint and several guarantors of this bonds:

Gestamp Metalbages, S.A.

Gestamp Servicios, S.A.

Gestamp Bizkaia, S.A.

Gestamp Navarra, S.A.

Gestamp Umformtechnik GmbH

Gestamp Tallent, Ltd.

Gestamp Palencia, S.A.

Gestamp Toledo, S.A.

Gestamp Vigo, S.A.

Gestamp Polska Sp z.o.o.

Sofedit, S.A.S.

#### **December 2019 promissory notes**

On December 2019, the Company has arranged the issue and incorporation to the Alternative bond market of promissory notes for amount of €50 million maturing October 29<sup>th</sup>, 2021. The maximum outstanding nominal is contractually established in €150 million.

#### **Accrued interest payable**

Accrued interest payable at December 31, 2019 amounted to €6,026,397, broken down as follows:

- Interest on bank loans of €984,892
- Interest of bonds debt obligations and other securities of €2,953,128
- Interest on credit facilities of €209,950
- Interest on derivatives of €1,878,427

Accrued interest payable at December 31, 2018 amounted to €4,935,905, broken down as follows:

- Interest on bank loans of €605,513
- Interest of bonds debt obligations and other securities of €2,202,778
- Interest on credit facilities of €187,998
- Interest on derivatives of €1,939,616



## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 14.2 Derivatives and other

The breakdown of financial liabilities classified in this category at December 31 is as follows:

(€)	2019	2018
Non-current Derivatives	54,090,836	49,914,035
	<b>54,090,836</b>	<b>49,914,035</b>
Current Derivatives	-	1,196,678
Payables to group companies and associates (Note 19)	1,221,985,948	1,143,348,105
Trade and other payables	2,269,942	2,186,431
	<b>1,224,255,890</b>	<b>1,146,731,214</b>

#### Derivatives

This item includes the fair value of cash flow hedges and derivatives held for trading arranged by the Company at December 31:

(€)	2019	Item	2018
<b>Derivative financial assets</b>	<b>1,197,201</b>		<b>23,238</b>
Derivatives held for trading	1,197,201		23,238
<b>Derivative financial liabilities</b>	<b>54,090,836</b>		<b>51,110,713</b>
Cash flow hedges	8,370,592		15,043,592
Derivatives held for trading	45,720,244		36,067,121

The breakdown of the fair value of derivative financial assets and liabilities is as follows:

Contract	Type	Asset	Liabilities	Asset	Liabilities
1	Cash flow	-	3,651,164	-	6,524,647
5	Cash flow	-	2,754,981	-	4,811,688
3	Cash flow	-	1,964,447	-	3,707,257
	<b>Total cash flow hedges</b>	-	<b>8,370,592</b>	-	<b>15,043,592</b>
1	Derivatives held for trading	-	-	-	6,011,433
2	Derivatives held for trading	-	26,437,750	-	24,128,041
5	Derivatives held for trading	-	-	-	4,723,269
6	Derivatives held for trading	-	-	-	7,700
9	Derivatives held for trading	-	-	23,238	-
10	Derivatives held for trading	-	-	-	1,196,678
11	Derivatives held for trading	-	14,872,099	-	-
12	Derivatives held for trading	-	4,281,200	-	-
13	Derivatives held for trading	190,403	-	-	-
14	Derivatives held for trading	204,000	-	-	-
15	Derivatives held for trading	-	129,195	-	-
16	Derivatives held for trading	802,798	-	-	-
	<b>Total derivatives held for trading</b>	<b>1,197,201</b>	<b>45,720,244</b>	<b>23,238</b>	<b>36,067,121</b>

At December 31, 2019, Gestamp Automoción, S.A. implemented its strategy to hedge the interest rate risk related to the notional amounts of its bank borrowings expected for 2017 to 2020 through interest rate swaps, with the following notional amounts existing at December 31 of each year in thousands of euros:

**GESTAMP AUTOMOCIÓN, S.A.****Notes to the financial statements for the year ended December 31, 2019**

Year	Contract 1	Contract 3	Contract 5
2019	140,000	77,836	110,000
2020	140,000	77,836	110,000

The terms of the interest rate swaps in place at December 31, 2019 are as follows:

Contract	Contract date	Maturity	Floating rate	Fixed rate payable
Contract 1	01/07/2015	01/01/2025	Euribor 3 meses	0,25%(2015),0,45%(2016),1,2%(2017),1,4%(2018), 1,98% (2019), 2,15% (2020)
Contract 3	14/07/2015	01/01/2025	Euribor 3 meses	0,25%(2015-2016-2017),1,40%(2018),1,98%(2019) y 2,15%(2020)
Contract 5	02/01/2015	04/01/2021	Euribor 3 meses	0,15% (2015), 0,4% (2016), 1% (2017), 1,25% (2018), 1,8% (2019), 2,05% (2020)

With a starting date of January 2, 2014, an economic hedge (Contract 8) was arranged on the exchange rate of the loans granted by Mursolar, S.L. to Gestamp Dongguan and Shenyang for US\$79 million. The guaranteed exchange rate by the contract is €1.3745/\$. These contracts have been cancelled at their maturity date, in 2016.

In January, May and September 2016, a series of economic hedges (Contract 9) were arranged on the exchange rate of the loans granted by Mursolar, S.L. to Gestamp Dongguan and Shenyang, for a total of US\$82 million. The guaranteed exchange rates by the contract are €1.172789/\$, €1.158148/\$, €1.190109/\$, €1.163874/\$, €1.143447/\$ and €1.190109/\$.

On May 23<sup>rd</sup> and November 23<sup>rd</sup>, 2018 the Company has partially canceled the coverage contracts of May and September of 2016 (Contract 9), for the exchange of the loans granted by Mursolar, S.L. to Gestamp Dongguan and Shenyang for the total amount of \$82 million, due to the repaid of the amount of \$38 million of the loans. The outstanding principal at December 2018 is \$44 million. The exchange covered by the outstanding contracts are 1.172789, 1.158148, 1.190109, 1.163874, 1.143447 EUR/USD.

In January, February and July, part of the coverage contracts for USD 31 million have expired, due to the maturity of the loans granted by Mursolar, S.L. to Gestamp Dongguan and Shenyang. In September, the company canceled the last hedging contract that was pending for \$ 13 million, coinciding with the early cancellation of the loan it was covering.

On December 13<sup>th</sup>, 2018 the Company formalized a Forward contract with a financial entity (contract number 10) in which the company agrees to sell on January 14<sup>th</sup>, 61,501,280 USD at an exchange rate of 1.1713 EUR / USD.

On November 13<sup>th</sup>, 2019 the Company formalized a Forward contract with a financial entity (contract number 16) maturing January 9<sup>th</sup>, 2020, in which the company agrees to sell 62,000,000 USD at an exchange rate of 1.10535 EUR/ USD. This contract has been renovated on January 9<sup>th</sup> 2020, setting a new maturity on July 20<sup>th</sup> 2020. The company has the intention to continue to renewing the contract in the long term.

The Company uses the cash flow hedge method, whereby the change in the fair value of the financial swaps is recognized in equity and the accruals of interest rates are recognized in the income statement. The ineffective portion of the financial swap is classified as held for trading and the change in value is recognized directly in the income statement.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

The financial years in which the hedges affecting profit or loss are expected to be settled are as follows:

Years (€000)	2019	2018
2018		
2019		(7,294)
2020	(8,276)	(7,669)
2021	(94)	(81)
<b>Total</b>	<b>(8,370)</b>	<b>(15,044)</b>

At December 31, 2019, the Company transferred from equity to the income statement an expense of €5,355 thousand for the impact of settlements made in the year related to interest rate hedging transactions. In 2018, the amount recognized in the same connection was €13,592 thousand.

In 2019, the net expense of €3,625,376 related to held for trading transactions was recognized in the income statement, whereas in 2018, the income statement was €2,594,286.

#### Trade and other payables

The breakdown of this item at December 31, 2019 is as follows:

(€)	2019	2018
Personnel (salaries payable)	769,593	769,806
Trade payables	371,436	340,745
Public entities, other (Note 15)	1,128,913	1,075,880
	<b>2,269,942</b>	<b>2,186,431</b>

## 15. TAXATION

The breakdown of tax assets and tax liabilities at 31 December is as follows:

(€)	2019	2018
Receivable		
Public entities, other	5,461	6,100
Current tax assets	5,953,340	4,191,703
	<b>5,958,801</b>	<b>4,197,803</b>
Payable		
Public entities, other	1,128,913	1,075,880
	<b>1,128,913</b>	<b>1,075,880</b>

The receivable relates mainly to withholdings of interest on loans of prior years, above all for 2019, for € 4,930,409, previous years, for €1,022,931.

Under prevailing tax regulations, tax returns may not be considered final until they have either been inspected by the tax authorities or until the four-year inspection period has expired. The Company is open to inspection of all taxes to which it is liable for the last four years. The Company's directors and their tax advisors consider that, in the event of a tax inspection, no significant tax contingencies would arise as a result of varying interpretations of the tax legislation applicable to the Company's transactions.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 15.1 Calculation of income tax expense

Gestamp Automoción, S.A. has filed consolidated taxes since 2014 together with its subsidiaries in Gestamp Bizkaia, S.A., Gestamp North Europe Services, S.L., Bero Tools, S.L. y Loire Sociedad Anónima Franco Española, S.A., located in Bizkaia. During 2015 and 2016 the following entities have joined the Group: Gestamp Try Out Services, S.L., Gestamp Tool Hardening, S.L, Gestamp Global Tooling, S.L., Adral Matricería y Puesta a Punto, S.L., Gestamp Technology Institute, S.L., Diede Developments y Matricería Deusto, S.L. in 2018, Reparaciones Industriales Zaldívar, S.L. and Autotech Engineering, S.L., in 2019. The companies of this tax group comprise the Group's total accounting profit or loss and the tax credits and relief, distributed in accordance with the Resolution of the Institute of Accounting and Accounts Auditing (*Instituto de Contabilidad y Auditoría de Cuentas*) of February 9, 2016, regarding the recognition and determination of the individual tax charge. Gestamp Automoción, S.A. files tax under this regime as the parent of the regional tax group.

The Foral Regulation 2/2018 of March 21, has modified the general tax rate, which passes, from 28% to 26% in 2018 and to 24% in subsequent years. As a result, the Company has adjusted the previous deferred tax assets and liabilities based on the current tax rate at the estimated date of reversal. The effect of this adjustment has entailed a charge in the corporate tax expense of 1,061 thousand euros.

The reconciliation of net income and expense for the year with taxable income (tax loss) is as follows:

#### 2019

(€)	Income statement			Income and expense recognized directly in equity		
	Increases	Decreases	Total	Increases	Decreases	Total
Income and expense for the year	154,711,130	-	154,711,130	5,198,097	-	5,198,097
Income tax	2,499,743	-	2,499,743	(1,247,543)	-	(1,247,543)
<b>Income and expense for the year before tax</b>	<b>152,211,387</b>	<b>-</b>	<b>152,211,387</b>	<b>3,950,554</b>	<b>-</b>	<b>3,950,554</b>
Permanent differences	4,035,786	166,261,382	(162,225,596)	-	-	-
Temporary differences	63,762	5,307,616	(5,243,884)	-	-	-
<b>Taxable income (tax loss)</b>			<b>(15,258,093)</b>	<b>3,950,554</b>	<b>-</b>	<b>(11,307,539)</b>

#### 2018

(€)	Income statement			Income and expense recognized directly in equity		
	Increases	Decreases	Total	Increases	Decreases	Total
Income and expense for the year	129.451.358	-	129.451.358	17.104.148	-	17.104.148
Income tax	7.681.669	-	7.681.669	(4.104.996)	-	(4.104.996)
<b>Income and expense for the year before tax</b>	<b>121.759.689</b>	<b>-</b>	<b>121.759.689</b>	<b>12.999.152</b>	<b>-</b>	<b>12.999.152</b>
Permanent differences	11.431.254	167.103.767	155.672.513	-	-	-
Temporary differences	26.041.674	-	26.041.674	-	-	-
<b>Taxable income (tax loss)</b>			<b>(8.682.297)</b>	<b>12.999.152</b>	<b>-</b>	<b>-</b>

## **GESTAMP AUTOMOCIÓN, S.A.**

### **Notes to the financial statements for the year ended December 31, 2019**

Permanent differences arose as a result of:

#### **2019**

##### ***Decreases***

- Adjustments for income from use of the “GESTAMP” trademark of €10,422,028.
- Decreases relate mainly to the impairment of investments in group companies, amounting to €5,353,763.
- Adjustments for dividends received from group companies of €150,288,862.
- Adjustments for thincapitalization rules of €193,739.

##### ***Increases***

- Increases relate mainly to the impairment of investments in group companies, amounting to €811,511 (Note 8.1).
- Trademark amortization of €3,224,275.

#### **2018**

##### ***Decreases***

- Adjustments for income from use of the “GESTAMP” trademark of €9,737,595.
- Decreases relate mainly to the impairment of investments in group companies, amounting to €388,637.
- Adjustments for dividends received from group companies of €156,977,536

##### ***Increases***

- Increases relate mainly to the impairment of investments in group companies, amounting to €115,364 (Note 8.1).
- Trademark and goodwill amortization of €7,028,695.
- Provisions for impairment of investments in group companies of €4,287,195.

The temporary differences are due to:

#### **2019**

- Non deductible accruals for long term obligations with the company employees of €63,732.
- Adjustments for non deductible financial expenses of €5,307,616.

**GESTAMP AUTOMOCIÓN, S.A.****Notes to the financial statements for the year ended December 31, 2019****2018**

- Non deductible accruals for long term obligations with the company employees of €330,123.
- Adjustments for non deductible financial expenses of €24,900,405.

The reconciliation between income tax expense/(income) and the result of multiplying total recognized income and expenses by the applicable tax rates is as follows:

(€)	Profit/(loss)	
	2019	2018
Income and expense for the year before tax	152,211,387	121,759,689
Tax charge (26%-28% tax rate)	36,350,733	31,657,519
Permanent differences	(38,934,143)	(40,474,853)
Recognition of tax credits	2,427,746	2,272,079
Withholdings abroad	(2,427,746)	(2,272,079)
Other/	(96,333)	1,125,665
<b>Effective tax expense/(income)</b>	<b>(2,499,743)</b>	<b>(7,691,669)</b>

Applying the established criteria (Note 4.12), at December 31, 2019 and 2018, the Company recognized receivables for the tax debts and credits arising from settlements of tax from companies comprising the tax group of €6,794,948 (2018: €3,539,771) and payables of €4,089,984 (2018: €2,272,079), in accounts with group companies (Note 19), with the following detail:

(€)	Receivables / (payables)	
	2019	2018
Tax credits, Gestamp Bizkaia, S.A.	3,475,015	4,385,382
Calculation of tax, Loire, SAFE.	(10,993)	1,161,355
Calculation of tax, Gestamp North Europe Services	1,340,646	208,119
Offset of tax losses, Berotools, S.L.	(325,343)	(186,389)
Gestamp Try Out Services , S.L	42,384	(447,578)
Gestamp Technology Institute, S.L	45,657	(127,128)
Diede Developments, S.L	(106,299)	101,774
Gestamp Tooling Hardening, S.L	(414,598)	(58,600)
Gestamp Global Tooling, S.L	(2,799,514)	(4,065,816)
Adral, S.L	578,353	827,516
Autotech Engineering S.L	1,046,004	
Reparaciones Industriales Zaldibar ,S.L	266,889	
Matriceria Deusto ,S.L	(433,237)	(80,895)
	<b>2,704,964</b>	<b>1,717,740</b>

This net balance payable resulting from the liquidations of the different companies forming the tax group is offset by tax credits provided by the company and other companies in the tax group (see 15.2).

Income tax refundable was calculated as follows:

(€)	2019	2018
Current tax	2,427,746	2,272,079
Deductions applied	(2,427,746)	(2,272,079)
Withholdings	4,915,208	3,525,303
<b>Income tax refundable</b>	<b>4,915,208</b>	<b>3,525,303</b>

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 15.2 Deferred tax assets and liabilities

The detail and movements in the items composing "Deferred tax assets" are as follows:

000 €	Opening balance	Changes reflected in			Closing balance	
		Profit/(loss) for the year		Total equity		
		Additions	Decreases	Other		
<b>Ejercicio 2019</b>						
Deferred tax assets	15,795,023	2,427,746	-	-	18,222,769	
Unused tax credits and tax relief	3,138,645	4,574,037	-	(2,689,629)	5,023,053	
Carryforward of unused tax losses	527,230	15,296	-	-	542,526	
Non-deductible financial expenses	5,976,097	-	(1,273,828)	-	4,702,269	
Tax effect of derivatives	1,971,257	-	-	37,686	2,008,943	
	<b>27,408,251</b>	<b>7,017,079</b>	<b>(1,273,828)</b>	<b>37,686</b>	<b>(2,689,629)</b>	<b>30,499,560</b>

The "Other" caption relates mainly to the tax credits provided by the company to the settlement of the consolidated tax for the year.

In addition, at December 31, 2019 and 2018, the Company had unused tax credits amounting to €18,219 and €15,792 thousand, respectively. The detail of these credits and their expiry is as follow:

000 € Year generated	Last year of offset	2019	2018
1998	2044	142	142
1999	2044	272	272
2000	2044	119	119
2001	2044	84	84
2002	2044	103	103
2004	2044	-	-
2005	2044	-	-
2006	2044	3	3
2007	2044	3,794	3,794
2009	2044	17	17
2010	2044	7,952	7,952
2011	2044	-	-
2011	2044	-	-
2012	2044	9	9
2013	2044	1,025	1,025
2018	2048	2,272	2,272
2019	2049	2,427	-
		<b>18,219</b>	<b>15,792</b>

The Company has recorded tax credits resulting from the losses pending compensation in the amount of €3,662 thousand generated in 2019 (11,054 thousand euros in 2018) and its pending deductions (according to the details above), since it has been estimated that its future recovery is reasonably assured.

Tax assets recognized for both, tax losses and unused tax credits, that have been obtained before the existence of the tax group, may only be offset with future positive results of the Company that have generated them, provided that the tax group also has the power to set them off.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 16 REVENUE AND EXPENSES

The amount of revenue relates to the royalty charged to subsidiaries for use of the GESTAMP trademark acquired in 2019, to the provision of financial services and to dividend income.

##### 16.1 Operating income

The breakdown of the net revenue from continuing operations by business category and geographic market is as follows:

	2019	2018
<b>Revenue</b>	<b>260,798,513</b>	<b>253,244,510</b>
Rendering of intellectual property services (Note 19)	35,243,517	32,458,649
Rendering of financial services (Note 19)	75,266,134	63,808,325
Dividend income (Note 19)	150,288,862	156,977,536
<b>Other operating income</b>	<b>2,671,442</b>	<b>2,728,171</b>
Non-trading and other operating income (Note 19)	2,671,442	2,728,171
	<b>263,469,955</b>	<b>255,972,681</b>

The amount of Non-trading and other operating income includes €360,000 in concept of remuneration of directors and €2,311,442 in concept of rental income and different services.

##### 16.2 Other operating expenses

The breakdown of "Employee benefits expense" is as follows:

(€)	2019	2018
<b>Staff costs</b>	<b>3,823,920</b>	<b>3,806,163</b>
Salaries, wages	3,520,572	3,569,238
Social charges	303,348	236,925
<i>Social Security</i>	285,576	234,414
<i>Other</i>	17,772	2,511

##### 16.3 External services

The breakdown of "External services" is as follows:

(€)	2019	2018
Leases	133,068	100,322
Independent professional services	3,345,456	2,089,593
Banking services	1,694,317	2,154,708
Repairs and maintenance	3,065	-
Insurance premiums	79,051	77,302
Travel expenses	546,942	322,094
Publicity and public relations	33,883	13,325
Communications	35,496	22,787
Hardware	3,636	894
Office supplies	1,212	1,944
Other services	6,318	18,343
	<b>5,882,444</b>	<b>4,801,312</b>

The cost of banking services corresponds mainly to the commissions on bank guarantees granted in favor of group companies detailed in note 18. These amounts are re-invoiced to the beneficiary companies.



**GESTAMP AUTOMOCIÓN, S.A.****Notes to the financial statements for the year ended December 31, 2019****16.4 Finance income**

The breakdown of "Finance income" is as follows:

(€)	2019	2018
Third-party interest	941,610	1,095,920
	<b>941,610</b>	<b>1,095,920</b>

**16.5 Finance expenses**

The breakdown of "Finance expenses" is as follows:

(€)	2019	2018
Interest on payables to group companies (Note 19)	24,181,467	24,087,319
Loans and debts with financial institutions	69,807,016	58,861,882
	<b>93,988,483</b>	<b>82,949,201</b>

**16.6 Impairment losses and gains/losses on disposal of non-current assets**

The Company recognized €9,751,577 of impairment profits on investments in group companies (2018: losses €21,423,374) (Note 8.1).

**17. FOREIGN CURRENCY**

The Company has assets and liabilities denominated in other currencies. The main amounts in foreign currency and their equivalent values in euros at December 31, 2019 and 2018, are as follows:

2019	Foreign currency	Currency	Euros
<b>Assets</b>			
Non-current loans to group companies	5,000,000	USD	4,452,750
Current loans to group companies	3,780,558,651	HUF	11,417,287
	3,092,000	USD	2,753,581
Intragroup current accounts	27,126,613	GBP	32,040,328
	966,956,760	HUF	2,920,209
	355,060,470	SEK	33,819,510
	186,971,688	USD	166,507,637
Current interest receivable on loans to group companies	756,156	GBP	893,126
	8,749,964	HUF	26,424.89
	256,465,753	INR	3,203,257.26
	9,573,014	SEK	911,830
	5,714,429	USD	5,088,985
Cash	640	CNY	82
	18,958,573	GBP	22,392,729
	224,131,519	HUF	676,877
	14,046	JPY	115
	10,469	MAD	975
	376,261	PLN	88,399
	20,089,155	SEK	1,913,492
	32,954,782	USD	29,347,881
Trade receivables	16,703,437	TRY	2,510,082
	(3,720)	USD	(3,360)
Debt Securities	2,750,000,000	INR	34,347,500

**GESTAMP AUTOMOCIÓN, S.A.**
**Notes to the financial statements for the year ended December 31, 2019**

<b>2019</b>	<b>Foreign currency</b>	<b>Currency</b>	<b>Euros</b>
<b>Liabilities</b>			
Intragroup current accounts	6,569,067	GBP	7,758,988
	346,132,431	HUF	1,045,320
	142,646,255	SEK	13,587,056
	270,252,137	USD	240,706,903
	7,279	CNY	931
	23,586	INR	295
	415,924	PLN	97,717
Current interest payable to group companies	454,071	USD	405,532
Current loans to credit entities	242,200,000	USD	215,691,210
Bonds and debentures	10,000,000	USD	8,905,500
Current interest payable to credit entities	244,088	USD	217,372
Suppliers	(43,099)	USD	(38,210)
<b>2018</b>			
<b>2018</b>	<b>Foreign currency</b>	<b>Currency</b>	<b>Euros</b>
<b>Assets</b>			
Non-current loans to group companies	5,000,000	USD	15,600
Current loans to group companies	3,552,669,130	HUF	11,084,328
	3,092,000	USD	2,699,965
Intragroup current accounts	78,718,271	GBP	87,617,372
	211,271,420	HUF	659,167
	872,674,884	SEK	85,827,575
	181,947,211	USD	158,878,124
Current interest receivable on loans to group companies	3,049,374	HUF	9,514
	447,971	USD	391,173
	256,465,753	INR	3,205,822
Cash	430	CNY	55
	18,242,072	GBP	20,304,338
	452,374,049	HUF	1,411,407
	14,046	JPY	112
	376,318	PLN	87,739
	73,109,124	SEK	7,190,282
	135,497,858	USD	118,318,085
Trade receivables	9,685,921	TRY	1,597,790
	245,823	GBP	273,613
	27,443,129	HUF	85,623
	8,481,854	SEK	834,190
	1,832,035	USD	1,599,751
Debt Securities	2,750,000,000	INR	34,375,000

**GESTAMP AUTOMOCIÓN, S.A.**
**Notes to the financial statements for the year ended December 31, 2019**

2018	Amount in foreign currency	Currency	Amount in euros
<b>Liabilities</b>			
Intragroup current accounts	7,279	CNY	925
	52,730,679	GBP	58,691,882
	346,132,431	HUF	1,079,933
	23,586	INR	295
	415,924	PLN	96,973
	2,467,676	SEK	242,696
	345,232,975	USD	301,460,886
Current interest payable to group companies	137,782	USD	120,313
	6,470	GBP	7,201
	412	SEK	41
Current loans to credit entities	242,200,000	USD	211,491,462
Current interest payable to credit entities	182,293	USD	159,180
Suppliers	52	GBP	58
	15,491	USD	13,527
	56	PLN	13

Exchange gains/(losses) generated in the year are as follows:

(€)	2019	2018
Realized	4,226,511	1,434,432
Unrealized	5,954,888	10,434,943
	<b>10,181,399</b>	<b>11,869,375</b>

Source of exchange differences:

(€)	2019	2018
Chinese Yuan Renminbi	6	(7)
Pound Sterling	(2,971,841)	(655,137)
Hungarian Florins	445,170	645,193
Indian Rupee	33,817	5,301,718
Zloty	71	(246)
Japanese Yen	(3)	(14)
Moroccan Dirham	133	-
Swedish Crowns	3,788,058	2,982,558
American Dollars	8,716,138	3,250,518
Turkish Lira	169,850	344,792
	<b>10,181,399</b>	<b>11,869,375</b>

**GESTAMP AUTOMOCIÓN, S.A.****Notes to the financial statements for the year ended December 31, 2019****18. GUARANTEES AND DEPOSITS EXTENDED TO GROUP COMPANIES AND THIRD PARTIES**

Guarantees and deposits extended by the Company to credit institutions for loans, credits and deposits granted to group companies at December 31, 2019 and 2018, are as follows:

<b>000€</b>	<b>2019</b>	<b>2018</b>
Gestamp Servicios, S.A.	1,049	1,049
Gestamp Vigo, S.A.	17	77
Loire SAFE	3,276	1,882
Inmobiliaria Acek, S.L.	7	181
Adral Matricería y Puesta a Punto, S.L.	66	66
Gestamp Aveiro, Lda.	1,971	2,692
Essa Palau, S.A.	7,135	7,000
Gestamp Metalbages, S.A.	10,822	10,760
Gestamp Linares, S.A.	3	143
Gestamp ESMAR, S.A.	135	135
Gestamp Cerveira, Lda.	192	392
Gestamp Palencia, S.A.	6	6
Gestamp Bizkaia, S.A.	342	1,049
Gestamp Toledo, S.A.	474	549
Autotech Engineering, S.L.	169	404
Gestamp Navarra, S.A.	1	1
Gestamp Wroclaw Sp. z.o.o.	577	699
Gestamp Chatanooga II, Llc	25,446	-
Gestamp Global de Matricería, S.L.	90	90
Gestamp Polska Sp. z.o.o.	73,792	31,252
Gestamp Autotech Engineering R&D USA	996	976
Edscha Brugos, S.A.	251	274
Gestamp South Carolina, Llc	-	19,500
Gestamp Technology Institute, S.L.	363	363
Gestamp Griwe Westerburg, GmbH	-	573
Global Láser Araba, S.L.	47	47
Gestamp Global Tooling Services, AIE	14,139	29,883
Gestamp Unformtechnik GMBH	29,750	34,686
Gestamp Severstal Kaluga, Llc	-	9,516
Reparaciones Industriales Zaldibar, S.L.	35	-
Acek desarrollo y gestión Industrial, S.L.	69,935	-
Gestamp Hardtech, AB	143	-
Sofedit S.A.S.	282	-
Gestamp North America, Llc	2,672	2,183
	<b>244,183</b>	<b>156,427</b>

Additionally, the Company has given its financial commitment to the following companies: Gestamp Vigo, S.A., Gestamp Esmar, S.A., Gestamp Hungría, Kft., Edscha Santander, S.A., Gestamp Argentina, S.A., Gestamp Baires, S.A., Gestamp Córdoba, S.A., Gestamp Tooling Services, AIE., Matricerías Deusto, S.L., Gestamp Autocomponents Chongging, kkt., Gestamp Hardtech, AB., Gestamp Tallent, Ltd., Gestamp Wroclaw, Sp.z.o.o., Gestamp Palau, S.A., GestampTogliatti, Llc, Gestamp Severstal Vsevolozhsk Llc, Gestamp Palencia, S.A., Gestamp Servicios, S.A., Gestamp Levante, S.A., Gestamp Metal Forming, Gestamp Abrera, S.A., MPO Prodivers Rez, S.R.L., Edscha do Brasil, Ltda., Gestamp Griwe Haynrode GmbH and Gestamp Griwe Westerburg GmbH.





# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

Nature of the relationship	Finance income (Note 16.1.a)			Revenue from use of trademark	Lease and other income	Intragroup current account and other	
	Loans and intragroup current accounts	Other items	Dividends	Revenue (Note 16.1.a)	Other operating income (Note 16.1.a)	Finance expenses (Note 16.5)	
Gestamp North América, Inc	Group Company	-	55,214	-	-	120,418	
Gestamp North Europe SL	Group Company	965,631	-	-	158,617	-	
Gestamp Noury, SAS	Group Company	510,447	-	-	-	-	
Gestamp Palencia, S.A.	Group Company	1,775,949	196	20,999,868	653,585	3,380	
Gestamp Polska, Sp.z.o.o.	Group Company	-	157,462	-	72,942	-	
Gestamp Pitesti	Group Company	60,724	-	-	-	-	
Gestamp Pune Automotive Private, Ltd	Group Company	-	-	-	206,211	-	
Gestamp Tooling Services, AIE	Group Company	-	-	-	-	3,811	
Gestamp Servicios, S.A.	Group Company	10,035,588	5,246	14,999,985	7,424,229	16	
Gestamp Severstal Kaluga, LLC	Group Company	-	47,581	-	-	-	
Gestamp Severstal Vsevolozhsk LLC.	Group Company	1,748,895	-	-	-	-	
Gestamp Solblank Barcelona, S.A.	Group Company	1,133,511	-	-	(13,383)	15,000	
Gestamp Solblank Navarra, S.L.	Group Company	-	-	-	-	15,000	
Gestamp South Carolina, LLC	Group Company	50,434	195,000	-	935,595	-	
Gestamp Sweden, AB	Group Company	2,497,996	-	-	-	-	
Gestamp Tallent Ltd	Group Company	4,982,179	-	-	2,264,512	2,186	
Gestamp Louny, S.r.o.	Group Company	200,734	-	-	585,595	7,202	
Gestamp Technology Institute, S.L.	Group Company	2,270	2,178	-	-	-	
Gestamp Toluca, SA de CV	Group Company	113,246	-	-	-	-	
Gestamp Toledo, S.A.	Group Company	50,063	5,202	-	205,495	15,000	
Gestamp Try Out Services, S.L.	Group Company	51,495	-	-	-	-	
Gestamp Umformtechnik GMBH	Group Company	-	100,938	-	2,435,975	16,591	
Gestamp Vendas Novas Unip. Lda	Group Company	-	-	-	280,975	1,124	
Gestamp Vigo, S.A.	Group Company	101,383	444	-	218,934	-	
Gestamp Washington UK Limited.	Group Company	231,997	-	-	262,080	16,123	
Gestamp West Virginia, LLC	Group Company	-	-	-	665,923	-	
Gestamp Wroclaw Sp. Z.o.o.	Group Company	1,154,406	7,624	-	69,314	-	
Global Láser Araba, S.L.	Group Company	-	280	-	-	-	
GMF Holding GMBH	Group Company	3,313,196	-	-	-	-	
Gestamp Aguascalientes, SA de CV	Group Company	18,410	-	-	-	-	
Ingeniería Global Metalbages, S.A.	Group Company	-	-	-	-	15,000	
Inmobiliaria Acek SL	Group Company	-	2,312	-	-	-	
Loire SA Franco Española	Group Company	219,408	9,981	-	-	15,000	
Gestamp Morocco	Group Company	457	-	-	-	-	
Matricerías Deusto, S.L.	Group Company	859	-	-	-	15,000	
Todlem, S.L.	Group Company	2	-	-	-	-	
Gestamp Washtenaw, LLC	Group Company	-	-	-	8,931	-	
Mursolar 21, S.L.	Group Company	142,286	-	-	-	-	
Prisma SAS	Group Company	368,485	-	-	145,883	-	
Sofedit SAS	Group Company	3,063	-	-	1,262,651	-	
<b>Total</b>		<b>58,955,163</b>	<b>4,853,162</b>	<b>156,977,536</b>	<b>32,458,649</b>	<b>2,728,171</b>	<b>24,087,319</b>

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

The breakdown of balances with related parties at December 31, 2019 and 2018 is as follows:

#### 2019:

	Nature of the relationship	Intragroup current account		Debt Securities	Non-current receivables (Note 9)	Loans and others			Interest and other Debtors (nota 19.2) (a)	Creditors (b)
		Payables	Receivables			Current receivables	Current payables	Non-current payables		
		(Note 9)	(Note 19.3)			(Note 19.2) (a)	(b)	(Note 19.3)		
Acek Desarrollo y Gestión Industrial, S.L.	Sociedad Dominante del Grupo	-	-	-	-	-	1,182,776	21,963,200	-	1,137,917
Adral Matricería y Puesta a Punto, S.L.	Empresa del Grupo	-	17,960,944	-	-	-	-	-	5,130	-
Anhui Edscha Auto Parts Co., L	Empresa del Grupo	-	-	-	-	-	-	-	680,908	-
Automated Joining Solutions, S.L.	Empresa del Grupo	-	-	-	-	-	-	-	49	-
Autotech Engineering Deutschland GMBH	Empresa del Grupo	-	-	-	-	-	-	-	14,618	-
Autotech Engineering France SAS	Empresa del Grupo	-	527,946	-	-	-	-	-	-	-
Autotech Engineering R&D UK Limited	Empresa del Grupo	-	7,393,997	-	-	-	-	-	38,067	2,455
Autotech Engineering R&D USA	Empresa del Grupo	-	-	-	-	-	-	-	6,319	-
Autotech Engineering Spain, S.L	Empresa del Grupo	-	1,514,844	-	-	-	-	-	1,783	-
Autotech Engineering AIE	Empresa del Grupo	-	14,654,487	-	-	-	-	-	556	-
Automated Joining Solutions, S.L.	Empresa del Grupo	74,681	-	-	-	-	-	-	-	-
Diede Die Developments, S.L.	Empresa del Grupo	-	532,974	-	-	-	-	-	-	-
Edscha Automotive Michigan	Empresa del Grupo	-	6,552,572	-	-	-	-	-	16,787	-
Edscha Automotive Hengersberg GMBH	Empresa del Grupo	-	-	-	-	-	-	-	-	-
Edscha Burgos, S.A.	Empresa del Grupo	-	2,831,011	-	-	-	-	-	1	-
Edscha Hengersberg Real Estate	Empresa del Grupo	-	-	-	-	-	-	-	-	6,273
Gestamp 2008; S.L.	Empresa del Grupo	-	-	-	-	-	2,966,000	4,452,579	-	194,960
Edscha Holding GMBH	Empresa del Grupo	189,467,418	84,032	-	162,454,248	8,000,000	-	-	4,917,076	16
Edscha Santander, S.A.	Empresa del Grupo	-	5,692,858	-	-	-	-	-	-	-
Gestamp Abrera, S.A.	Empresa del Grupo	-	-	-	-	19,200,000	-	-	157,680	-
Gestamp Aragón SA	Empresa del Grupo	-	-	-	14,000,000	-	-	-	1,221,743	-
Gestamp Autocomponents Kunshan Co. LTD.	Empresa del Grupo	-	-	-	-	-	-	-	275,556	-
Gestamp Auto Tech Japan Co., Ltd.	Empresa del Grupo	-	-	-	-	2,500,000	-	-	48,889	-
Gestamp Aveiro, Lda.	Empresa del Grupo	-	-	-	-	-	-	-	6,058	-
Gestamp Baires, S.A.	Empresa del Grupo	-	-	-	-	-	-	-	133,426	-
Bero Toolco, S.L.	Empresa del Grupo	9,631,203	-	-	-	-	-	-	106,228	-
Gestamp Bizkaia, S.A.	Empresa del Grupo	-	296,669,613	-	-	-	-	-	700,621	-
Gestamp Cerveira, Lda.	Empresa del Grupo	-	-	-	-	40,537,632	-	-	6,668,228	-



# GESTAMP AUTOMOCIÓN, S.A.

## Notes to the financial statements for the year ended December 31, 2019

	Nature of the relationship	Intragroup current account		Debt Securities	Loans and others				Interest and other Debtors (nota 19.2) (a)	Creditors (b)
		Payables	Receivables		Non-current receivables (Note 9)	Current receivables (Note 19.2) (a)	Current payables (b)	Non-current payables (Note 19.3)		
		(Note 9)	(Note 19.3)		Non-current payables (Note 9)					
Gestamp Chattanooga LLC	Empresa del Grupo	-	7,196,684	-	-	-	-	-	34,763	76
Gestamp Chattanooga II, LLC	Empresa del Grupo	-	1,038,760	-	-	-	-	-	18,417	-
Gestamp Córdoba, S.A.	Empresa del Grupo	-	-	-	-	-	-	-	582,464	-
Gestamp Finance Slovakia, S.r.o.	Empresa del Grupo	-	73,685,520	-	-	66,000,000	-	-	1,669,423	-
Gestamp Funding Luxembourg, S.A.	Empresa del Grupo	-	1,298,021	-	-	-	(3,642,956)	490,305,805	-	2,363,186
Gestamp Global Tooling, S.L.	Empresa del Grupo	280,067,223	71,530,099	-	-	-	-	-	1,857,184	-
Gestión Global Matricería, S.L.	Empresa del Grupo	-	-	-	-	21,400,000	-	-	260,376	-
Gestión Global Láser Araba, S.L.	Empresa del Grupo	-	-	-	-	-	-	-	-	-
Gestamp Griwe Haynrode GmbH	Empresa del Grupo	-	-	-	105,975,405	3,585,000	-	-	-	-
Gestamp Griwe Westerburg GmbH	Empresa del Grupo	66,992,173	315	-	-	-	-	-	2,887,343	-
Gestamp West Virginia, LLC	Empresa del Grupo	-	14,099,958	-	-	-	-	-	118,601	-
Gestamp Hard Tech AB	Empresa del Grupo	33,081,845	-	-	4,452,750	2,753,581	-	-	1,157,666	-
Gestamp Holding Argentina, S.L.	Empresa del Grupo	998,438	-	-	-	-	-	-	11,104	-
Gestamp Holding China, AB	Empresa del Grupo	194,214	-	-	-	-	-	-	2,002	-
Gestamp Holding México, S.L.	Empresa del Grupo	3,333,475	422,922	-	-	-	-	-	27,001	-
Gestamp Holding Rusia, S.L.	Empresa del Grupo	70,964	-	-	-	-	-	-	499	-
Gestamp Hot Stamping-CO LTD	Empresa del Grupo	-	-	-	-	-	-	-	43,750	-
Gestamp Hungaria Kft	Empresa del Grupo	7,352,388	1,636,763	-	-	20,665,415	-	-	341,179	-
Gestamp Levante, S.A.	Empresa del Grupo	-	-	-	-	10,678,631	-	-	461,851	-
Gestamp Linares, S.A.	Empresa del Grupo	1,627,154	1,225,535	-	8,374,626	-	-	-	401,673	-
Gestamp Louny, S.r.o.	Empresa del Grupo	63,911,332	10,636,179	-	-	-	-	-	508,707	-
Gestamp Mason LLC	Empresa del Grupo	-	8,826,175	-	-	-	-	-	48,507	-
Gestamp McCalla, LLC	Empresa del Grupo	-	15,986,876	-	-	-	-	-	40,874	-
Gestamp Metalbages, S.A.	Empresa del Grupo	116,910,952	44,223,810	-	57,000,000	63,627,566	-	-	5,694,764	-
Gestamp Navarra, S.A.	Empresa del Grupo	-	-	-	-	17,203,720	-	-	1,220,508	-
Gestamp Nitra, SRO	Empresa del Grupo	69,293,449	7,001,933	-	-	-	-	-	816,897	-
Gestamp Puebla, SA de CV	Empresa del Grupo	5,219,359	-	-	-	-	-	-	43,066	-
Gestamp Puebla II, SA de CV	Empresa del Grupo	10,939,024	791,579	-	-	-	-	-	19,154	-
Gestamp North America, Inc.	Empresa del Grupo	22,263,750	32,128,670	-	-	-	-	-	10,188	404,730
Gestamp North Europe SL	Empresa del Grupo	-	3,358,502	-	-	-	-	-	51,436	813
Gestamp Noury, S.A.S.	Empresa del Grupo	4,790,537	-	-	-	25,209,453	-	-	886,941	-
Gestamp Palau, S.A.	Empresa del Grupo	-	-	-	-	-	-	-	-	-

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

	Nature of the relationship	Intragroup current account		Debt Securities	Loans and others				Interest and other Debtors (nota 19.2) (a)	Creditors (b)
		Payables	Receivables		Non-current receivables (Note 9)	Current receivables (Note 19.2) (a)	Current payables (b)	Non-current payables (Note 19.3)		
		(Note 9)	(Note 19.3)		Non-current payables (Note 9)					
Gestamp Palencia, S.A.	Empresa del Grupo	33,376,672	26,435,024	-	21,691,241	69,698,077	-	-	3,209,626	-
MPO Prodivers Reizistent S.R.L.	Empresa del Grupo	-	134,310	-	-	17,115,000	-	-	236,445	-
Gestamp Polska, Sp.z.o.o.	Empresa del Grupo	-	406,278	-	-	-	105,642,553	-	251,640	-
Gestamp Ronchamp, S.A.S.	Empresa del Grupo	3,927,760	2,379,066	-	-	-	-	-	99,321	-
Gestamp San Luis Potosi SAPI de CV	Empresa del Grupo	-	7,317,798	-	-	-	-	-	18,504	-
Gestamp Servicios, S.A.	Empresa del Grupo	901,247,015	52,636,183	-	85,939,514	93,525,525	-	-	41,892,560	271
Gestamp Severstal Vsevolozhsk LLC.	Empresa del Grupo	-	-	-	13,777,456	-	-	-	339,232	-
Gestamp-Severstal-Kaluga, LLC	Empresa del Grupo	-	-	-	-	-	-	-	27,327	-
Gestamp Solblank Barcelona, S.A.	Empresa del Grupo	-	-	-	10,700,000	3,425,492	-	-	200,212	-
Gestamp South Carolina, LLC	Empresa del Grupo	-	31,645,675	-	-	-	-	-	172,511	-
Gestamp Sweden, AB	Empresa del Grupo	-	13,587,056	-	42,049,254	9,090,925	-	-	8,938,294	-
Gestamp Sungwoo Hitech (CHENNAI)	Empresa del Grupo	-	-	-	-	-	-	-	607,118	-
Gestamp Tallent, Ltd.	Empresa del Grupo	24,523,752	-	-	190,389,186	17,395,962	-	-	5,872,511	-
Gestamp Tech SL	Empresa del Grupo	-	2,126	-	-	-	-	-	-	10
Gestamp Technology Institute, S.L.	Empresa del Grupo	190,348	-	-	-	-	-	-	983	-
Gestamp Toledo, S.A.	Empresa del Grupo	3,234,844	2,049,231	-	-	-	-	-	28,894	-
Gestamp Toluca, S.A. de C.V.	Empresa del Grupo	697,900	1,168,098	-	-	-	-	-	21,637	-
Gestamp Tool Hardening SL	Empresa del Grupo	-	-	-	-	-	-	-	-	-
Gestamp Tooling Services, AIE	Empresa del Grupo	-	20,114,929	-	-	-	-	-	-	-
Gestamp Try Out Services, S.L.	Empresa del Grupo	7,417,585	-	-	-	-	-	-	88,998	-
Gestamp Umformtechnik GMBH	Empresa del Grupo	-	139,853,528	-	-	-	-	-	12,340	-
Todlem, S.L.	Empresa del Grupo	12,508,508	-	-	-	-	-	-	93,556	-
Gestamp Vigo, S.A.	Empresa del Grupo	-	37,691,491	-	-	4,783,382	-	-	126,125	-
Gestamp Washington Uk Limited	Empresa del Grupo	7,133,015	-	-	-	-	-	-	810,541	16,123
Gestamp Washtenaw, LLC	Empresa del Grupo	-	-	-	-	-	-	-	27,015	-
Gestamp Wrocław SP. Z.O.O	Empresa del Grupo	-	6,483,290	-	62,162,900	4,500,000	-	-	4,606,611	-
Gestamp Vendas Novas, Lda.	Empresa del Grupo	-	17,211,318	-	-	-	-	-	-	-
GMF Holding GMBH	Empresa del Grupo	132,674,273	-	-	124,055,708	-	-	-	3,516,120	-
Gestamp Aguas Calientes, SA de CV	Empresa del Grupo	1,521,694	-	-	-	-	-	-	3,981	-
Inmobiliaria Acek, S.L.	Empresa del Grupo Acek	-	-	-	-	-	-	293,470	-	-
Loire SA Franco Española	Empresa del Grupo	39,140,642	956,414	-	132,689	-	-	-	502,642	-
Matricerías Deusto, S.L.	Empresa del Grupo	22,970,803	-	-	-	-	-	-	243,489	-
Mursolar 21, S.L.	Empresa del Grupo	-	56,428,770	-	-	-	-	-	-	-

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

Nature of the relationship	Intragroup current account		Debt Securities	Non-current receivables (Note 9)	Loans and others			Interest and other Debtors (note 19.2) (a)	Creditors (b)	
	Payables	Receivables			Current receivables	Current payables	Non-current payables			
	(Note 9)	(Note 19.3)			(Note 19.2) (a)	(b)	(Note 19.3)			
Prisma SAS	Empresa del Grupo	32,169,540	3,525,694	-	-	-	-	-	341,545	-
Reparaciones Industriales Zaldibar	Empresa del Grupo	1,980,896	-	-	-	-	-	-	3,784	-
Sofedit SAS	Empresa del Grupo	-	42,180,887	-	-	-	-	-	26,732	-
Sungwoo Gestamp Hitech (Chennai)	Empresa del Grupo	-	-	-	-	-	-	-	129,557	-
Gestamp Automotive Chennai Private, Ltd.	Empresa del Grupo	-	-	34,347,500	-	-	-	-	3,203,257	-
Tuyauto Gestamp Morocco	Empresa del Grupo	-	-	-	-	2,089,240	-	-	10,285	-
<b>Total</b>		<b>2,110,934,826</b>	<b>1,111,710,745</b>	<b>34,347,500</b>	<b>903,154,977</b>	<b>522,984,601</b>	<b>106,148,373</b>	<b>517,015,054</b>	<b>109,879,454</b>	<b>4,126,830</b>

(a) Short-term investments in group companies and associates. Loans to associated companies

(b) Current Liabilities - Payable to Group companies and Associates



## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

	Nature of the relationship	Intragroup current account			Loans				Interest and other Debtors (note 19.2) (a)	Creditors (b)
		Payables (Note 9)	Receivables (Note 19.3) (b)	Debt Securities	Non-current payables (Note 9)	Current payables (Note 9) (a)	Current receivables (b)	Non-current receivables (note 19.3)		
Gestamp Noury, SAS	Group Company	4,507,711	213,745	-	25,209,453	-	-	-	510,447	-
Gestamp Palau, S.A.	Group Company	-	-	-	11,031,778	-	-	-	131,922	-
Gestamp Palencia, S.A.	Group Company	55,560,781	20,928,631	-	62,691,241	28,698,078	-	-	1,515,259	2,738
Gestamp Pitești	Group Company	-	-	-	-	11,370,000	-	-	78,539	-
Gestamp Polska Sp.z.o.o.	Group Company	-	-	-	-	-	105,929,413	-	78,130	-
Gestamp Ronchamp, SAS	Group Company	10,347,505	1,241,385	-	-	-	-	-	155,739	-
Gestamp Servicios, S.A.	Group Company	138,077,065	99,968,806	-	179,465,038	-	-	-	28,365,427	4,260
Gestamp Severstal Vsevolozhsk LLC.	Group Company	-	-	-	-	13,777,456	-	-	1,327,244	-
Gestamp-Severstal-Kaluga, LLC	Group Company	-	-	-	-	-	-	-	47,581	-
Gestamp Solblank Barcelona, S.A.	Group Company	-	-	-	14,125,492	-	-	-	240,864	-
Gestamp South Carolina, LLC	Group Company	-	6,879,977	-	-	-	-	-	196,670	-
Gestamp Sweden, AB	Group Company	139,087	13,077,631	-	51,140,179	-	-	-	6,433,977	2,185
Gestamp Sungwoo Hitech (CHENNAI)	Group Company	-	-	-	-	-	-	-	780,425	-
Gestamp Tallent, Ltd	Group Company	-	58,347,932	-	190,389,186	17,395,962	-	-	6,388,256	7,202
Gestamp Tech SL	Group Company	-	2,224	-	-	-	-	-	-	10
Gestamp Technology Institute, S.L	Group Company	283,555	-	-	-	-	-	-	2,815	-
Gestamp Toledo, S.A.	Group Company	11,180,585	1,961,766	-	-	-	-	-	41,845	-
Gestamp Toluca, S.A. de C.V.	Group Company	-	6,327,915	-	-	-	-	-	77,535	-
Gestamp Tool Hardening SL	Group Company	1,087,241	-	-	-	-	-	-	-	-
Gestamp Tooling Services, AIE	Group Company	-	23,126,823	-	-	-	-	-	-	3,811
Gestamp Try Out Services, S.L.	Group Company	7,379,159	-	-	-	-	-	-	51,495	-
Gestamp Umformtechnik GMBH	Group Company	-	121,696,770	-	-	-	-	-	12,340	16,592
Todlem, S.L.	Group Company	705	-	-	-	-	-	-	1	-
Gestamp Vigo, S.A.	Group Company	-	12,276,408	-	4,783,381	-	-	-	82,217	-
Gestamp Washington Uk Limited	Group Company	79,330,683	97,801,783	-	-	-	-	-	231,998	16,123
Gestamp Wroclaw SP. Z.O.O	Group Company	11,012,900	-	-	55,100,000	4,500,000	-	-	3,996,749	-
Gestamp Vendas Novas, Lda	Group Company	-	10,526,629	-	-	-	-	-	-	1,124
GMF Holding GMBH	Group Company	138,717,558	-	-	124,055,708	-	-	-	(529,466)	-
Gestamp Aguas Calientes, SA de CV	Group Company	1,002,830	-	-	-	-	-	-	17,420	-
Inmobiliaria Acek, S.L.	Group Company	-	-	-	-	-	-	293,470	-	-
Loire SA Franco Española	Group Company	41,530,667	26,604,561	-	132,689	-	-	-	215,818	4,260
Matricerías Deusto, S.L.	Group Company	-	4,149,741	-	-	-	-	-	859	-
Mursolar 21, S.L.	Group Company	-	6,046,203	-	-	-	-	-	29,820	-
Prisma SAS	Group Company	34,919,160	5,661,510	-	-	-	-	-	368,485	-
Sofedit SAS	Group Company	-	32,524,922	-	-	-	-	-	3,063	-
Gestamp Automotive Chennai Private, Ltd	Group Company	-	-	34,375,000	-	-	-	-	3,205,822	-
Tuyauto Gestamp Morocco	Group Company	-	-	-	-	914,240	-	-	570,150	-
<b>Total</b>		<b>1,945,888,712</b>	<b>1,031,973,549</b>	<b>34,375,000</b>	<b>1,198,311,421</b>	<b>128,576,193</b>	<b>106,491,492</b>	<b>514,554,875</b>	<b>88,676,213</b>	<b>4,883,064</b>

(a) Short-term investments in group companies and associates. Loans to associated companies

(b) Current Liabilities - Payable to Group companies and Associates

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 19.1 Loans to companies

The Company recognized the following non-current loans to group companies at December 31, 2019 and 2018:

	Loan Type	Grant date	Initial amount in euros or limit of the facility	Outstanding balance at 31/12/2019 (€)		Outstanding balance at 31/12/2018 (€)	Maturity	Interest rate 2019	Accrued interest receivable, 2019	Accrued interest receivable, 2018
Gestamp Palencia, S.A.	Financial Loan	2005	41,000,000	-	(a)	41,000,000	31/12/2020	See short term		
	Financial Loan	2017	21,691,241	21,691,241		21,691,241	21/12/2023	3.20%	1,092,244	977,731
Gestamp Vigo, S.A.	Financial Loan	2005	4,783,381	-	(a)	4,783,381	31/12/2020	See short term	Ver corto plazo	68,746
	Financial Loan	2003	1,803,036	-	(a)	-	31/12/2019	See short term		
Gestamp Cerveira, Ltda.	Financial Loan	2014	40,000,000	-	(a)	38,734,596	31/12/2020	See short term	Ver corto plazo	5,348,717
	Financial Loan	1999	3,111,492	-	(a)	3,111,492	31/12/2020	See short term		
Gestamp Noury, S.A.	Credit Line	2001	6,000,000	-	(a)	6,000,000	31/12/2020	See short term		
	Financial Loan	1999	6,097,961	-	(a)	6,097,961	31/12/2020	See short term	Ver corto plazo	447,293
	Financial Loan	2017	10,000,000	-	(a)	10,000,000	31/12/2020	See short term		
Gestamp Linares, S.A.	Financial Loan	2017	6,199,826	6,199,826		6,199,826	21/12/2023	3.20%		
	Financial Loan	2005	2,174,800	2,174,800		2,174,800	31/12/2021	3.20%	369,341	142,293
Gestamp Solblank Barcelona, S.A.	Financial Loan	2004	3,425,493	-	(a)	3,425,493	31/12/2020	See short term		
	Financial Loan	2017	10,700,000	10,700,000		10,700,000	21/12/2023	(e)	108,783	240,865
Gestamp Servicios, S.A.	Participativos	2004	41,025,525	-	(a)	41,025,525	31/12/2020	See short term		
	Financial Loan	2007	52,500,000	-	(a)	52,500,000	31/12/2020	See short term		
	Credit Line	2013	59,770,026	59,770,026		59,770,026	07/02/2023	6.55%	27,860,730	27,304,315
	Financial Loan	2016	1,069,488	1,069,488		1,069,488	31/12/2026	2%		
Gestamp Sweden	Financial Loan	2017	25,100,000	25,100,000		25,100,000	21/12/2023	3.20%		
	Financial Loan	2011	13,145,000	13,145,000		13,145,000	30/03/2021	7%		
	Financial Loan	2013	30,000,000	28,904,254		28,904,254	21/07/2023	3.20%	7,389,923	6,019,937
Gestamp Metalbages, S.A.	Financial Loan	2010	12,013,425	-	(a)	9,090,925	29/03/2020	See short term		
	Financial Loan	2017	57,000,000	57,000,000		57,000,000	21/12/2023	(e)	4,428,980	1,020,854
Gestamp Levante, S.L.	Participating	2002	6,732,292	-	(a)	6,732,292	31/12/2020	See short term		
	Participating	2001	2,742,380	-	(a)	2,742,380	31/12/2020	See short term	Ver corto plazo	461,851
	Participating	2003	1,203,958	-	(a)	1,203,958	31/12/2020	See short term		
Gestamp Navarra, S.A.	Financial Loan	2003	6,000,000	-	(a)	6,000,000	31/12/2020	See short term		
	Financial Loan	2003	8,000,000	-	(a)	8,000,000	31/12/2020	See short term	Ver corto plazo	662,343
	Financial Loan	2004	3,203,720	-	(a)	3,203,720	31/12/2020	See short term		
Gestamp Hardtech AB	Financial Loan	2009	-	4,452,750	(b)	4,366,050	09/07/2023	1.75%	77,923	76,406
	Financial Loan	2013	1,218,463	1,218,463		1,218,463	31/12/2022	1.75%		
Gestamp Griwe	Financial Loan	2017	40,000,000	40,000,000		40,000,000	26/12/2022	2%	2,140,906	2,122,763
	Financial Loan	2016	64,756,942	64,756,942		64,756,942	31/12/2026	2%		
Gestamp Aragón SA	Financial Loan	2017	14,000,000	14,000,000		14,000,000	21/12/2023	(e)	1,221,743	250,736
	Financial Loan	2013	75,000,000	75,000,000		75,000,000	25/07/2023	1.75%		
Edscha Holding GMBH	Credit Line	2017	10,000,000	9,000,000		4,400,000	12/09/2023	2%		
	Credit Line	2017	9,000,000	9,000,000		9,000,000	04/09/2022	2%	2,815,085	2,786,974
	Financial Loan	2016	69,454,248	69,454,248		69,454,248	31/12/2026	2%		
Gestamp Finance Slovakia, S.r.o.	Participating	2015	66,000,000	-	(a)	66,000,000	31/12/2020	See short term	Ver corto plazo	1,155,000

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

	Loan Type	Grant date	Initial amount in euros or limit of the facility	Outstanding balance at 31/12/2019 (€)	Outstanding balance at 31/12/2018 (€)	Maturity	Interest rate 2019	Accrued interest receivable, 2019	Accrued interest receivable, 2018
<b>GMF Holding GMBH</b>	Financial Loan	2013	85,076,590	85,076,590	85,076,590	31/12/2022	1.75%		
	Financial Loan	2018	38,979,117	38,979,117	38,979,117	17/05/2023	1.75%	2,170,975	(1,929,383)
<b>Loire S.A.F.E.</b>	Financial Loan	2013	132,689	132,689	132,689	31/12/2022	1.75%	2,322	(3,671)
<b>Gestamp Wroclaw Sp.z.o.o.</b>	Credit Line	2016	62,162,900	62,162,900	55,100,000	31/12/2024	1.75%	4,526,628	3,669,116
<b>Gestamp Severstal Vsevolozhsk LLC.</b>	Financial Loan	2016	14,975,330	13,777,456 (d)	-	30/03/2022	3.20%	339,232	Ver corto plazo
<b>Gestamp Tallent Ltd.</b>	Financial Loan	2016	190,389,187	190,389,187	190,389,187	31/12/2026	2%	3,807,784	3,807,784
<b>Gestamp Palau, S.A.</b>	Financial Loan	2018	11,031,777	- (c)	11,031,777	30/04/2023	1.75%	Ver corto plazo	131,922
<b>MPO Prodivers Resistente, SRL</b>	Credit Line	2019	12,000,000	-	-	01/04/2023		-	-
<b>TOTAL</b>				<b>903,154,977</b>	<b>1,198,311,421</b>			<b>58,352,599</b>	<b>54,762,592</b>

- (a) Calificated under current at December 31st, 2019  
 (b) Loan granted in US dollars. The initial amount was US\$5  
 (c) Canceled in 2019  
 (d) Calificated under current at December 31st, 2018  
 (e) Remuneration consists of an annual percentage of the average balance of the loan  
 (f) Interest rate revisable annually.

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### 19.2 Loans to Gestamp Group employees

Loans to Gestamp Group employees correspond to loans granted to employees of different subsidiaries of the Gestamp Group for the purchase of shares of Acek Desarrollo y Gestión Industrial, S.L. amounting to 36.854 thousand euros. These loans are guaranteed by the constitution of a pledge on such actions. The main economic conditions of these loans are an interest rate equal to the legal rate of the currency in force for each year, and its duration is of six years from the date of the signing of the loans.

#### 19.3 Current loans and interest receivable

The Company recognized part of the current loans to and interest receivable from group companies in "Current investments in group companies and associates - Loans to companies". The detail of this item at December 31, is as follows:

(€)	2019	2018
Interest and other receivables from group companies	109,879,454	88,676,213
Current loans receivable from group companies	522,984,601	128,576,193
	<b>632,864,055</b>	<b>217,252,406</b>

##### a) Current interest receivable

The breakdown of current interest receivable from group companies is as follows:

(€)	2019	2018
Interest on non-current loans	58,352,599	54,762,592
Interest on current loans	21,913,466	10,193,741
Interest on intragroup current account and other	29,613,389	23,719,880
	<b>109,879,454</b>	<b>88,676,213</b>



## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

#### b) Current loans to group companies

The breakdown of current loans to group companies at December 31, 2019 and 2018 is as follows:

	Loan Type	Grant date	Initial amount in euros or limit of the facility	Outstanding balance at 31/12/2019 (€)		Outstanding balance at 31/12/2018 (€)	Maturity	Interest rate 2019	Accrued interest receivable, 2019	Accrued interest receivable, 2018
<b>Gestamp Hungría, Kft</b>	Credit Line	2004	25,000,000	9,248,128		9,248,128	23/09/2020	2.50%		
	Financial Loan		-	11,417,287		11,084,328	26/09/2020	6.18%	244,215	243,928
<b>Edscha Holding GmbH</b>	Financial Loan	2017	8,000,000	8,000,000		8,000,000	29/12/2020	1.00%	80,000	140,778
<b>Gestamp Hardtech AB</b>	Financial Loan	2009	-	81,931	(c)	80,335	05/02/2020	6.20%	173,093	169,723
	Financial Loan	2009	-	2,671,650	(c)	2,619,630	26/03/2020	6.20%		
	Participating	2013	115,000,000	-	(e)	-	31/12/2018	(a)		
	Participating	2015	66,000,000	66,000,000	(d) y (a)	-	31/12/2020	(a)	660,000	2,012,500
<b>Gestamp Vigo, S.A.</b>	Financial Loan	2005	4,783,381	4,783,381	(d)	-	31/12/2020	3.20%	125,707	See long term
	Participating	2002	6,732,292	6,732,292	(d) y (a)	-	31/12/2020	(a)		
<b>Gestamp Levante, S.L.</b>	Participating	2001	2,742,380	2,742,380	(d) y (a)	-	31/12/2020	(a)	461,851	See long term
	Participating	2003	1,203,958	1,203,958	(d) y (a)	-	31/12/2020	(a)		
<b>Gestamp Navarra, S.A.</b>	Prestamo financiero	2003	6,000,000	6,000,000	(d)	-	31/12/2020	(a)		
	Prestamo financiero	2003	8,000,000	8,000,000	(d)	-	31/12/2020	(a)	1,220,508	See long term
	Prestamo financiero	2004	3,203,720	3,203,720	(d)	-	31/12/2020	(a)		
<b>Gestamp Noury, S.A.</b>	Financial Loan	1999	3,111,492	3,111,492	(d)	-	31/12/2020	3.20%		
	Credit Line	2001	6,000,000	6,000,000	(d)	-	31/12/2020	3.20%	817,907	See long term
	Financial Loan	1999	6,097,961	6,097,961	(d)	-	31/12/2020	3.20%		
	Financial Loan	2017	10,000,000	10,000,000	(d)	-	31/12/2020	3.20%		
<b>Gestamp Servicios, S.A.</b>	Financial Loan	2007	52,500,000	52,500,000	(d)	-	31/12/2020	3.20%		
	Participating	2004	41,025,525	41,025,525	(d) y (a)	-	31/12/2020	(a)	4,795,075	See long term
<b>Gestamp Solblank Barcelona, S.A.</b>	Financial Loan	2004	3,425,493	3,425,493	(d)	-	31/12/2020	3.25%	91,429	See long term
<b>Gestamp Global Matricería, S.L.</b>	Préstamo financiero	2019	8,400,000	8,400,000		-	28/06/2020	1.00%	260,376	109,980
	Financial Loan	2017	13,000,000	13,000,000		13,000,000	13/12/2020	1.00%		
<b>Gestamp Córdoba, S.A.</b>	Financial Loan	2017	1,156,852	-	(e)	-	31/12/2018	-	530,256	530,256
<b>Gestamp Griwe</b>	Financial Loan	2011	3,585,000	3,585,000		3,585,000	30/03/2020	3.20%	65,655	151,167
<b>Gestamp Wrocław Sp.z.o.o.</b>	Financial Loan	2016	4,500,000	4,500,000		4,500,000	01/09/2020	1.50%	22,688	159,750
<b>Gestamp Sweden, AB</b>	Financial Loan	2010	12,013,425	9,090,925	(d)	-	29/03/2020	7%	1,133,083	See long term
	Financial Loan	2017	370,000	370,000		370,000	31/01/2020	1.00%		
<b>MPO Prodivers Rezistent ,SRL</b>	Credit Line	2017	20,770,658	16,745,000		11,000,000	10/04/2020	1.00%	236,445	78,539
	Financial Loan	2013	100,000,000	17,395,962		17,395,962	30/06/2020	1.00%	1,758,828	1,582,453
<b>Gestamp Tallent, Ltd.</b>	Participating	2008	13,000,000	-	(e)	-	31/12/2018	(a)		
	Participating	2008	6,200,000	-	(e)	-	31/12/2018	(a)	157,680	830,400

## GESTAMP AUTOMOCIÓN, S.A.

### Notes to the financial statements for the year ended December 31, 2019

	Loan Type	Grant date	Initial amount in euros or limit of the facility	Outstanding balance at 31/12/2019 (€)	Outstanding balance at 31/12/2018 (€)	Maturity	Interest rate 2019	Accrued interest receivable, 2019	Accrued interest receivable, 2018
	Financial Loan	2019	19,200,000	19,200,000	-	01/01/2020	0.01		
<b>Gestamp Metalbages, S.A.</b>	Participating	2002	28,692,843	-	-	31/12/2018			
	Financial Loan	2019	63,627,566	63,627,566	-	01/01/2020	1.00%	522,542	2,388,679
<b>Gestamp Palencia, S.A.</b>	Financial Loan	2004	88,698,078	28,698,078	28,698,078	31/12/2020	3.20%		
	Financial Loan	2005	41,000,000	41,000,000 (d)	-	31/12/2020	3.20%	1,831,665	412,445
<b>Gestamp Cerveira, Lda.</b>	Financial Loan	2003	1,803,036	1,803,036	1,803,036	31/12/2020	3.20%		
	Financial Loan	2014	40,000,000	38,734,596 (d)	-	31/12/2020	3.25%	6,665,289	31,553
<b>Gestamp Severstal Vsevolozhsk LLC.</b>	Financial Loan	2016	14,975,330	- (b)	13,777,456	30/03/2019	See long term	See long term	1,327,244
<b>Tuyauto Gestamp Morocco, S.A.</b>	Financial Loan	2018	914,240	914,240	914,240	27/11/2020	1.00%		
	Credit Line	2019	2,089,240	1,175,000	-	27/11/2020	1%	10,285	457
<b>Gestamp Autotech Japan, K.K</b>	Financial Loan	2018	2,500,000	2,500,000	2,500,000	115/01/2020	1.00%	48,889	23,889
					0				
<b>TOTAL</b>				<b>522,984,601</b>	<b>128,576,193</b>			<b>21,913,466</b>	<b>10,193,741</b>

- (a) Remuneration consists of an annual percentage of the average balance of the loan  
 (b) Calificated under non-current at December 31st, 2019  
 (c) Loans granted in US dollars. The initial amounts were US\$2 and US\$3  
 (d) Calificated under non-current at December 31st, 2018  
 (e) Canceled in 2018

## 19.4 Payables to group companies

(€)	2019	2018
Non-current		
Non-current guarantees received	293,470	293,470
Loans payable to group companies (Note 14)	516,721,584	514,261,405
Current		
Loans payable to group companies	109,791,329	110,005,427
Payables from current accounts	1,111,710,745	1,031,973,549
Interest payable	483,874	1,369,129
	<b>1,739,001,002</b>	<b>1,657,902,980</b>

The breakdown of this item at December 31, 2019 and 2018 is as follows:

### Non-current loans

Company granting the loan	Loan type	Grant date	Initial amount in euros or credit limit	Amount outstanding at 12/31/2019 (€)	Amount outstanding at 12/31/2018 (€)	Maturity	Interest rate 2019
Gestamp Funding Luxembourg, S.A.	Préstamo financiero	2013	500,000,000	490,305,805 (a)	486,662,848	15/05/2023	3.70%
Acek Desarrollo y Gestión Industrial, S.L.	Préstamo financiero	2013	31,060,000	21,963,200	23,145,978	31/03/2032	6.60%
Edscha Holding España	Préstamo financiero	2017	4,452,579	4,452,579	4,452,579	22/12/2022	3.20%
			<b>535,512,579</b>	<b>516,721,584</b>	<b>514,261,405</b>		

(a) Loan refinanced in May 2016

Loans with Gestamp Funding Luxembourg, S.A. are related to the bond issue described in Note 14.1.

The loan with Acek Desarrollo y Gestión Industrial, S.L. is related to the acquisition of the GESTAMP trademark described in Note 5.1.

### Current loans

The breakdown of current loans to group companies at December 31, 2019 and 2018 is as follows:

Company granting the loan	Loan type	Grant date	Initial amount in euros or credit limit	Amount outstanding at 12/31/2019 (€)	Amount outstanding at 12/31/2018 (€)	Maturity	Interest rate 2019
Edscha Holding España	Préstamo financiero	2010	6,000,000	2,966,000	2,966,000	23/12/2020	3.2
Acek Desarrollo G. I. S.L.	Préstamo financiero	2013	-	1,182,776	1,110,014(a)	Ver largo plazo	Ver largo plazo
Gestamp Polska, Sp.z.o.o.	Línea de crédito	2004	138,181,935	105,642,553	105,929,413	01/12/2020	4.17
			<b>141,215,935</b>	<b>109,791,329</b>	<b>110,005,427</b>		

(a) Classified partially under non-current and under current

### Intragroup current accounts

The Company recognized current accounts held with group companies related to the Gestamp Automoción Group's funding system under "Current investments in group companies and associates - Other financial assets". In 2019, these current accounts earned nominal annual interest of 1% for these whose currency is EUR and 4,005% if the currency is USD (2018: 1%).

## 19.5 Directors and senior management

On 2019 directors remunerations have been accrued by the amount of € 2,613.95 thousand, as follows:

<b>Director Retribution (000€)</b>	
<b>Non-Executives</b>	
Mr. Alberto Rodríguez Fraile	110.00
Mr. Katsutoshi Yokoi	59.33
Mrs. Concepcion del Rivero Bermejo	33.78
Mr. Gonzalo Urquijo Fernández de Araoz	95.00
Mr. Pedro Sainz de Baranda	95.00
Mr. Javier Rodríguez Pellitero	110.00
Mrs. Ana García Fau	95.00
Mr. Juan María Riberas Mera	95.00
Mr. Tomofumi Osaki	20.44
Mr. Cesar Cernuda	80.00
Mr. Shinichi Hori	80.00
<b>TOTAL</b>	<b>873.55</b>
<b>Executives</b>	
Mr. Francisco José Riberas Mera	957.30
Mr. Francisco López Peña	783.10
<b>TOTAL</b>	<b>1,740.40</b>
<b>TOTAL</b>	<b>2,613.95</b>

(\* ) Mr. Tomofumi Osaki left the Board of Directors with effect April 2, 2019.

Likewise, the loans granted amounted to 3,226 thousand euros. Were granted in 2016 for the purchase of shares of the Parent Company to ACEK Desarrollo y Gestión Industrial, S.L

The pension obligations assumed for the Board of Directors in 2019 amounted to 258 thousand euros (2018: 96 thousand euros).

On 2018 directors remunerations have been accrued by the amount of €3,205 thousand, as follows:

<b>Director Retribution (000€)</b>	
<b>Non-Executives</b>	
Mr. Alberto Rodríguez Fraile	105.00
Mr. Noboru Katsu	23.00
Mr. Gonzalo Urquijo Fernández de Araoz	90.00
Mr. Pedro Sainz de Baranda	90.00
Mr. Javier Rodríguez Pellitero	105.00
Mrs. Ana García Fau	90.00
Mr. Juan María Riberas Mera	90.00
Mr. Tomofumi Osaki	75.00
Mr. Cesar Cernuda	75.00
Mr. Shinichi Hori	55.63
<b>TOTAL</b>	<b>798.63</b>
<b>Executives</b>	
Mr. Francisco José Riberas Mera	963.56
Mr. Francisco López Peña	1,446.17
<b>TOTAL</b>	<b>2,406.58</b>
<b>TOTAL</b>	<b>3,205.21</b>

€5.54 thousand of the previous retributions are life assurances.

The Company considers as senior management personnel who discharge duties related to the Grouping's general objectives, such as business planning, management and control, autonomously and with full responsibility, limited solely by the criteria and instructions of the Company's legal owners or the governing and management bodies that represent them. The Company does not have any employee on staff considered to be a senior executive in accordance with this definition.

#### **19.6 Information on compliance with Section 229 of the Corporate Enterprises Act (*Ley de Sociedades de Capital*)**

According to the articles 229 and 231 of the Spanish Corporate Enterprises Act and with the aim of reinforcing the transparency of capital companies, the joint administrators of the Parent Company and their representative natural persons have reported they have no situations of conflict with the interest of the Parent Company or the Group.

Additionally, Mr. Francisco José Riberas Mera, and Mr. Juan María Riberas Mera as board members of the Parent Company, have reported that they are shareholders and board members of ACEK, DESARROLLO Y GESTIÓN INDUSTRIAL, S.L. and several subsidiaries of the ACEK Desarrollo y Gestión Industrial Group.

ACEK, DESARROLLO Y GESTIÓN INDUSTRIAL, S.L is the parent company of an industrial group that developed, through the following subgroups, the activities mentioned below:

- GESTAMP AUTOMOCIÓN GROUP: engaged in manufacturing and sale of metal parts and components for the automotive industry.
- GONVARRI GROUP: engaged in manufacturing, processing and sale of metal products, including structures for renewable energy such as wind turbines, photovoltaic plants and infrastructure elements of solar thermal power plants.
- ACEK ENERGÍAS RENOVABLES GROUP: dedicated to the development, construction and operation of plants generating renewable energy including solar, wind and biomass.
- INMOBILIARIA ACEK GROUP: engaged in real estate activities.

By other hand, ACEK, DESARROLLO Y GESTIÓN INDUSTRIAL, S.L holds a direct and indirect investment of 16.909 % in the company Cie Automotive, S.A., of which Mr. Francisco José Riberas Mera and Mr. Juan María Riberas Mera are also directors.

Cie Automotive, S.A. is the parent company of an industrial group which is engaged in, among other things, the design, manufacture and sale of automobile components and sub-units on the world automotive market.

ACEK, DESARROLLO Y GESTIÓN INDUSTRIAL, S.L. holds a direct investment of 50.00% in the company Sideacero, S.L., of which Mr. Francisco José Riberas Mera and Mr. Juan María Riberas Mera are also directors.

Sideracero, S.L. is the parent company of an industrial group which in engaged in, among other things, import, export, purchase and sale of ferrous, non-ferrous products, steel materials and recovery materials.

## 20. NATURE AND EXTENT OF RISKS ARISING FROM FINANCIAL INSTRUMENTS

### Financial risk management

In managing risk, the Company takes an accounting view that enables it to assess the status and trends of the various situations of risks.

#### 20.1 Financial risk factors

In compliance with prevailing accounting standards, the Company discloses the financial risks to which its business is exposed, which are basically:

- Market risk
  - Foreign currency risk
  - Interest rate risk
- Liquidity risk

#### Foreign currency risk

Fluctuations in the exchange rates of currencies in which a given transaction is carried out against the accounting currency can have a negative or positive effect on profit or loss for the year, specifically impacting the financial management of borrowings.

The Company operates primarily in the following currencies:

- Euro
- US dollars
- Swedish krona
- Hungarian forints
- Pound sterling

To manage currency risk, the Company uses a series of financial instruments that provide it with a certain degree of flexibility. These instruments are basically:

- A. Forward purchases and sales of currencies: This establishes a known fixed rate of exchange at a specific date, which may also be adjusted over time to adapt and apply to cash flows.
- B. Other instruments: Other derivative financial hedging instruments may be used, such as those that lock in a maximum and minimum exchange rate (collars or tunnels) at a specific settlement date.

The following table presents, in euros, the sensitivity of profit and loss and equity to changes in the exchange rates of the currencies in which the Company operates against the euro.

The sensitive of profit and loss to changes in exchange rates is as follows (in euros):

## 2019

Currency	IMPACT ON PROFIT OR LOSS	
	+5% change	-5% change
CNY	42	(42)
GBP	(2,378,360)	2,378,360
HUF	(699,284)	699,284
INR	(1,717,360)	1,717,360
JPY	(6)	6
MAD	(49)	49
PLN	466	(466)
SEK	(1,152,889)	1,152,889
USD	12,863,013	(12,863,013)
<b>Effect in absolute values</b>	<b>6,915,573</b>	<b>(6,915,573)</b>

## 2018

Currency	IMPACT ON PROFIT OR LOSS	
	+5% change	-5% change
CNY	44	(44)
GBP	(2,475,169)	2,475,169
HUF	(608,030)	608,030
INR	(1,718,735)	1,718,735
JPY	(6)	6
PLN	462	(462)
SEK	(4,680,435)	4,680,435
TRY	(94,112)	94,112
USD	11,362,728	(11,362,728)
<b>Effect in absolute values</b>	<b>1,786,747</b>	<b>(1,786,747)</b>

### Interest rate risk

Regarding floating rate borrowings, the Company is exposed to the risk that its cash flows will be affected by changes in market interest rates. The Company mitigates its interest rate risk using interest rate derivatives, mainly arranging interest rate swaps through which it converts the reference variable interest rate of a loan into a fixed reference, covering either the entire amount or part of the amount of the loan, and affecting either the entire life or part of the life of the loan.

Virtually all debt is issued at variable rates and indexed to the Euribor rate.

With all other variables held constant, a 5% higher or lower interest rate in 2019 on the Company's borrowings would result in a higher or lower net financial result of €4,124 thousand (2018: €3,608 thousand).

### Liquidity risk

Liquidity risk is defined as the risk that a company may not be able to meet its obligations as a result of adverse situations in debt and/or capital markets that hinder or prevent it from raising the necessary funds.

The Group manages liquidity risk by holding sufficient available funds to negotiate, under the best possible terms and conditions, the replacement of forthcoming transactions close to maturing with new ones and to meet its short-term cash management requirements, thereby avoiding the need to raise funds under unfavorable terms and conditions.

At 31 December 2019, cash and cash equivalents amounted to 301.6 million euros and the undrawn long-term credit lines amounted to 792.9 million euros (including 325 million euros in revolving credit facilities).

At 31 December 2019, working capital amounted to 1,748 million euros. The Company has additional liquid sources through the Revolving Credit Facility of 325 million euros as part of its Senior Facilities with due date in July 2022 that is currently not being used.

## 21. OTHER INFORMATION

### 21.1 Structure of personnel

The number of employees by professional category is as follows:

	Number of employees at the end of the year			Average number of employees in the year
	Men	Women	Total	
<b>Ejercicio 2019</b>				
Senior executives				
Administrative staff	11	10	21	20
Others	3	2	5	5
	<b>14</b>	<b>12</b>	<b>26</b>	<b>25</b>

	Number of employees at the end of the year			Average number of employees in the year
	Men	Women	Total	
<b>2018</b>				
Senior executives	-	-	-	
Administrative staff	7	11	18	17
Others	3	2	5	5
	<b>10</b>	<b>13</b>	<b>23</b>	<b>22</b>

### 21.2 Audit fees

Audit fees accrued for services rendered by the statutory auditor are as follows:

(€)	2019	2018
Fees for the audit of separate and consolidated financial statements	408,115	387,006
Other services	259,151	497,272
	<b>667,266</b>	<b>884,278</b>

'Other services' for the year 2019 include services related with the audit for €259 thousand (mainly semiannually revision).

## 22. DISCLOSURES ON DEFERRED PAYMENTS TO SUPPLIERS IN COMMERCIAL TRANSACTIONS

The information on average supplier payment period is as follows:

	2019	2018
<b>(Days)</b>		
Average supplier payment period	56	23
Ratio of transactions paid	55	22
Ratio of transactions outstanding	64	259
<b>(€)</b>		
Total payments made	5,772,885	26,251,241
Total payments outstanding	414,416	97,160



### **23. EVENTS AFTER THE REPORTING PERIOD**

On January 23, 2020, The Company signed a new modification of the “Senior Facilities Agreement” initially signed in 2013 with a set of financial institutions. The changes introduced refer to (i) the extension of the expiration date until January 23, 2025 of all the tranches of that financing, eliminating the amortizations established for 2022 and 2023, although the requirement for such extension is established as total or partial redemption of the High-Yield Bond issued in May 2016 prior to June 30, 2021; In case that it was not fully paid or was paid only in part before this date, the due date would be April 30, 2023 for the proportional part equivalent to the part of the 2016 Bond not canceled, (ii) created two new tranches, one in dollars (due to the redenomination of part of the contributions already in euros to US dollars in the amount of 111.3 million US dollars and new contributions in the amount of 61.3 million US dollars) and another in euros amounting to 25.0 million euros and, (iii) a mechanism is established for the cancellation of the real guarantees granted under this financing in case it is the only financing with such guarantees or, there are several with those guarantees real, can be canceled simultaneously.

#### **Additional note for English Translation**

*These Financial Statements were originally prepared in Spanish. In the event of a discrepancy, the Spanish-language version prevails.*



**Management Report for the twelve months period ended  
December 31<sup>st</sup>, 2019**

Gestamp Automoción, S.A.

February 27<sup>th</sup>, 2020

## Management Report for the twelve months period ended December 31<sup>st</sup>, 2019

Group Automoción is one of the world's largest suppliers of automotive metal components and assemblies. We are an international group focused on the design, development and manufacture of highly engineered Body-in-White, Chassis components and Mechanisms, as well as tooling & dies and other related services for the automotive industry. Our expertise and core competence in developing and producing light-weight components help our customers to reduce CO2 emissions while at the same time enhancing the safety features of their vehicles.

Since we were founded in 1997, we have cultivated strong relationships with our OEM customers by offering them leading technologies through our extensive global footprint of 108 production facilities in 22 countries across four regions (Europe, North America, South America and Asia) and 4 plants under construction (US, Mexico, Slovakia and Morocco), 13 R&D centres and a workforce of over 43,000 employees worldwide.

Our leading technologies, global footprint and proven track record in executing complex projects set us apart and makes us one of the industry leaders, as well as enables us to secure strong relationships with almost all major global automakers including BMW, Daimler, Fiat Chrysler, Ford, Geely-Volvo, General Motors, Honda, PSA, Renault Nissan, Tata JLR, Toyota and Volkswagen Group, which represented our top 12 customers for the year ended December 31, 2018. We currently supply products to all top 12 OEMs globally by volumes, and we are also incorporating new customers, in line with our stated growth and diversification strategy.

Our strategy is to continue to be the global partner of choice for OEMs in Body-in-White, Chassis and Mechanisms. In order to achieve our goal we will continue to focus on maintaining and strengthening our technological leadership, maximizing growth on the basis of our client-oriented business model, operational excellence and efficiencies, while developing and implementing digitalization and industry 4.0 in our plants and regions.

Increasing investments by OEMs in the four pillars of CASE ("Connectivity, Autonomous driving, Shared mobility and Electrification") lead to less investments in other important areas of vehicle construction such as Body-in-White and Chassis development and production. This trend, together with ongoing global platform standardization among OEMs, has led to an increased need for outsourcing, as OEMs entrust a select number of strategic supply partners with an increasingly high content of vehicle production. In parallel, specialization has led to advancements achieved by strategic suppliers, such as Gestamp, in certain technologies which OEMs find difficult to match in-house, both in price and quality, thereby resulting in increased outsourcing. For example, we are a market leader in the hot stamping manufacturing process, one of the most advanced technologies for reducing the weight of a vehicle's body structure and improving passenger safety in case of collision. In addition, as OEMs grow outside of their home markets, they are more inclined to turn to external suppliers with plants located in close proximity to the OEMs' production facilities for content they would have otherwise provided in-house in their home markets.

# Management Report for the twelve months period ended December 31<sup>st</sup>, 2019

## **Organizational structure**

Our organizational model is structured fundamentally into business units that focus on business development, products, processes and strategic projects, while our geographical divisions concentrate on launching industrial projects and managing production capacities, considering each production plant as an economic center.

On December 19th, 2019, the Group announced that the Nomination and Compensation Committee as well as the Board of Directors had approved the appointment of Carmen De Pablo as Chief Financial Officer (CFO). Ms. De Pablo joined Gestamp's Office of the Chairman in 2013 and prior to her appointment as CFO she was the Director of Corporate Development and Investor Relations. Following the new appointment Ms. De Pablo joined Gestamp's Management Committee.

## **Macroeconomic and sector evolution**

During 2019, the global economy slowed down and concerns of reaching the end of the cycle emerged throughout the year. Trade policy uncertainties and geopolitical tensions have continued to weigh on global economic activity. Global economic growth for 2019 stood at 2.9%, as stated in the January 2020 World Economic Outlook (WEO) forecast. Market sentiment became slightly more positive towards the end of the year as some of the geopolitical uncertainties seemed to have eased, mainly Brexit and tariffs.

The automotive sector saw a similar trend, as the main challenges were related to trade policy uncertainties and the continued decrease in production volumes in all regions where Gestamp is present. The aforementioned macroeconomic and auto sector trends led to a 5.2% decline in global light vehicle production in 2019 in Gestamp's footprint (according to IHS as of February 2020). The second half of 2019 moderated the production volume decline (-3.9%) when compared with the first half of the year (-6.4%), despite the already low H2 2018 comparable base (according to IHS as of February 2020).

## **Financial Results Overview**

Within this environment, the Company, at an individual level, continues to develop its financial and counselling activity in favor of the group, materializing the group's growth in new acquisitions as well as through the financing of new investments by the granting of loans and equity investments, through the raising of financing in the financial agents with which it operates.

During the year 2019, the profit before tax has amounted to €152,211 thousand (€121,670 thousand in 2018). The increase is mainly due to the gains from the measurement of financial instruments that has increased by €31,175 thousand and decreased by €19,409 thousand.

At the end of 2019, the company has a positive working capital fund of €1,749 million; moreover, the company has additional liquidity sources through the Revolving Credit Facility of € 325 million as part of its Senior Facilities with maturity in 2022 that are not currently being used, the

## **Management Report for the twelve months period ended December 31<sup>st</sup>, 2019**

company also maintains at December 31, 2019 availability in credit policies that together amounts to €585.1 million. These credit lines are usually renewed annually, have no guarantees and have common clauses.

### **Non-financial results overview**

The Company presents in the Management Report enclosed the Annual Accounts of the Consolidated Group, the statement of non-financial information.

### **Main risks and uncertainties**

To deal with the uncertainties inherent in complex scenarios such as those faced by Gestamp on a day-to-day basis, the Group has a Comprehensive Risk Management System (hereinafter, "CRMS") that aims to facilitate the correct identification, assessment, management and control of the potential outcomes of these uncertainties.

Gestamp's CRMS has been designed and continues to be developed on the basis of the best corporate risk management practices set out in the ISO 31000 standard and the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) for Risk Management (known as COSO ERM or COSO II). Good Governance Code of listed companies and the Technical Guide 3/2017 on Audit Committees of Public Interest Entities have also been taken into consideration.

Thus, the CRMS Policy, approved by Gestamp's Board of Directors, establishes:

- the different risk categories (operational, strategic, financial, compliance and reporting),
- the basic principles and guidelines for action to be observed in the control and management of risks,
- the bodies responsible for ensuring the proper functioning of the internal risk control and management systems, together with their roles and responsibilities,
- the level of risk considered acceptable.

Although the CRMS is a process that affects and involves all the Group's personnel, those entrusted with safeguarding its smooth operation and its main functions are the following:

- The risk owners, who are responsible for identifying, assessing and monitoring the risks that jeopardise compliance with their aims.
- The Risk Committees, which ensure that risks are kept at an acceptable level and report to the Audit Committee.
- The Board of Directors and Audit Committee in monitoring and following up on the CRMS.
- The Internal Audit and Risk Management Direction, which supports the Audit Committee and coordinates the risk identification and assessment processes, as well as the Risk Committees.

## Management Report for the twelve months period ended December 31<sup>st</sup>, 2019

Every year in a recurring basis, the risk assessment scales (impact, occurrence likelihood and control effectiveness) are reviewed and approved by the Risk Committees and the Corporate Risk Map is updated.

The main risks faced by the Group have not changed substantially from those identified in previous years, with slightly more relevance now being placed, due to the current environment, on the risk of application security and cybersecurity, the financial risks, the risk associated to the uncertainty regarding the forecast of the volume of sales of vehicles, the compliance with stakeholders' expectations in regard to the Climate Change, and the needed developments in Industry 4.0.

At an individual level, financial risks to which the activity of Gestamp is exposed and its respective mitigating actions, are detailed in the correspondent note of the financial statements.

### R&D activities

The Company, at an individual level, has not performed any R&D activity in the current year.

### Operations with own shares

On 27 July 2018, the Parent Company entered into a liquidity agreement with JB Capital Markets, S.V., S.A.U., adapted to Circular 1/2017, of 26 April, of the CNMV.

The framework of this agreement will be the Spanish stock markets.

This agreement stipulates the conditions in which the financial intermediary will operate for the account of the issuer, buying or selling own shares of the latter, with the sole objective of favouring the liquidity and regularity of their listing, and it will have a duration of 12 months, deemed to be tacitly extended for the same period, unless indicated otherwise by the parties.

The amount earmarked to the cash account associated with the agreement is 9,000 thousand euros.

The own shares at 31 December 2019 represented 0.12% of the Parent Company's share capital and comprised 688,549 shares at an average acquisition price of 4.17 euros per share.

The movement in 2019 was as follows:

	Number of own shares	Thousands of euros
<b>Balance at December 31, 2017</b>	<b>1,078,834</b>	<b>6,041</b>
Increases/Purchases	11,706,626	54,488
Decreases/Sales	(12,096,911)	(57,657)
<b>Balance at December 31, 2018</b>	<b>688,549</b>	<b>2,872</b>

The sales price of the own shares detailed in the previous table amounted to 56,783 thousand euros, generating a negative result of 874 thousand euros. This result was recognised under Unrestricted reserves.

# Management Report for the twelve months period ended December 31<sup>st</sup>, 2019

## Stock Exchange Evolution

On April 7th, 2017, Gestamp made its debut as a publicly listed company on the Spanish stock exchanges (Madrid, Barcelona, Bilbao, and Valencia) under the "GEST" ticker. The final offering consisted of 156,588,438 shares (initial offering of 155,388,877 plus final over-allotment option of 1,199,561 shares corresponding to Greenshoe of 23,308,331 shares). The price was set at 5.60 euros per share, representing an initial market capitalization of €3,222 million.

Since December 2017, the company's shares have been included in the IBEX Medium Cap index.

As of December 31st of 2019, 69.79% of the share capital was controlled (directly and indirectly) by Acek Desarrollo y Gestión Industrial S.L. (the Riberas Family industrial holding), being 57.265% owned by Acek and 12.525% by Mitsui. Gestamp's total Free Float amounted to 30.21% as of December 2019 (including shares held by the Board of Directors and Gestamp own shares that JB Capital Markets operates under the liquidity contract).

As of December 31<sup>st</sup>, 2019, Gestamp's shares decreased by -11.5% since the 1<sup>st</sup> of January, implying a market capitalization of €2,433 million at the end of the year. Total volume traded during 2019 stood at 201 million shares or €934.2 million.

The shares reached its maximum level for the year on April 18th 2019 (€5.72) and its minimum level on November 1st 2019 (€3.35). During 2019, our average share price stood at €4.68.

## Dividend policy

In December 2018, the Board of Directors of Gestamp approved a new dividend policy. Gestamp will continue to distribute on an annual basis a total dividend equivalent to approximately 30% of the consolidated net profit for each year, but in two payments, anticipating part of the payment via an interim dividend:

- I. A first payment, through the distribution of an interim dividend, that will be approved pursuant to a resolution of the Board of Directors to be adopted in December of each year and paid between January and February of the following year.
- II. A second payment, through the distribution of an ordinary dividend, that will be approved by virtue of a resolution of the Ordinary General Shareholders' Meeting at the time of approval of the annual accounts and will be paid between the months of June and July of each year.

In line with our policy, the Board of Directors approved the distribution of two cash dividends in 2019 against 2018 financial results. The first one was paid on January 14th, 2019 for a gross amount of 0.065 euros per share and the second one was paid on July 5th, 2019 for a gross amount of 0.070 euros per share.

In December 2019, the Board of Directors approved the distribution of an interim cash dividend against 2019 financial results for a gross amount of 0.055 euros per share, a dividend that was paid on January 14th, 2020.

# Management Report for the twelve months period ended December 31<sup>st</sup>, 2019

## Credit Rating

On May 2013, the Group completed an issuance of bonds through its subsidiary Gestamp Funding Luxembourg, S.A., a company belonging to the Western Europe segment. This issuance was carried out in two tranches, one amounting to 500 million euros at an annual coupon of 5.875%, and the other amounting to 350 million dollars with a 5.625% annual coupon.

On May 4th, 2016 the Group issued a bond, through the subsidiary Gestamp Funding Luxembourg, S.A. for €500 million with an annual coupon of 3.5%. The issuance was used to fully refinance the May 2013 Euro bond and accrued interest. The US dollar bonds issued in May 2013 were fully refinanced on June 17th, 2016 with the tranche A2 of the new syndicated loan granted on May 20th, 2016. The maturity date of the bonds is May 15th, 2023.

On April 20th, 2018 the Group issued a new bond, through the Company for €400 million with an annual coupon of 3.25%. The issuance was used to refinance certain of Gestamp's existing long and short-term debt facilities. The maturity date of the new bonds is April 30th, 2026.

As of December 31st, 2019 Gestamp's corporate credit rating was "BB / stable outlook" by Standard & Poor's and "Ba2 / negative outlook" by Moody's. These ratings were confirmed on May 28th, 2019 by Standard & Poor's and November 11th, 2019 by Moody's.

## Average period for payment to suppliers

The internal processes and payment policy terms of the Company comply with the legal provision of the Law 15/2010, which establishes actions against late payment in commercial transactions. As a result, the contractual conditions in the year 2018 with commercial suppliers for parts manufactured in Spain have included periods of payment equal to or less than 60 days in 2018 and in 2017, according to the second transitory legal provision of the Law.

For efficiency reasons and in line with common standards, the Spanish subsidiaries of the Group have in place a schedule for payments to suppliers, under which payments are made on fixed days, and twice a month in the case of the larger entities.

In general terms, during the fiscal periods 2018 and 2017, payments, for contracts agreed after the entry into force the Law 15/2010 made by Spanish entities to suppliers have not exceeded the legal limits of payment terms. Payments to Spanish suppliers which have exceeded the legal deadline for years 2018 and 2017 have been negligible in quantitative terms and are derived from circumstances or incidents beyond the established payment policy, which primarily include the closing of agreements with suppliers at the delivery of goods or provision of services or handling specific processes.

Additionally, as of December 31, 2019 and 2018 there were no outstanding amounts to suppliers located in Spanish territory that exceeded the legal term of payment.



## **Management Report for the twelve months period ended December 31<sup>st</sup>, 2019**

### **Subsequent events**

On January 23, 2020, The Company signed a new modification of the “Senior Facilities Agreement” initially signed in 2013 with a set of financial institutions. The changes introduced refer to (i) the extension of the expiration date until January 23, 2025 of all the tranches of that financing, eliminating the amortizations established for 2022 and 2023, although the requirement for such extension is established as total or partial redemption of the High-Yield Bond issued in May 2016 prior to June 30, 2021; In case that it was not fully paid or was paid only in part before this date, the due date would be April 30, 2023 for the proportional part equivalent to the part of the 2016 Bond not canceled, (ii) created two new tranches, one in dollars (due to the redenomination of part of the contributions already in euros to US dollars in the amount of 111.3 million US dollars and new contributions in the amount of 61.3 million US dollars) and another in euros amounting to 25.0 million euros and, (iii) a mechanism is established for the cancellation of the real guarantees granted under this financing in case it is the only financing with such guarantees or, there are several with those guarantees real, can be canceled simultaneously.

*This document is a translation into English of an original document drafted in Spanish. This translation is for information purposes only, therefore, in case of discrepancy, the Spanish version shall prevail.*

**MODEL ANNEX I**

**ANNUAL CORPORATE GOVERNANCE REPORT OF  
LISTED COMPANIES**

**IDENTIFICATION DETAILS OF THE**

**END OF REPORTING PERIOD 31/12/2019**

**Tax ID Code A48943864**

**Registered Name:  
GESTAMP AUTOMOCIÓN, S.A.**

**Registered Address:  
Polígono Industrial de Lebario, s/n, Abadiano, 48220, Bizkaia**

**ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES**

**A OWNERSHIP STRUCTURE**

A.1 Complete the following table about the share capital of the company:

Date of last change	Share capital (€)	Number of shares	Number of voting rights
03/03/2017	287,757,180	575,514,360	575,514,360

Remarks

State whether or not there are different classes of shares with different associated rights:

Yes  No

Category	Number of shares	Nominal value per share	Number of voting rights per share	Different rights

Remarks

A.2 Provide a breakdown of the direct and indirect holders of significant shareholdings as of the end of the financial year, excluding directors:

Individual or company name of shareholder	% voting rights attributed to the shares		% voting rights through financial instruments		% total voting rights
	Direct	Indirect	Direct	Indirect	
Acek Desarrollo y Gestión Industrial, S.L.	19.69	50.10	-	-	69.79

Remarks

Details of the indirect shareholding:

Individual or company name of indirect holder	Individual or company name of direct holder	% voting rights attributed to the shares	% voting rights through financial instruments	% total voting rights
Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	50.10	00.00	50.10

Remarks

State the most significant changes in the shareholding structure that have occurred during the financial year:

Most significant changes

A.3 Complete the following tables about members of the board of directors of the company who have voting rights attached to the shares of the company:

Individual or company name of director	% voting rights attributed to the shares		% voting rights through financial instruments		% total voting rights	% voting rights that can be transferred through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Mr. Francisco López Peña	0.14	-	-	-	0.14	-	-
Mr. Javier Rodríguez Pellitero	0.00	-	-	-	0.00	-	-
Mr. Alberto Rodríguez-Fraile Díaz	0.01	-	-	-	0.01	-	-
Mr. Pedro Sainz de Baranda Riva	0.01	-	-	-	0.01	-	-
Mr. Cesar Cernuda Rego	0.00	-	-	-	0.00	-	-

<b>Total percentage of voting rights held by the board of directors</b>	0.16
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Remarks
Mr. Javier Rodríguez Pellitero and Mr. Cesar Cernuda Rego hold a direct stake of 0.002% and 0.004%, respectively, which, together with the stake held by the other Directors, results in a total of 0.166%.

Details of the indirect shareholding:

Individual or company name of director	Name or company name of the direct holder	% voting rights attributed to the shares	% voting rights through financial instruments	% total voting rights	% voting rights that can be transferred through financial instruments

-	-	-	-	-	-
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<b>Remarks</b>

A.4 State, if applicable, the family, commercial, contractual, or corporate relationships between significant shareholders, insofar as they are known to the company, unless they are immaterial or result from the ordinary course of business, except those that are reported in section A.6:

<b>Related individual or company name</b>	<b>Type of relationship</b>	<b>Brief description</b>

A.5 State, if applicable, the commercial, contractual, or corporate relationships between significant shareholders and the company and/or its group, unless they are immaterial or result from the ordinary course of business:

<b>Related individual or company name</b>	<b>Type of relationship</b>	<b>Brief description</b>
Acek Desarrollo y Gestión Industrial, S.L. Gestamp Automoción, S.A.	Contractual	Gestamp Automoción, S.A. (hereinafter referred to as the "Company") and any companies belonging to its group, of which the Company is the parent entity, (hereinafter referred to as the "Group"), have a commercial, contractual or corporate relationship with a significant shareholder or companies belonging to its group. Although they results from the ordinary course of business undertaken under market conditions.  The relationship referred to is described in section D of this report to ensure proper transparency.

A.6 Describe the relationship, unless it is of little relevance to both parties, that exists between significant shareholders or representatives on the board and the directors, or their representatives, in the case of legal person directors.

Explain, where applicable, how significant shareholders are represented. Specifically, any directors who have been appointed on behalf of significant shareholders, those

whose appointment was encouraged by significant shareholders, or who are related to significant shareholders and/or entities in their group, specifying the nature of such relationships, shall be indicated. In particular, mention shall be made, where appropriate, of the existence, identity and position of members of the board, or representatives of directors, of the listed company, who are, in turn, members of the management body, or their representatives, in companies which hold significant shareholdings in the listed company or in group entities of these significant shareholders.

<b>Individual or company name of the related director or representative</b>	<b>Individual or company name of related significant shareholder</b>	<b>Company name of the group company of the significant shareholder</b>	<b>Description of relationship / position</b>
Mr Francisco José Riberas Mera	Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	He has control of Halekulani, S.L., a company that, together with the company Ion-Ion, S.L., controls the significant shareholder Acek Desarrollo y Gestión Industrial, S.L. He is Director Acek Desarrollo y Gestión Industrial, S.L. group and of the companies of the group of which it is the parent company (hereinafter, “Acek Group”).
Mr. Juan María Riberas Mera	Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	He has control of Ion-Ion S.L., a company that, together with the company Halekulani, S.L., controls the significant shareholder Acek Desarrollo y Gestión Industrial, S.L. He is also Director of companies in the Acek Group.
Mr. Francisco López Peña	Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	He is Director of Gestamp 2020, S.L.

Mr. Katsutoshi Yokoi	Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	He is Director of Gestamp 2020, S.L.
Mr. Shinichi Hori	Acek Desarrollo y Gestión Industrial, S.L.	Gestamp 2020, S.L.	He is Director of Gestamp 2020, S.L.
Mr. Shinichi Hori	Acek Desarrollo y Gestión Industrial, S.L.	GRI Renewable Industries, S.L., S.L.	He is Director of GRI Renewable Industries, S.L.

<b>Remarks</b>

A.7 State whether any private shareholders' agreements (*pactos parasociales*) affecting the company pursuant to the provisions of Articles 530 and 531 of the Companies Act (*Ley de Sociedades de Capital*) have been reported to the company. If so, briefly describe them and list the shareholders bound by the agreement:

Yes  No

Participants in the private shareholders' agreement	% of share capital affected	Brief description of the agreement	Expiration date of the agreement, if any
Acek Desarrollo y Gestión Industrial, S.L.	69.79	This private shareholders' agreement was formalised on 23 December 2016 and it was reported by virtue of a Significant Event on 7 April 2017 (Record No. 250532). It regulates, among other aspects, corporate governance matters relating to the General Shareholders' Meeting and the Board of Directors of both Gestamp 2020, S.L., and the Company, as well as the transmission regime of shares of the Company. For further information, see note included in Section H.	-
Mitsui & Co., Ltd			
Gestamp 2020, S.L.			
Mr. Francisco José Riberas Mera	69.79	This protocol was formalised on 21 March 2017 and it was reported by virtue of a Significant Event on 7 April 2017 (Record No. 250503). It regulates specific aspects relating to the ownership and management of the Acek Group. In particular, the protocol regulates the procedure for deciding the direction of the vote of Acek	-
Halekulani S.L.			
Mr. Juan María Riberas Mera			
Ion-Ion, S.L.			
Acek Desarrollo y Gestión Industrial S.L.			

		Desarrollo y Gestión Industrial, S.L., with respect to the agreements adopted in the General Shareholders' Meeting of the Company and of Gestamp 2020, S.L., the first refusal and tag along rights regarding shares of Acek Desarrollo y Gestión Industrial, S.L., and the regime to solve deadlock situations that could affect the Company. For further information, see note included in Section H.	
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<b>Remarks</b>

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

Yes                       No

Participants in concerted action	% of share capital affected	Brief description of the concerted action	Expiration date of the agreement, if any

<b>Remarks</b>

Expressly state whether or not any of such agreements, arrangements or concerted actions have been modified or terminated during the financial year:

Not applicable

A.8 State whether there is any individual or legal entity that exercises or may exercise control over the company pursuant to section 5 of the Securities Market Act (*Ley del Mercado de Valores*). If so, identify it:

Yes                       No

<b>Individual or company name</b>
Acek Desarrollo y Gestión Industrial, S.L.

<b>Remarks</b>
Acek Desarrollo y Gestión Industrial, S.L., controls and has a 75% participation in the capital of Gestamp 2020, S.L. It is also the holder of 50.10% of the share capital and voting rights of the Company. Furthermore, Acek Desarrollo y Gestión Industrial, S.L., holds a 19.69% direct share in the capital of the Company. Therefore, Acek Desarrollo y Gestión Industrial, S.L., controls 69.79% of the voting rights of the Company.
The Riberas family has control of Acek Desarrollo y Gestión Industrial, S.L., given



that it is the indirect holder of its entire share capital through the companies Halekulani, S.L., and Ion-Ion, S.L. At present, Mr. Francisco José Riberas has control of Halekulani, S.L., and Mr. Juan María Riberas has control of Ion-Ion, S.L. The management body of Acek Desarrollo y Gestión Industrial, S.L., comprises two joint directors: Halekulani, S.L., (represented by Mr. Francisco José Riberas) and Ion-Ion, S.L., (represented by Mr. Juan María Riberas).

A.9 Complete the following tables about the company's treasury shares:

**As of year-end:**

Number of direct shares	Number of indirect shares (*)	Total % of share capital
688,549	0	0.12

Remarks
The number of treasury shares of the Company included in this section are those corresponding to the operations carried out under the liquidity contract signed between the Company and JB Capital Markets, Sociedad de Valores, S.A.U. and notified to the market by means of a Significant Event dated 24 September 2018 (record number 269864).

**(\*) Through:**

Individual or company name of direct holder of the interest	Number of direct shares
<b>Total:</b>	

Remarks

Explain any significant changes that have occurred during the year:

Explain any significant changes

A.10 Describe the conditions and duration of the powers currently in force given by the shareholders to the board of directors in order to issue, repurchase or transfer own shares of the company:

The Company's General Shareholders' Meeting, held on 3 March 2017, agreed, under point nine of the agenda, to authorise the Company's Board of Directors to acquire treasury shares subject to the following conditions:

- The acquisitions shall be undertaken by the Company itself or through subsidiary companies.
- The acquisitions shall be undertaken through purchases, swaps, dation in payment or through any other legally valid transaction.

- The maximum number of own shares shall not exceed that legally established.
- The minimum price shall be the nominal value.
- The maximum price shall be the market value on the date of the acquisition, increased by 10%.
- The authorisation is granted for a maximum term of 5 years starting from the date the agreement is adopted.

A.11 Estimated free float:

	%
<b>Estimated free float:</b>	29.93

<b>Remarks</b>

A.12 State whether there are any restrictions (statutory, legislative or of any kind) on the transfer of securities and/or any restrictions on voting rights. In particular, state whether there are any type of restrictions that may hinder the takeover of the company by means of the acquisition of its shares on the market, as well as any systems regarding prior authorisation or communication which, regarding the acquisitions or transfers of the company's financial instruments, are applicable to it by sectorial regulations.

Yes

No

<b>Description of restrictions</b>

There are no statutory or legislative restrictions on the transfer of securities and or voting rights.

As stated in Section A.7 of this Annual Corporate Governance Report, Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd and Gestamp, 2020, S.L., formalised an agreement on 23 December 2016, which governs, among other aspects, the system for transferring the shares of the Company, owned by the shareholders who formalised said agreement. This transfer regime could hinder a takeover of the Company by means of the acquisition of its shares on the market. For further information see the Significant Event of 7 April 2017 (Record No. 250532) and the note included in section H.

Similarly, as stated in the aforementioned section, Mr. Francisco José Riberas Mera, Halekulani, S.L., Mr. Juan María Riberas Mera, Ion-Ion S.L., and Acek Desarrollo y Gestión Industrial, S.L., formalised a protocol on 21 March 2017, which governs, among other aspects, the procedure for deciding the direction of the vote of Acek Desarrollo y Gestión Industrial, S.L., in the Company. This the procedure for deciding the direction of the vote could hinder the takeover of the Company by means of the acquisition of its shares on the market. For further information, see the Significant Event of 7 April 2017 (Record No. 250503) and the note included in section H.

A.13 State whether or not the shareholders acting at a general shareholders' meeting have approved the adoption of breakthrough measures in the event of a takeover bid pursuant to the provisions of Law 6/2007.

Yes

No

Explain the approved measures and the terms on which the restrictions will become ineffective.

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

Yes

No

If applicable, specify the different classes of shares, if any, and the rights and obligations attached to each class of shares.

The Company has issued promissory notes that are traded on the Alternative Fixed-Income Market (MARF).

Also, the Company has issued two senior notes traded on the Euro MTF market of the Luxembourg Stock Exchange, one through the wholly-owned investee Gestamp Funding Luxembourg, S.A., and the other in which the Company itself has acted as the issuer.

For further information relating to these debt instruments, see the website of the abovementioned markets: [www.bmerf.es](http://www.bmerf.es) and [www.bourse.lu](http://www.bourse.lu), respectively.

**B****GENERAL SHAREHOLDERS' MEETING**

B.1 State and, if applicable, describe whether or not there are differences with the minimum requirements set out in the Companies Act (LSC) regarding the quorum needed to hold a general shareholders' meeting.

Yes No 

	<b>% quorum differing from that established in Art. 193 of Spanish Capital Companies Act (LSC) for general cases</b>	<b>% quorum differing from that established in Art. 194 LSC for special cases pursuant to Art. 194 LSC</b>
<b>Quorum required on 1st call</b>		
<b>Required quorum upon 2nd call</b>		

<b>Description of the differences</b>

B.2 State and, if applicable, describe any differences from the rules set out in the Companies Act for the adoption of corporate resolutions:

Yes No 

Describe how they differ from the rules provided by the Companies Act.

	<b>Qualified majority other than that established in Article 201.2 of the Companies Act for the cases set forth in Article 194.1 of the Companies Act</b>	<b>Other instances in which a qualified majority is required</b>
<b>% established by the entity for the adoption of resolutions</b>		
<b>Describe the differences</b>		

B.3 State the rules applicable to the amendment of the by-laws of the company. In particular, disclose the majorities provided for amending the by-laws, and any rules provided for the protection of the rights of the shareholders in the amendment of the by-laws.

The By-laws of the Company do not establish different or additional rules to those set out by law for the amendment of by-laws.

In this regard, according to the provisions under Article 13.3 of the Company's By-laws, in order for the General Shareholders' Meeting to validly agree any by-law amendment, the following shall be required: on first call, the absolute majority of shareholders present, either in person or by proxy, provided they hold at least fifty percent of the subscribed share capital with voting rights; and, on second call, the favourable vote of two thirds of shareholders present, either in person or by proxy, at the General Shareholders' Meeting, when there are shareholders representing twenty-five percent or more of the subscribed share capital with voting rights, without reaching fifty percent.

- B.4 State the data on attendance at the general shareholders' meetings held during the financial year referred to in this report and those of the two previous financial years:

Date of general shareholders' meeting	Attendance data				% Total
	% of shareholders present in person	% of shareholders represented by proxy	% absentee voting		
			Electronic voting	Others	
06/05/2019	0.53	77.10	0	5.22	82.85
Of which free float:	0.36	7.31	0	5.22	12.89
07/05/2018	0.41	83.15	0	0.15	83.71
Of which free float:	0.27	11.88	0	0.15	12.30
22/03/2017	0	100	0	0	100
Of which free float:	0	0	0	0	0
03/03/2017	0	100	0	0	100
Of which free float:	0	0	0	0	0

Remarks
For the sake of clarity, the data on attendance in person includes those shareholders natural persons present at the General Shareholders' Meeting. On the other side, data on attendance represented includes shareholders natural persons represented by proxies present at the General Shareholders' Meeting and shareholders legal entities which are largely the majority of the share capital. Also, the data on % absentee voting ("others") includes those votes received by ordinary mail.

- B.5 State whether at the general meetings held throughout the year there were any items on the agenda that, for any reason, were not approved by the shareholders.

Yes

No

Agenda items not approved	% votes against (*)

- (\*) If the non-approval of the item is due to a reason other than a vote against, it is to be explained in the text part, placing "n/a" in the column "% votes against".

B.6 State whether or not there are any by-law restrictions requiring a minimum number of shares to attend the general shareholders' meeting, or to vote remotely:

Yes  No

Number of shares required to attend the general shareholders' meeting	
Number of shares required to vote remotely	

B.7 State whether it has been established that certain decisions, other than those established by law, which involve the acquisition, disposal or contribution of essential assets to another company or other similar corporate operations, must be subject to the approval of the general shareholders' meeting.

Yes  No

Explanation regarding the decisions to be submitted to the board, other than those established by law

B.8 State the address and method for accessing the company's website to access information regarding corporate governance and other information regarding general shareholders' meetings that must be made available to the shareholders through the Company's website.

On the Company's website ([www.gestamp.com](http://www.gestamp.com)), there is a Corporate Governance section, which can be accessed from the home page via the "Investors and Shareholders" section. In this section on Corporate Governance, information on the Company's corporate texts, the General Shareholders' Meeting and on the Board of Directors and its committees, among other content, can be accessed.

This section of "Corporate Governance" is accessible in two clicks from the home page.

**C STRUCTURE OF THE COMPANY'S MANAGEMENT**

**C.1 Board of directors**

C.1.1 Minimum and maximum number of directors provided for in the Articles of Association and the number set by the General Meeting:

<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	9
<b>Number set by the general meeting</b>	12

<b>Remarks</b>

C.1.2 Complete the following table identifying the members of the board:

<b>Individual or company name of director</b>	<b>Representative of</b>	<b>Category of director</b>	<b>Position on the Board</b>	<b>Date of first appointment</b>	<b>Date of last appointment</b>	<b>Election procedure</b>
Mr. Francisco José Riberas Mera	-	Executive	Executive Chairman	22/12/1997	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Francisco López Peña	-	Executive	CEO	05/03/2010	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Juan María Riberas Mera	-	Proprietary	Vice-chairman	22/12/1997	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Shinichi Hori	-	Proprietary	Member	04/04/2018	04/04/2018	Agreement of the Board of Directors
Mr. Katsutoshi Yokoi	-	Proprietary	Member	04/04/2019	04/04/2019	Agreement of the Board of Directors
Mr. Alberto Rodríguez-Fraile Díaz	-	Coordinating Independent Director	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Javier Rodríguez Pellitero	-	Independent	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Mr. Pedro Sainz de Baranda Riva	-	Independent	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Ms. Ana	-	Independent	Member	24/03/2017	24/03/2017	General

García Fau						Shareholders' Meeting Agreement.
Mr. César Cernuda Rego	-	Independent	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.
Mrs. Concepción Rivero Bermejo	-	Independent	Member	29/07/2019	29/07/2019	Agreement of the Board of Directors
Mr. Gonzalo Urquijo Fernández de Araoz	-	Other External Directors	Member	24/03/2017	24/03/2017	General Shareholders' Meeting Agreement.

<b>Total number of directors</b>	12
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State any resignations, dismissals or vacancies that have occurred for any other reason on the Board of Directors during the reporting period:

Individual or company name of director	Class of director at time of vacancy	Date of last appointment	Date of vacancy	Specialist Committees of which he/she was a member	Indicate whether the resignation/dismissal took place before the end of the term of office
Mr. Tomofumi Osaki	Proprietary	24/03/2017	02/04/2019	-	Yes
Mr. Geert Maurice van Poelvoorde	Other External	24/03/2017	15/07/2019	-	Yes

Reason for resignation/dismissal and other observations
Mr. Noboru Katsu resigned as a member of the Board of Directors and of the Company's Nomination and Compensation Committee by means of a letter sent to the Board of Directors in which he expressly justifies that his resignation is due to a change in his position within the organisational structure of Mitsui & Co. Ltd. Also, Mr. Geert Maurice van Poelvoorde resigned as a member of the Board of Directors by means of a letter sent to the Board of Directors in which he expressly justifies that his position within the Arcelormittal Group would prevent him from performing the role of director of the Company with the necessary dedication.

C.1.3 Complete the following tables about the members of the board and each member's status:

#### **EXECUTIVE DIRECTORS**

Individual or company name of director	Position within the company's structure	Profile
Mr. Francisco José Riberas Mera	Executive Chairman.	He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid. He began his professional career by taking on different positions in the Gonvarri Group as



		<p>Director of Corporate Development and later as Managing Director. In 1997 he created the Company and since then he has been its Executive Chairman, shaping over time what the Group is today.</p> <p>He sits on the management bodies of other Group companies and of companies in the Acek Group (including companies in the Gonvarri Group, Acek Energías Renovables and Inmobiliaria Acek). He is also a member of other Boards of Directors outside the Acek Group such as: Telefónica, CIE Automotive, General de Alquiler de Maquinaria (GAM) and Sideacero. In addition, he participates in the Endeavor Foundation and is the Chairman of the Family Business Institute, among others.</p>
Mr. Francisco López Peña	CEO	<p>He holds a degree in Civil Engineering from the Polytechnic University of Barcelona and a Master of Business Administration (MBA) from the IESE Business School, Barcelona.</p> <p>He has extensive experience in the vehicle parts sector with over 18 years in the Group. Previously, he held executive management positions in companies in sectors such as industrial mining and textiles. In 1998 he joined the Group as Director of Corporate Development, becoming Vice Chairman and CFO in 2008 and then CEO in 2017.</p> <p>He is a Director of several subsidiaries of the Company.</p>

<b>Total number of executive directors</b>	2
<b>Total % of the board</b>	16.67%

<b>Remarks</b>

#### **EXTERNAL PROPRIETARY DIRECTORS**

<b>Individual or company name of director</b>	<b>Individual or company name of the significant shareholder represented by the director or that has proposed the director's appointment</b>	<b>Profile</b>
Mr. Juan María Riberas Mera	Acek Desarrollo y Gestión Industrial, S.L.	He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid.

		<p>He is currently Chief Executive Officer of the Gonvarri Group and the Group Acek Energías Renovables S.L.. He began his professional career in the Corporate Development area of the Gonvarri Group, where he later became Chief Executive Officer, a position he currently holds. In 2007, he promoted the creation of the Group Acek Energías Renovables, S.L., holding the position of Executive Chairman ever since.</p> <p>He is Chairman of the Board of Directors of Gonvarri and Acek Energías Renovables, S.L. and a member of the management bodies of the subsidiaries of these companies. He is also a member of the board of Acek Group companies (including the Inmobiliaria Acek Group). Outside the Acek Group, he sits on the Boards of Directors of CIE Automotive, S.A. and companies in the Sideacero, S.L. Group. He is also a Director of the Juan XXIII Foundation, among others.</p>
Mr. Shinichi Hori	Acek Desarrollo y Gestión Industrial, S.L.	<p>He has a degree in Commerce from Waseda University, Tokyo. He also holds a master's degree in business from MIT, Sloan School of Management, Massachusetts.</p> <p>He has extensive experience in the steel sector, having worked for over 30 years in the Mitsui &amp; Co. Ltd. Group, where he worked in different international positions and where he is currently the General Director and Director of Operations of the Iron and Steel Products Business Unit. He began his professional career at Mitsui &amp; Co. Ltd. Group in the area of Planning and Administration of the Iron and Steel Division, later holding different managerial positions in the USA and Japan. In 2009 he was appointed Deputy Chairman and CEO of Grupo Mitsui &amp; Co. Ltd. Group. He was subsequently appointed General Director of the International Investment and Project Planning Unit of the Iron and Steel Division of the Mitsui &amp; Co Ltd. Group. In 2014 he became Vice Chairman of Mitsui &amp; Co. (USA) and Director of Operations of the Steel division in USA overseeing the business of the entire region. He also served as member of the Board of Directors of several Mitsui's investee companies related to the automotive sector. Prior to his current position, he was the General Director of the Washington D.C. offices.</p> <p>He is also a member of the Board of Directors of Mitsui &amp; Co. Steel and other Group companies.</p>
Mr. Katsutoshi Yokoi	Acek Desarrollo y Gestión Industrial, S.L.	<p>He holds a degree in International Politics, Economics and Business by the Aoyama Gakuin University, Tokyo.</p>

		<p>In 1988 joined Mitsui &amp; Co. Ltd. where he has been developing his professional career with more than 30 years of experience in the iron and steel products business. He started his career at the Tokyo head office, working for the Coated Steel Products department. Between 1997 and 2005 worked for Mitsui in the US, where he came to hold the position of Vice President of Mitsui Steel, Inc. at New York office. In 2005, back in Japan, he held different leadership positions at the Tokyo head office such as General Manager of different steel divisions and business units as well as at the Corporate Planning &amp; Strategy department. In 2016, he came back to the US as Senior Vice President of the Iron and Steel Products Division. Currently is the General Manager of Automotive Parts Business Division of the Iron &amp; Steel Products Business Unit.</p> <p>He is also on the Board of Directors of several Mitsui's investees companies (including certain companies of the Gestamp Group).</p>
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<b>Total number of proprietary directors</b>	3
<b>Total % of the board</b>	25%

<b>Remarks</b>

**EXTERNAL INDEPENDENT DIRECTORS**

<b>Individual or company name of director</b>	<b>Profile</b>
Mr. Alberto Rodríguez-Fraile Díaz	<p>He holds a Degree in Business Administration from the University of Miami and participated in the PADE programme (<i>Senior Business Management</i>) at the IESE Business School of Madrid. He also has certifications from the Securities Exchange Commission and the National Association of Securities Dealers, such as: Registered Options Principal, Financial and Operation Principal, Securities Principal.</p> <p>He started his professional career as a financial consultant at Merrill Lynch. Over the last 30 years he has worked for Asesores y Gestores Financieros (A&amp;G), a company of which he is a founding partner, shareholder and the Chairman of its Board of Directors. Furthermore, he is a member of the board of A&amp;G Group companies.</p>
Mr. Javier Rodríguez Pellitero	<p>He holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid.</p> <p>He is Secretary General of the Spanish Banking Association (AEB). He is also the Chairman of the Fiscal and the Legal Committee of the AEB, member of the Legal Committee of the European Banking Federation and member of the Consultation Committee of the National Securities Market Commission (CNMV). He started his professional career at the law firm Uría &amp; Menéndez and was subsequently a Head State Lawyer in Zamora. At the CNMV, he</p>

	<p>held several important positions, such as Managing Director of Legal Services and Secretary of the Board. He also acted as Secretary of the Special Work Group that produced the 2006 Unified Code of Good Governance for Listed Companies. He was also a member of the Commission of Experts that produced the 2015 Code of Good Governance for Listed Companies.</p> <p>He is also a Director of Engie España, S.L.U.</p>
Mr. Pedro Sainz de Baranda Riva	<p>He holds a Degree in Mine Engineering from the University of Oviedo and a PhD in Engineering from Rutgers University in New Jersey. He also holds a Master's Degree in Business Administration from the MIT, Sloan School of Management, Massachusetts.</p> <p>He is currently the founding partner of the investment company, Sainberg Investments. A large part of his professional career was undertaken at the United Technologies Corporation Group, where he held different managerial positions with an international scope. He started as an R&amp;D engineer at United Technologies, Connecticut, and later became the General Manager of Engineering and of New Technologies. He was the General Manager of New Installations at Otis Elevator in Mexico, Managing Director of Otis in Portugal, CEO of Zardoya Otis and Chairman of the Southern Europe and Middle East area at Otis Elevator Company and, finally, Executive Chairman of the Otis Elevator Company group.</p> <p>He is a member of the Board of Directors of Scalpers Fashion, Naturgy Energy Group and the Social Council of the Carlos III University of Madrid. In the past, he formed part of the management bodies of certain companies belonging to the Zardoya Otis Group. He is also member of the Board of the Princess of Asturias Foundation.</p>
Ms. Ana García Fau	<p>She holds a Degree in Law and a Degree in Business Management and Economics from the Comillas Pontifical University (ICADE E-3) of Madrid. She also holds a Master of Business Administration (MBA) from the MIT, Sloan School of Management, Massachusetts.</p> <p>She currently sits on the Boards of Directors of Technicolor, Eutelsat Communications, Merlin Properties, DLA Piper and Globalvia. She started her professional career working at McKinsey &amp; Co., for Wolff Olins and Goldman Sachs International. She is also a member of the advisory councils of the mutual benefit fund of the Spanish Lawyers, Pictet Wealth Management España and Salesforce Association in Spain.</p> <p>At TPI- Páginas Amarillas (Telefónica Group) she was General Director of the Corporate Development area and subsequently Chief Financial Officer. She formed part of the Boards of Directors of different companies under the TPI Group. In the Hibu Group (formally Yell) she held different managerial positions, such as CEO of Yell for business in Spain and Latin America for 7 years, and as Global General Director of Business Strategy and Development, as well as being a member of its Global Steering Committee, taking part of the company's digital transformation strategy.</p>
Mr. César Cernuda Rego	<p>He holds a Degree in Business Administration and Marketing from the ESIC University, Business &amp; Marketing School, Madrid. Furthermore, he participated in the Managerial Development Programme (PDD) at the IESE Business School in Madrid, as well as in the Executive Leadership programme at Harvard University, Massachusetts.</p> <p>He is currently the Chairman of Microsoft Latin America and Vice-chairman of Microsoft Corporation. He started his professional career in the banking sector at Banco 21 (Banco Gallego) and subsequently worked at Software AG.</p>

	<p>Over the last 20 years he has held different managerial positions on an international level for Microsoft. These positions include being Managing Director of Microsoft Business Solutions in Europe, the Middle East and Africa; Global Vice-chairman of Microsoft Business Solutions; Vice-chairman of Sales, Marketing and Services at Microsoft Latin America, and Chairman of Microsoft for Asia-Pacific.</p> <p>He is currently a member of the Board of Directors of the Americas Society/Council of the Americas, as well as of the Trust of the Americas, representing Microsoft.</p>
Mrs. Concepción Rivero Bermejo	<p>She holds a degree in Economics and Business Administration from the Autonomía University of Madrid, as well as an Advance Management Program from IESE, Madrid, and an Executive Program from Singularity University, California.</p> <p>She is partner of Seeliger y Conde, executive search firm. She started her career at Telyco (a subsidiary of Telefonica) as Product Marketing Director. After that, she was Marketing Director at Amena (now called Orange) and Marketing Director at Xfera (now called Yoigo). Later on, she worked for Nokia as CEO of the Iberia business and as SVP of Telefonica global business at Nokia for 7 years while also serving as a member of the Global Brand Board of the company. After that, she moved to Telefonica as Global Director of the Devices Business Unit, and later, as Global Marketing Director. Her last role at Telefonica was as Deputy General Director of Digital and Commercial Global Unit. Afterwards, she was Senior Advisor at Ericsson and President of the International Women Forum.</p> <p>She currently serves as independent director at Cellnex Telecom (IBEX35). She also serves as member of the advisory board of Mutual Society of Lawyers, Madein Mobile and TuvSud. Furthermore, she is today member of the board of the Spanish Directors Association (AED) and Vice-President of International Women Forum Spain.</p>

<b>Total number of independent directors</b>	6
<b>Total % of the board</b>	50%

<b>Remarks</b>

State whether or not any director classified as independent receives from the company or its group any amount or benefit for items other than director remuneration, or maintains or has maintained during the last financial year a business relationship with the company or with any company of its group, whether in the director's own name or as a significant shareholder, director or senior officer of an entity that maintains or has maintained such relationship.

If applicable, include a reasoned statement of the director regarding the reasons for which it is believed that such director can carry out the duties thereof as an independent director.

<b>Individual or company name of director</b>	<b>Description of the relationship</b>	<b>Reasoned statement</b>

Not applicable.

**OTHER EXTERNAL DIRECTORS**

Identify the other external directors and describe the reasons why they cannot be considered proprietary or independent directors as well as their ties, whether with the company, its management or its shareholders:

Individual or company name of director	Reasons	Company, officer or shareholder with which the director has ties	Profile
Mr. Gonzalo Urquijo Fernández de Araoz	He was a director of the Company for a continuous period of over 12 years.	Gestamp Automoción, S.A.	<p>He holds a degree in Economics and Political Science from Yale University, Connecticut and an MBA from Instituto de Empresa, Madrid.</p> <p>He is currently the Executive Chairman of Abengoa. He began his professional career in the banking sector, working in different positions for Citibank and Crédit Agricole. He later became Director and Chief Financial Officer of Corporación J M Aristrain and Chief Financial Officer of Aceralia Corporación Siderúrgica. In the ArcelorMittal Group he held different managerial positions, such as Vice President of Stainless Steel, Long Products and China, Head of the areas of AACIS, AMDS, or Director of Tubular Products, CSR, Communication, Institutional Relations and Occupational Safety. Subsequently, before taking up his current position, he was Director of Strategy at ArcelorMittal.</p> <p>He is a member of the Board of Directors of Ferrovial and Fertiberia. He is also chairman of the Focus Foundation, Hesperia Foundation and member of the Board of the Princess of Asturias Foundation. He was a member of the Board of Directors of: Aceralia, Aperam, Atlantica Yield and Vocento, and also of Holding Gonvarri, and of certain companies in the ArcelorMittal Group.</p>

<b>Total number of other external directors</b>	1
<b>Total % of the board</b>	8.33%

State the changes, if any, in the class of each director during the period:

Individual or company name of director	Date of change	Former class	Current class
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<b>Remarks</b>

C.1.4 Complete the following table with information regarding the number of female directors for the last 4 financial years, as well as the status of such directors:

	Number of female directors				% of total directors of each class			
	Year t	Year t-1	Year t-2	Year t-3	Year t	Year t-1	Year t-2	Year t-3
<b>Executive</b>	0	0	0	0	0	0	0	0
<b>Proprietary</b>	0	0	0	0	0	0	0	0
<b>Independent</b>	2	1	1	0	33.33	20.00	20.00	0
<b>Other external</b>	0	0	0	0	0	0	0	0
<b>Total:</b>	2	1	1	0	16.66	8.33	8.33	0

<b>Remarks</b>

C.1.5 State 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. Small and medium-sized entities, according to the definition contained in the Auditing Act, shall report, as a minimum, on the policy they have established regarding gender diversity.

Yes  No  Partial Policies

If so, describe these diversity policies, their objectives, the measures and how they have been implemented and their results for the year. Also state the specific measures adopted by the Board of Directors and the Appointments and Remuneration Committee to achieve a balanced and diverse presence of directors.

If the company does not implement a diversity policy, explain why not.

Description of the policies, objectives, measures and the way in which they have been implemented, as well as the results obtained
<p>The Selection Policy of the Board of Directors approved by the Company's Board of Directors on 14 December 2017, at the proposal of the Nomination and Compensation Committee, sets out the procedures and mechanisms for the selection of Directors in order for the Company's Board of Directors to have the knowledge, skills and experience necessary to guarantee suitable governance of the Company at all times. This policy sets out the underlying principles that are to govern it, which include the following:</p> <ul style="list-style-type: none"> <li>• <u>Equal treatment and transparency.</u> This principle states that the selection of directors shall be transparent and free from implicit bias, so as to guarantee the same opportunities for all qualified candidates.</li> </ul>

- Diversity. This principle states that diversity of experience, knowledge and gender is to be encouraged.

The Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors sets out the knowledge, skills, diversity and experience that the Board of Directors as a whole must possess such that it serves as a reference and support tool for the Selection Policy of the Board of Directors. This guide, approved on 14 December 2017 by the Board of Directors at the proposal of the Nomination and Compensation Committee, develops the aforementioned principles and establishes that, for the purposes of selecting candidates and re-electing Directors, and in the face of equal knowledge and experience, diversity is to be encouraged, thus preventing discrimination on grounds of gender, age, culture, religion and race, and that the composition of the Board of Directors is to be in accordance with the demographic reality of the markets in which the Company operates.

In view of the vacancy that arose during 2019 and in order to comply with the provisions of the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience and to promote diversity in the Board, the Nomination and Compensation Committee agreed at its meeting on 25 July 2019 to adopt the measure that, given the equal knowledge and experience of the different candidates, it would be advantageous for the vacancy to be filled by a woman.

In this respect, in accordance with Article 41. 1. (b) of the Board of Directors' Regulations, the Nomination and Compensation Committee verified compliance with the aforementioned Board of Directors Selection Policy at its meeting on 17 December 2018, and no deficiencies in its implementation were identified.

- C.1.6 Explain any measures, if appropriate, approved by the appointments committee in order for selection procedures to be free of any implied bias that hinders the selection of female directors, and in order for the company to deliberately search for women who meet the professional profile that is sought and include them among potential candidates in order to allow for a balanced presence of men and women:

As set out in Section C.1.5. of the Board of Directors Selection Policy, which was approved, equal treatment and diversity shall be inspirational principles of director selection processes. The policy establishes that the selection process of possible directors shall be based on an analysis of the duties and the skills required to adequately meet the diversity profile of the Board of Directors, among other profiles, based on that set out in the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors. The guide contains the main criteria that were followed to design the composition of the current Board of Directors and that are to be followed when it comes to filling future vacancies while no amendments are made.

Some of the stand-out principles include favouring the selection of candidates and the re-election of directors, who have the necessary knowledge and experience, favouring diversity and preventing discrimination on grounds of gender, among other reasons.

In this sense, as described in section C.1.17, the action plan drawn up by the Nomination and Compensation Committee for the approval of the Board of Directors at its first meeting of 2020, includes some recommendations to be performed, between others, the monitoring of the fulfilment of the diversity principle stated in the Selection Policy of the Board of Directors and the



Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors.

Additionally, as mentioned above, because of the vacancy that arose in the Board during 2019 due to the resignation of Mr. Geert Maurice Van Poelvoorde, the Company's Nomination and Compensation Committee agreed at its meeting of 25 July 2019 to adopt the measure that, given the equal knowledge and experience of the different candidates, it would be advantageous for the vacancy to be filled by a woman. In application of said measure, the Board of Directors finally appointed Ms. Concepción Rivero Bermejo as a Director through the co-opted process, after a report from the Nomination and Compensation Committee.

If there are few or no female directors despite any measures adopted, if applicable, describe the reasons why:

Explanation of reasons

As referred to in section C.1.5., the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors establishes as a fundamental principle, the promotion of the selection of candidates who, having the necessary knowledge and experience, benefit diversity, thus preventing discrimination on grounds of gender, among others. Likewise, the Nomination and Compensation Committee, at its meeting of 25 July 2019, approved a measure to be applied in the selection process for candidates applying for the Director position, in that, given the equal knowledge and experience of the candidates, it would be preferable for the vacancy to be filled by a woman. Notwithstanding the foregoing, during the 2019 financial year the aforementioned measures have been applied only on one occasion since, firstly, there have been no vacancies during the year due to the expiration of the positions of the Board of Directors (the vast majority of the positions expire in 2021) and, secondly, the first of the two vacancies occurring during the year was caused by the resignation of the Proprietary Director Mr. Tomofomi Osaki, a vacancy that, given his status as a proprietary director, was filled by another Director, previously proposed as a candidate by the shareholder Acek Desarrollo y Gestión Industrial, S.L. (in application of the shareholder agreement described in section A.7).

The other vacancy that emerged during 2019 arose due to the resignation of the Other External Director, Mr. Geert Maurice Van Poelvoorde, a vacancy that, in this case, was filled by Ms. Concepción Rivero Bermejo in application of the measure agreed by the Nomination and Compensation Committee, in that, given the equal knowledge and experience of the different candidates, it would be preferable for the vacancy to be filled by a woman.

- C.1.7 Explain the conclusions of the appointments committee regarding verification of compliance with the director selection policy. In particular, explain how said policy is fostering the goal for the number of female directors to represent at least 30% of all members of the board of directors by 2020.

The Nomination and Compensation Committee at its meeting on 16 December 2019 verified compliance with the Selection Policy of the Board of Directors in financial year 2019. During this year, only two vacancy occurred:

- On one part, in the context of the resignation submitted by Mr.

Tomofumi Osaki as a proprietary member of the Board of Directors, with effect from 2 April 2019. The Company's Board of Directors formally recognised this resignation and, in accordance to the shareholders agreement between Acek Desarrollo y Gestión Industrial, S.L. and Mitsui & Co. Ltd. described in section A.7., co-opted Mr. Katsutoshi Yokoi as a member of the Board of Directors on a proprietary basis.

Prior to this, given the prospect of the resignation of Mr. Tomofumi Osaki, on 3 April 2019 the Nomination and Compensation Committee, in accordance with Article 529r of the Spanish Companies Act and Article 41.1. (f) of the Board of Directors' Regulations, drew up the corresponding report on the proposal for the appointment of Mr. Katsutoshi Yokoi. As stated in the aforementioned report, the Nomination and Compensation Committee took into account the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors regarding the Board of Directors in its assessment of the proposed appointment and concluded that Mr. Katsutoshi Yokoi had the competence, experience and merits required to hold the position of member of the Board of Directors of the Company.

- On the other hand, in the context of the resignation submitted by Mr. Geert Maurice Van Poelvoorde as a member of the Board of Directors as an external director, and effective as of 15 July 2019. The Company's Board of Directors formally became aware of said resignation and appointed, through the co-opted process, Ms. Concepción Rivero Bermejo as a member of the Board of Directors, in the capacity of independent director.

Upon the resignation of Mr. Geert Maurice van Poelvoorde, in order to increase the number of female directors on the Company's Board of Directors and encourage the selection thereof, the Nomination and Compensation Committee on 25 July 2019 it was agreed to adopt the measure that given the equal knowledge and experience of the different candidates, it would be preferable for the vacancy to be filled by a woman. In accordance with the provisions of article 529 (10) of the Companies Act and 41.1. (f) of the Regulations of the Board of Directors, the Committee prepared the corresponding report proposing the appointment of Ms. Concepción Rivero Bermejo, in application of the measure to encourage the referred diversity. As stated in the aforementioned report, the Nomination and Compensation Committee took into account the Selection Policy of the Board of Directors and the The Guidelines for the knowledge, skills, diversity and experience in its assessment of the proposed appointment and concluded that Ms. Concepción Rivero Bermejo had the competence, experience and merits required to hold the position of member of the Company's Board of Directors.

- C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed at the proposal of shareholders whose shareholding interest is less than 3% of share capital:

Individual or company name of shareholder	Reason

State if there has been no answer to formal petitions for presence on the board received from shareholders whose shareholding interest is equal to or greater than that of others at whose proposal proprietary directors have been appointed. If so, describe the reasons why such petitions have not been answered:

Yes  No

Individual or company name of shareholder	Explanation

C.1.9 State, where applicable, the powers and faculties granted by the board of directors to directors or to board committees:

Individual or company name of director or committee	Explanation
Mr. Francisco José Riberas Mera	In a meeting held on 3 March 2017, the Company's Board of Directors appointed Mr. Francisco José Riberas Mera as CEO, delegating to him all the powers inherent to the Board of Directors, including executive powers, except for those which cannot be delegated by law or under the Articles of Association.
Mr. Francisco López Peña	In a meeting held on 14 December 2017, the Company's Board of Directors appointed Mr. Francisco López Peña as CEO, delegating to him all the powers inherent to the Board of Directors, including executive powers, except for those which cannot be delegated by law or under the Articles of Association.

C.1.10 Identify, where applicable, the members of the board who hold the position of directors, representatives of directors or executives in other companies that form part of the listed company's group:

Individual or company name of director	Name of entity within the group	Position	Does he/she have executive duties?
Mr. Francisco José Riberas Mera.	Adral Matricería y Puesta a Punto, S.L.	Representative (natural person) of	YES

		sole director (legal person)	
Mr. Francisco José Riberas Mera.	Autotech Engineering Deutschland GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering R&D, UK Limited	Chairman	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering R&D USA, Inc	Sole Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering Spain, S.L.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering France, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Tooling Erandio, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Beyçelik Gestamp Otomotiv Sanayi Anonim Sirketi	Vice-chairman	NO
Mr. Francisco José Riberas Mera.	Diede Die Development, S.L.	Representative (natural person) of Sole Director (legal person).	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Components (Kunshan) Co., Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Hauzenberg, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Hengersberg, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Italia, S.R.L	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Kamenice, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Michigan, INC.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive SLP, S.A.P.I. DE C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive SLP Servicios Laborales, S.A.P.I. DE C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha North America Technologies, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Edscha Briey, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Burgos, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Edscha Engineering France, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Edscha Engineering, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas	Edscha Hauzenberg Real Estate, GmbH & Co KG	Joint and Several	YES

Mera.		Director	
Mr. Francisco José Riberas Mera.	Edscha Hengersberg Real Estate, GmbH & Co KG	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Holding, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Hradec, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Kunststofftechnik, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Edscha Santander, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Edscha Velky Meder, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp 2008, S.L.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Finance Slovakia, S.R.O.	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Almussafes Mantenimiento de Troqueles, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Palau, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Automotive India, Private Limited	Board Member	NO
Mr. Francisco José Riberas Mera.	Gestamp Holding Mexico, S.L	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Holding Argentina, S.L	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Autocomponents Dongguan, Co. Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Autocomponents Kunshan, Co. Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Abrera, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Aguas Calientes, S.A. de C.V.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Alabama, LLC	Sole director	YES
Mr. Francisco José Riberas Mera.	Gestamp Aragón, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Aveiro- Industria e accesorios de Automoveis, S.A.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Bizkaia, S.A.	Representative (natural person) of sole director (legal person)	YES

Mr. Francisco José Riberas Mera.	Gestamp Cartera de Mexico, S.A. de C.V.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Cerveira, Lda	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Chattanooga, LLC	Sole director	YES
Mr. Francisco José Riberas Mera.	Gestamp Esmar, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Estarreja, LDA	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Global Tooling, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Griwe Haynrode, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Griwe Westerburg, GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Hardtech, A.B.	Board Member	NO
Mr. Francisco José Riberas Mera.	Gestamp Holding China, A.B.	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Holding Rusia, S.L.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Hungária Kft	CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Ingeniería Europa Sur, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Kartek Corp.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Levante, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Linares, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Louny S.R.O.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Manufacturing Autochasis, S.L	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Mason, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Metalbages, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas	Gestamp Mexicana de Servicios Laborales, S.A.	Chairman	NO

Mera.	De C.V.		
Mr. Francisco José Riberas Mera.	Gestamp Mexicana de Servicios Laborales II, S.A. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Navarra, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp North America, Inc.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp North Europe Services, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Noury S.A.S	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Palencia, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Polska Sp. Z. O. O.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Puebla II, S.A. De C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Puebla S.A. De C.V.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Ronchamp, S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Services India Private Limited	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Servicios Laborales de Toluca S.A. de C.V	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Servicios, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Solblank Barcelona, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Solblank Navarra, S.L.U.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp South Carolina, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Automotive Chennai Private Limited	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Sweden, A.B.	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Tech, S.L.	Representative (natural person) of sole director (legal person)	YES

Mr. Francisco José Riberas Mera.	Gestamp Toledo, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Toluca S.A. de C.V.	Chairman/CEO	YES
Mr. Francisco José Riberas Mera.	Gestamp Tool Hardening, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Tooling Services, A.I.E.	Representative (natural person) of Managing Director/Chairman (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Vendas Novas Unipessoal, Lda	Board Member	YES
Mr. Francisco José Riberas Mera.	Gestamp Vigo, S.A.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Washington UK Limited	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp West Virginia, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Automotive Chassis Products UK Limited	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Metal Forming (Wuhan) Ltd.	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Prisma, S.A.S.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Tallent Limited	Managing Director/Chairman	YES
Mr. Francisco José Riberas Mera.	Beyçelik Gestamp Şasi Otomotiv	Vice-chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Wroclaw Sp.Z.O.O.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Sofedit S.A.S.	Chairman	YES
Mr. Francisco José Riberas Mera.	Ingeniería Global Metalbages, S.A.U.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Loire, S.A.F.E.	Representative (natural person) of Managing Director/Chairman (legal person)	YES
Mr. Francisco José Riberas Mera.	MPO Prodivers Rezistent, Srl	Board Member	NO
Mr. Francisco José Riberas Mera.	Çelik Form Gestamp Otomotiv, A.S.	Chairman	NO



Mr. Francisco José Riberas Mera.	Beyçelik Gestamp Teknoloji Ve Kalip Sanayi Anonim Şirketi	Board Member	NO
Mr. Francisco José Riberas Mera.	Matricería Deusto, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Automated Joining Solutions, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Mexicana de Servicios Laborales S.A. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Societe Civile Immobilière De Tournan	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Pune Automotive Private Limited	Chairman	NO
Mr. Francisco José Riberas Mera.	Todlem, S.L.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Try Out Services, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Mursolar 21, S.L.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp 2017, S.L.U.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Technology Institute, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco José Riberas Mera.	Gestamp Tooling Engineering Deutschland GmbH	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Umformtechnik GmbH	Joint and Several Director	YES
Mr. Francisco José Riberas Mera.	Gestamp Chattanooga II, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering R&D USA, Inc.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Edscha Automotive Slp, S.A.P.I. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Edscha Automotive Slp Servicios Laborales, S.A.P.I. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Auto Components (Wuhan) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Auto Components (Chongqing) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Auto Components (Shenyang) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Nitra, S.R.O.	Sole Director	YES
Mr. Francisco José Riberas Mera.	Gestamp San Luis Potosí, S.A.P.I. De C.V	Chairman/CEO	YES

Mera.			
Mr. Francisco José Riberas Mera.	Gestamp San Luis Potosí Servicios Laborales, S.A.P.I. De C.V.	Chairman	NO
Mr. Francisco José Riberas Mera.	Gestamp Washtenaw, LLC	Sole Director	YES
Mr. Francisco José Riberas Mera.	Autotech Engineering (Shanghai) Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Hot Stamping Japan Co., Ltd.	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp (China) Holding Co., Ltd	Chairman	YES
Mr. Francisco José Riberas Mera.	Gestamp Autotech Japan K.K	Board Member	YES
Mr. Francisco José Riberas Mera.	Reparaciones Industriales Zaldibar, S.L.	Representative (natural person) of sole director (legal person)	YES
Mr. Francisco López Peña	Autotech Engineering France, S.A.S.	Board Member	NO
Mr. Francisco López Peña	Beyçelik Gestamp Otomotiv Sanayi Anonim Sirketi	Board Member	NO
Mr. Francisco López Peña	Edscha Automotive Hauenberg, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Automotive Hengersberg, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Automotive Italia, S.R.L	Board Member	NO
Mr. Francisco López Peña	Edscha Automotive Kamenice, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Engineering France, S.A.S	Board Member	YES
Mr. Francisco López Peña	Edscha Engineering, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Hauenberg Real Estate, GmbH & Co KG	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Hengersberg Real Estate, GmbH & Co KG	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Holding, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Hradec, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Kunststofftechnik, GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Edscha Velky Meder, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Gestamp 2008, S.L.	Board Member	NO
Mr. Francisco López Peña	Gestamp Autotech Japan K.K	Board Member	NO
Mr. Francisco López Peña	Gestamp Finance Slovakia, S.R.O.	Joint and Several Director	YES
Mr. Francisco López Peña	Gestamp Automotive India, Private Limited	Board Member	NO
Mr. Francisco López Peña	Gestamp Holding Mexico, S.L	Board Member	NO
Mr. Francisco López Peña	Gestamp Holding Argentina, S.L	Board Member	NO
Mr. Francisco López Peña	Gestamp Autocomponents Dongguan, Co. Ltd	Board Member	NO

Mr. Francisco López Peña	Gestamp Autocomponents Kunshan, Co. Ltd	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Shenyang) Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Tianjin) Co., Ltd.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Auto Components Sales (Tianjin) Co., Ltd.	Chairman	YES
Mr. Francisco López Peña	Gestamp Auto Components (Beijing) Co.,	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Aguas Calientes, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Aveiro- Industria E Acessorios De Automoveis, S.A.	Board Member	NO
Mr. Francisco López Peña	Gestamp Cartera De Mexico, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Cerveira, Lda	Board Member	YES
Mr. Francisco López Peña	Gestamp Estarreja, LDA	Board Member	YES
Mr. Francisco López Peña	Gestamp Holding China, Ab	Board Member	NO
Mr. Francisco López Peña	Gestamp Holding Rusia, S.L.	Board Member	NO
Mr. Francisco López Peña	Gestamp Kartek Corp.	Board Member	NO
Mr. Francisco López Peña	Gestamp Mexicana de Servicios Laborales, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	MPO Prodivers Rezistent, Srl	Board Member	NO
Mr. Francisco López Peña	Çelik Form Gestamp Otomotiv, A.S.	Board Member	NO
Mr. Francisco López Peña	Beyçelik Gestamp Teknoloji Ve Kalip Sanayi Anonim Şirketi	Board Member	NO
Mr. Francisco López Peña	Gestamp Mexicana de Servicios Laborales II, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp North America, Inc.	Board Member	NO
Mr. Francisco López Peña	Gestamp Noury S.A.S	Board Member	NO
Mr. Francisco López Peña	Gestamp Puebla II, S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Puebla S.A. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Ronchamp, S.A.S.	Board Member	YES
Mr. Francisco López Peña	Gestamp Servicios Laborales de Toluca S.A. de C.V	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Automotive Chennai Private Limited	Board Member	NO
Mr. Francisco López Peña	Gestamp Toluca S.A. de C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Vendas Novas Unipessoal, Lda	Board Member	NO
Mr. Francisco López Peña	Gestamp Metal Forming (Wuhan) Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp Tallent Limited	Board Member	NO
Mr. Francisco López Peña	Sofedit S.A.S.	Board Member	NO
Mr. Francisco López Peña	GMF Holding GmbH	Joint and Several Director	YES
Mr. Francisco López Peña	Beyçelik Gestamp Şasi Otomotiv	Board Member	NO
Mr. Francisco López Peña	Mexicana de Servicios Laborales S.A. de C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Pune Automotive Private Limited	Board Member	NO
Mr. Francisco López Peña	Todlem, S.L	Board Member	NO

Mr. Francisco López Peña	Mursolar 21, S.L	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Wuhan) Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp Auto Components (Chongqing) Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp San Luis Potosí, S.A.P.I. De C.V	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp San Luis Potosí Servicios Laborales, S.A.P.I. De C.V.	Vice-chairman	NO
Mr. Francisco López Peña	Gestamp Hot Stamping Japan Co., Ltd.	Board Member	NO
Mr. Francisco López Peña	Gestamp (China) Holding Co., Ltd	Board Member	NO
Mr. Juan María Riberas Mera	Beyçelik Gestamp Otomotiv Sanayi Anonim Sirketi	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Automotive India, Private Limited	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Holding Mexico, S.L	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Holding Argentina, S.L.	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp Holding Rusia, S.L.	Board Member	NO
Mr. Juan María Riberas Mera	Gestamp North America, Inc.	Board Member	NO
Mr. Juan María Riberas Mera	Todlem, S.L	Secretary	NO
Mr. Tomofumi Osaki	Gestamp Holding Mexico, S.L.	Board Member	NO
Mr. Tomofumi Osaki	Gestamp Holding Argentina, S.L.	Board Member	NO
Mr. Tomofumi Osaki	Gestamp North America, Inc.	Board Member	NO
Mr. Shinichi Hori	Gestamp North America, Inc.	Board Member	NO
Mr. Shinichi Hori	Gestamp Holding Argentina, S.L.	Board Member	NO
Mr. Shinichi Hori	Gestamp Holding Mexico, S.L.	Board Member	NO

Remarks

C.1.11 Identify, where applicable, the directors or representatives of legal entity directors of your company, who are members of the board of directors or representatives of legal entity directors of other companies listed on official stock exchanges other than those of your group, that have been reported to the company:

Individual or company name of director	Name of listed company	Position
Ms. Ana García Fau	Merlin Properties Socimi, S.A.	Board Member
	Technicolor, S.A.	Board Member
	Eutelsat Communications, S.A.	Board Member
Mr. Francisco José Riberas Mera	CIE Automotive, S.A.	Board Member
	Telefónica, S.A.	Board Member
	General de Alquiler de	Board Member

	Maquinaria, S.A.	
Mr. Juan María Riberas Mera	CIE Automotive, S.A.	Board Member
	Global Dominion Access, S.A.	Board Member
Mr. Pedro Sainz de Baranda Riva	Naturgy Energy Group, S.A.	Board Member
Mr. Gonzalo Urquijo Fernández de Araoz	Ferrovial, S.A.	Board Member
	Abengoa, S.A.	Chairman
Mrs. Concepción Rivero Bermejo	Cellnex Telecom, S.A.	Board Member

Remarks

C.1.12 State and, where applicable explain, whether or not the company has established any rules regarding the maximum number of company boards on which its directors may sit, identifying, in turn, where it is regulated:

Yes  No

Explanation of the rules and identification of the document where it is regulated
Pursuant to the provisions under Article 17 of the Regulations of the Board of Directors, natural persons who represent a legal entity Director and natural persons or legal entities who hold the position of director of more than eight (8) companies, of which, at most, four (4) have their shares admitted to trade on national or foreign stock exchanges, may not be directors. For that purpose, positions held in asset-holding companies shall be excluded from the count and companies belonging to the same group are to be considered as one company.

C.1.13 State the amounts of the following items relating to the overall remuneration of the Board of Directors:

<b>Remuneration accrued in the year by the board of directors (thousands of euros)</b>	2,641.25
<b>Amount of pension rights accumulated by the current directors (thousands of euros)</b>	0
<b>Amount of pension rights accumulated by former directors (thousands of euros)</b>	0

Remarks

C.1.14 Identify the members of the company's senior management who are not executive directors and state the total remuneration accrued by them during the financial year:

Individual or company name	Position/s:
Mr. Manuel de la Flor Riberas	General Manager of Human Resources and Organisation

Mr. David Vázquez Pascual	General Manager of Legal, Tax and Corporate Governance
Mrs. Carmen de Pablo Redondo	Chief Financial Officer
Mr. Mario Eikelmann	Manager of the Chassis Business Unit and Sales Director of BIW
Mr. Fernando Macias Mendizabal	Manager of South Europe Division
Mr. Manuel López Grandela	Manager of the Mercosur Division
Mr. Juan Miguel Barrenechea Izarzugaza	Manager of the North America Division
Mr. Kevin Stobbs	Manager of the Asia Division
Mr. Torsten Greiner	Manager of the Business Mechanism Unite (Edscha)
Mr. Mario Eikelmann	Manager of the Chassis Business Unit and Sales Director of BIW

<b>Total senior management remuneration (in thousands of euros)</b>	6,640
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<b>Remarks</b>
The total remuneration figure for Senior Management also includes the remuneration paid to Mr. Miguel Escrig Meliá who ceased to be member of the Company's Management Committee during the year in question.

C.1.15 State whether or not the regulations of the board have been amended during the financial year:

Yes                       No

<b>Description of amendments</b>

C.1.16 State the procedures for the selection, appointment, re-election and removal of directors. Describe the competent bodies, procedures to be followed and the criteria to be used in each procedure.

**Selection**

The aim of the Board of Directors Selection Policy is to establish the criteria, procedures and mechanisms that allow, as a whole, the Board of Directors to bring together sufficient knowledge, skills and experience to ensure appropriate governance of the company at all times.

The selection process of possible directors is to be based on an analysis of the duties and the skills required to adequately meet the profile of knowledge, skills, diversity and knowledge of the Board of Directors, based on that set out in the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors and the Experience, Skills and Knowledge Matrix approved by the Nomination and Compensation Committee on October 31, 2019. The analysis will be undertaken by the Board of Directors,

with advice from the Appointments and Remuneration Committee.

The outcome of such analysis will be set out in a justification report of the Board of Directors and of the Nomination and Compensation Committee. The justification report will be published on calling the General Shareholders' Meeting where the appointment or re-election of each director will be subject to ratification.

According to the needs to cover relating to the Board of Directors that the analysis detects, the Board of Directors, with support or guidance from the Nomination and Compensation Committee, will establish the minimum criteria that a candidate must meet to be considered in the selection process for the purpose of being appointed or re-elected as a member of the Board of Directors.

In the event of appointing Independent Directors, they may be considered as candidates from different external selection sources.

The Nomination and Compensation Committee, pursuant to the conducted prior analysis and establishment of the profile of potential director candidates, will submit a proposal to the Board of Directors regarding the appointment or re-election of Independent Directors and it will draw up a justification report on said proposal and on the proposal of the other directors.

The Board of Directors will analyse the proposal and the justification report submitted by the Nomination and Compensation Committee. It will consider all of the information available for such purpose and it may decide, if appropriate, to submit its own proposal, or that produced by the Nomination and Compensation Committee, to approval of the General Shareholders' Meeting or, if appropriate, to undertake the appointment by means of co-option.

#### **Appointment and re-election**

The appointment and re-election of the members of the Board of Directors is governed under Article 16 and subsequent articles of the Regulations of the Board of Directors of the Company.

In this respect, it corresponds to the General Shareholders' Meeting to appoint and re-elect the members of the Board of Directors, without prejudice to the power of the Board of Directors to appoint members of the Board under its own powers of co-option.

The appointment or re-election of directors will be undertaken at the proposal of the Board of Directors in the case of non-Independent Directors. In the event of appointing or re-electing Independent Directors, the proposal must be undertaken by the Nomination and Compensation Committee. In any case, the referred to proposals must precede the report of the Nomination and Compensation Committee and the report of the Board of Directors.

#### **Removal**

As regards the removal of members of the Board of Directors, Article 20 of the Regulations of the Board of Directors establishes the reasons for which a

director should relinquish his or her position. Directors who step down from their position before the end of their term in office, shall send a letter setting out their reasons for such move to all of the members of the Board (as stated in section C.1.19 of this report). Without prejudice to the publication of the resignation as a relevant fact, the reason for it shall be provided in this report. Furthermore, said Article sets out the powers of the Board of Directors to propose the removal of its members to the General Shareholders' Meeting. As regards Independent Directors, only the Board of Directors may propose their removal, before the expiry of the term under the Bylaws for which they were appointed, when there is just cause, a takeover bid, merger or another similar corporate transaction that entails a change in the capital structure, and prior report of the Nomination and Compensation Committee.

C.1.17 Explain the extent to which the annual assessment of the board has led to significant changes in its internal organisation and the procedures applicable to its activities:

Description of amendments

Pursuant to Article 36 of the Regulations of the Company's Board of Directors, the Board shall devote the first of its meetings of the year to evaluating its own functioning in the previous year and, where appropriate, adopting an action plan to correct any aspects seen to be of scant functionality. Furthermore, the Board of Directors shall also assess (i) the undertaking of its functions by the Chairman of the Board of Directors and, should the position be held by a different person, by the chief executive of the Company, based on the report submitted to them by the Nomination and Compensation Committee; as well as (ii) the functioning of the Committees of the Board of Directors, based on the report they submit to it.

In this regard, the Nomination and Compensation Committee, at the request of the Chairman of the Board of Directors, began the coordination of the annual evaluation of the Board of Directors at its meeting on 22 October 2018, the results and action plan of which were addressed by the Board of Directors at its first meeting in 2019. In this respect, the action plan approved by the Board of Directors in relation to the result of the evaluation corresponding to financial year 2018 includes some recommendations to be carried out in 2019, some of which imply changes in the internal organisation and procedures applicable to its activities. Therefore, an indicative deadline has been officially set for the distribution of the documentation required to prepare the meetings of the Board of Directors, methods permitting the attendance of Directors who, exceptionally, cannot attend in person will be improved and the fulfilment of the diversity principle stated in the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors will be monitored by the Nomination and Compensation Committee.

Describe the evaluation process and the areas evaluated by the board of directors assisted, where appropriate, by an external consultant, regarding the operation and composition of the board and its committees and any other area



or aspect that has been subject to evaluation.

The evaluation process of the Company's Board of Directors began on 22 October 2018 and was coordinated by the Nomination and Compensation Committee, at the request of the Chairman of the Board of Directors. To this end, the Nomination and Compensation Committee approved an evaluation form that was provided to all the Company's Directors so that they could submit it completed within a specified period of time. The areas evaluated were as follows:

- Quality and efficiency of the Board of Directors.
- Diversity in the composition and functions of the Board of Directors.
- Performance of the Chairman of the Board of Directors.
- Performance of the CEO of the Company.
- Performance of the Secretary of the Board of Directors.
- Functioning and composition of the Audit Committee.
- Functioning and composition of the Nomination and Compensation Committee.

On 3 December 2019, the results of the evaluation of the Audit Committee were presented. On 16 December 2019 the results of the evaluation were presented to the Nomination and Compensation Committee, as well as those regarding the evaluation of the Board of Directors, the Chairman of the Board of Directors, the CEO and the Secretary of the Board. After analysing the results, each of the Committees issued a report on the evaluation. In addition, the Nomination and Compensation Committee has approved an action plan to be presented at the first meeting of the Board of Directors in 2020 together with the reports issued by each of the Committees, in line with the provisions of Article 36 of the Board of Directors' Regulations.

C.1.18 For any years where the evaluation was assisted by an external consultant, list the business relationships between the consultant or any company in their group and the company or any company of its group.

Not applicable since the evaluation was not carried out with the help of an external consultant.

C.1.19 State the circumstances under which the resignation of directors is mandatory.

As set out in Article 20 of the Regulations of the Board of Directors, directors shall relinquish their position in the following events:

- when the post, position or duties to which their appointments as Executive Directors were associated come to an end;
- in the case of proprietary directors, when the shareholders they represent dispose of their ownership interest in its entirety, or they do so in the number that would correspond in the event that said

shareholders reduce their ownership interest in the Company;

- in the case of Independent Directors, when an event unexpectedly arises that prevents them, pursuant to the law, from continuing in their positions;
- when they are subject to any legally established incompatibility or prohibition;
- when the Board requests it with a member majority of at least two-thirds:
  - when, having breached their obligations as directors, they are seriously reprimanded by the Board, prior proposal or report of the Nomination and Compensation Committee; or
  - when their continuance on the Board puts the interests of the Company at risk;
- when they no longer have the honour, suitability, solvency, competence, availability or commitment to their duties to be a director of the Company. In particular, it is understood that this circumstance arises in the event the director is being investigated, indicted or tried in criminal proceedings for any offence and it is as such acknowledged by the Board of Directors, prior report of the Nomination and Compensation Committee, according to the social interest.

C.1.20 Are qualified majorities, different from the statutory majorities, required to adopt any type of decision?

Yes

No

If so, describe the differences.

Description of the differences

C.1.21 Explain whether or not there are specific requirements, other than the requirements relating to directors, to be appointed chairman of the board of directors.

Yes

No

Description of requirements

Neither the By-laws nor the Regulations of the Board of Directors establishes specific requirements different from those relating to directors being appointed as Chairman of the Board of Directors. However, in accordance with the provisions in the Board of Directors Selection Policy, it must ensure

the capacity of candidates, standing for the position of Chairman of the Board of Directors, in terms of undertaking the position and, in particular, of undertaking the duties relating to the organisation and functioning of the Board of Directors.

C.1.22 State whether or not the articles of association or the regulations of the board set forth any age limit for directors:

Yes  No

	<b>Age limit</b>
<b>Chairman</b>	
<b>CEO</b>	
<b>Board Member</b>	
<b>Remarks</b>	

C.1.23 State whether or not the articles of association or the regulations of the Board establish any limit on the term of office or any other stricter requirements in addition to those legally stipulated for independent directors, other than what is established in the regulatory provisions:

Yes  No

<b>Additional requirements and / or maximum number of terms</b>	8
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C.1.24 State whether or not the articles of association or the regulations of the Board set out any specific rules for proxy-voting by means of other directors at meetings of the board of directors, the manner of doing so, and especially the maximum number of proxies that a director may hold, as well as whether or not any restriction has been established regarding the categories of directors to whom proxies may be granted beyond the restrictions imposed by law. If so, briefly describe such rules.

Pursuant to Article 19 of the Articles of Association and Article 36 of the Regulations of the Board of Directors, in the event that the directors cannot attend sessions of the Board of Directors in person, they may delegate their vote to another Director, together with the appropriate instructions, by means of a letter addressed to the Chairman.

In this respect, such representation shall be specially granted for each session through any of the means envisaged for the calling of meetings of the Board of Directors and the Chairman shall decide, where doubt exists, on the validity of the proxies granted by directors who do not attend the session.

Non-Executive Directors may only delegate their representation to another non-Executive Director.

C.1.25 State the number of meetings that the board of directors has held during the

financial year. In addition, specify the number of times the board has met, if any, at which the chairman was not in attendance. Proxies granted with specific instructions shall be counted as attendance.

<b>Number of meetings of the board</b>	7
<b>Number of meetings of the board at which the chairperson was not in attendance</b>	0

<b>Remarks</b>

State the number of meetings held by the coordinating director with the other directors, without the attendance or representation of any executive director:

<b>Number of meetings</b>	0
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<b>Remarks</b>

State the number of meetings held by the different committees of the board of directors during the financial year:

<b>Number of meetings of the Executive or delegated Committee</b>	N/A
<b>Number of meetings of the Audit Committee</b>	9
<b>Number of meetings of the Appointments and Remuneration Committee</b>	7
<b>Number of meetings of the Appointments Committee</b>	N/A
<b>Number of meetings of the Remuneration Committee</b>	N/A
<b>Number of meetings of the Committee _____</b>	N/A

C.1.26 State the number of meetings that the board of directors has held during the financial year and the data regarding member attendance:

<b>Number of meetings attended in person by at least 80% of the directors</b>	7
<b>% personal attendance out of total votes during the financial year</b>	96.39%
<b>Number of meetings attended in person, or by representatives with specific instructions, by all directors</b>	7
<b>% votes cast with personal attendance and representatives with specific instructions, out of the total votes during the financial year</b>	100%

<b>Remarks</b>

C.1.27 State whether or not the annual individual accounts and the annual consolidated accounts that are submitted to the board for approval are previously certified:

Yes  No

Identify, where applicable, the person(s) that has(have) certified the individual and consolidated financial statements of the company for preparation by the board:

<b>Name</b>	<b>Position</b>
Mr. Miguel Escrig Meliá	Chief Financial Officer

<b>Remarks</b>
In accordance with Article 11.1 of the Regulations of the Company's Board of Directors, the Company's individual and consolidated financial statements are previously certified regarding their completeness and accuracy by the Company's Chief Financial Officer, with the approval of the Chairman. In this regard, the individual and consolidated financial statements for financial year 2018, prepared by the Board of Directors on 28 February 2019, were certified by Mr. Miguel Escrig Meliá, who at that time held the position of Chief Financial Officer of the Group.

- C.1.28 Explain the mechanisms, if any, adopted by the board of directors to avoid any qualifications in the audit report on the individual and consolidated financial statements prepared by the board of directors and submitted to the shareholders at the general shareholders' meeting.

In accordance with the provisions under Article 15 and 40 of the Regulations of the Board of Directors of the Company, the Board of Directors shall seek to definitively prepare the financial statements in such a way that there is no qualification or reservation whatsoever by the auditors. However, when the Board of Directors considers that its criteria should be maintained, the Chairman of the Audit Committee shall explain to the shareholders the content and scope of said qualifications or reservations at the corresponding General Shareholders' Meeting where the financial statements are submitted for approval.

Furthermore, among the duties of the Audit Committee of the Company that are set out in Article 40 of the Regulation of the Board of Directors, is the duty of informing the Board of Directors on the financial information that, due to its listed status, the Company must periodically make public, as well as the duty of supervising the preparation process, integrity and presentation of regulated financial reporting on the Company, checking that regulatory requirements are met and accounting criteria are correctly applied, thereby increasing the likelihood that there are no reservations in the annual audit reports.

Furthermore, during the year the Audit Committee and its Secretary have held meetings with the external auditor without the presence of the Management to ensure the auditing process of the individual and consolidated financial statements is undertaken correctly.

- C.1.29 Is the secretary of the board a director?

Yes

No

If the secretary is not a director, complete the following table:

Individual or company name of the secretary	Representative
Mr. David Vázquez Pascual	N/A
Remarks	

C.1.30 State the specific mechanisms established by the company to preserve the independence of the external auditors and also the mechanisms, if any, to preserve the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practice.

The Company has established diverse mechanisms aimed at preserving the necessary independence of the auditor. Among them is one of the fundamental competencies of the Audit Committee (exclusively comprised by non-Executive directors, who were appointed based on their knowledge and experience in accounting, auditing and risk management, and with the majority of independent directors –including the Chairman–), which consists of monitoring the independence of the auditor and, particularly, of receiving information on matters that could put such audit at risk.

For such purpose, Article 40 of the Regulations of the Board of Directors establishes that the Audit Committee is entrusted with the following duties:

- Submitting proposals on the selection, appointment, re-election and replacement of the auditor.
- Receiving information and studying issues that may put the independence of the auditor at risk.
- Issuing once a year, prior to issuance of the auditor’s report, a report expressing an opinion about the independence of the auditor of the financial statements. It must also expressly discuss the additional services provided by the auditor.

For that purpose, and in any case, the Audit Committee shall receive from the auditor the written confirmation of his or her independence in relation to the Company or to the companies connected with it, whether directly or indirectly, as well as detailed and itemised information on any kind of additional services provided and on the corresponding fees (including those provided by persons or companies connected to them), pursuant to the provisions in the legislation on the auditing of financial statements.

Furthermore, the Company has implemented mechanisms that govern the relationships of the Board of Directors with the auditor of the financial statements, ensuring that his or her independence is strictly respected. As established in Article 15 of the Regulation of Board of Directors:

- The Boards relationship with the auditor of the Company's financial statements and of the group's consolidated statements, shall be channelled through the Audit Committee.

- To prevent the work-related remuneration of external auditors from compromising their quality and independence, the Board of Directors shall not propose the hiring of auditing firms when the fees envisaged (for all concepts) exceed ten per cent of the revenue of said firm in Spain in the previous financial year.
- The Board of Directors shall seek to shall seek to definitively prepare the financial statements without qualifications or reservations of the auditor; however, when the Board of Directors considers that its criteria should be maintained, the Chairman of the Audit Committee shall explain to the shareholders the content and scope of such qualifications or reservations at the corresponding General Shareholders' Meeting where the financial statements are submitted for approval.
- The plenary session of the Board of Directors shall hold a meeting once a year with the auditor of the financial statements, in which the auditor shall report on the work undertaken, the evolution of the accounting situation and the risks to the Company.

Also, in compliance with the recommendations set out in Technical Guide 3/2017 of the National Securities Market Commission on audit committees of public interest entities, the Audit Committee, in its meeting on 28 June 2018, approved the Policy for the approval of services by the external auditor other than the auditing of the Company's financial statements which is intended as a series of criteria and procedures for the approval of non-prohibited services other than the auditing of financial statements provided by the external auditor.

In relation to the mechanisms established to preserve the independence of financial analysts, investment banks and rating agencies, on 17 December 2018, Board of Directors of the Company approved the Policy on Communication and Contact with Shareholders, Investors and Voting Advisors which (i) establishes the basic principles that are to govern the Company's communication and contacts with its shareholders, institutional investors, voting advisors and other stakeholders, such as intermediary financial institutions, managers and depositories of the Company's shares, financial analysts, regulatory and supervisory bodies, rating agencies, information agencies and such like, and (ii) defines the communication channels that the Company makes available to them to maintain communication that is efficient, transparent and ongoing.

Furthermore, the Company has an Investor Relations Department which continuously deals with queries and recommendations from analysts and investors, rating agencies, bondholders, as well as those made by socially responsible investors (SRI). A telephone number and email address have been set up for such purpose.

C.1.31 State whether or not the Company has changed the external auditor during the financial year. If so, identify the incoming and the outgoing auditor:

Yes  No

Outgoing auditor	Incoming auditor

Remarks

If there has been any disagreement with the outgoing auditor, provide an explanation:

Yes                       No

Description of the disagreement

C.1.32 State whether or not the audit firm performs other non-audit work for the company and/or its group. If so, state the amount of the fees paid for such work and the percentage they represent of the aggregate fees charged to the company and/or its group:

Yes                       No

	Company	Companies of the Group	Total
<b>Amount of other non-audit work (thousands of euros)</b>	10	1,059	1,069
<b>Amount of non-audit work / Amount of audit work (in %)</b>	2%	24%	21%

Remarks
The total amount of the audit work for the Company amounts to 5,065 thousands of euros and includes fees related to (i) the legal audit of the individual and consolidated annual financial statements of the Group (ii) the limited review of the Financial Report for the first 6 months of 2019, (iii) the review of the non-financial information of the consolidated management report for the year 2019 and (v) some ratio reports and agreed procedures.

C.1.33 State whether the audit report on the financial statements for the prior financial year has observations or qualifications. If so, state the reasons given to the general meeting by the chairperson of the audit committee to explain the content and scope of such observations or qualifications.

Yes                       No

Explanation of reasons

C.1.34 State the consecutive number of years for which the current audit firm has been auditing the financial statements of the company and/or its group. In addition, state the percentage represented by such number of financial years audited by the current audit firm with respect to the total number of financial years in which the statements have been audited:



	<b>Individual</b>	<b>Consolidated</b>
<b>Number of continuous financial years</b>	21	18

	<b>Individual</b>	<b>Consolidated</b>
<b>Number of years audited by the current audit firm / Number of years that the company or its group has been audited (%)</b>	95%	100%

<b>Remarks</b>

C.1.35 State whether or not there is any procedure for directors to obtain in good time the information required to prepare for meetings of management-level decision-making bodies and, if so, describe it:

Yes  No

<b>Describe the procedure</b>

As set out in Article 36 of the Regulations of the Board of Directors, annual meetings of the Board of Directors shall be convened with at least five (5) days' notice before the meeting is to be held. However, normally the sessions of the Board of Directors of the Company are called with a more extensive time margin than that stated in the Regulations of the Board of Directors.

The agenda of the session, the date and place will always be included in the call of each meeting. The relevant documentation required so that the members of the Board can formulate their opinion and, if appropriate, cast their vote regarding the matters submitted for their consideration, is to be made available as soon as possible.

In this regard, in accordance with the provisions of Articles 19 of the Articles of Association and 30 and 34 of the Regulations of the Board of Directors, the person responsible for ensuring that the Directors receive all the necessary information in sufficient time and in the appropriate format is the Chairman of the Board of Directors, with the collaboration of the Secretary.

Furthermore, Article 22 of the Regulation of the Board of Directors establishes the duty of directors to sufficiently find out about and prepare for meetings of the Board and of the delegated bodies to which they belong, seeking sufficient information for it and the collaboration or assistance that they deem appropriate, which is to be paid for by the company.

In addition, Article 27 of the Regulations of the Board of Directors grants Directors the power to study the documentation deemed necessary, contact the heads of the departments affected and visit the corresponding facilities.

For that purpose, the request shall be channelled through the secretary of the Board of Directors. Should it be rejected, delayed or incorrectly handled, it will be sent to the Audit Committee. In the event that said request is unnecessary or hinders the interests of the Company, it shall be definitively rejected.

- C.1.36 State whether or not the company has established any rules requiring directors to inform the company —and, if applicable, resign from their position— in cases in which the credit and reputation of the company may be damaged:

Yes  No

<b>Explain the rules</b>

Pursuant to the provisions under Article 22 of the Regulations of the Board of Directors, among the duties of directors, is the duty to notify the Company of any type of judicial or administrative claim, or any other, in which they are involved that, due to its importance, could have a serious impact on the reputation of the Company. In particular, all directors shall inform the Company if they are being investigated, indicted or tried in criminal proceedings for any offence and if any significant events relating to said proceedings occur.

Furthermore, Article 20 of the Regulation of the Board of Directors establishes the obligation of directors to relinquish their position and to formalise, if applicable, the corresponding resignation, when they no longer have the honour, suitability, solvency, competence, availability or commitment to their duties to be a director of the Company. In particular, it is understood that this circumstance arises in the event the director is being investigated, indicted or tried in criminal proceedings for any offence and it is as such acknowledged by the Board of Directors, prior report of the Nomination and Compensation Committee, according to the social interest.

- C.1.37 State whether or not any director of the Board of Directors has notified the company that he or she has been indicted or tried in proceedings for any of the offences provided for under Article 213 of the Spanish Companies Act:

Yes  No

Name of director	Criminal case	Remarks

State whether or not the board of directors has analysed the case. If so, provide a duly substantiated explanation of the decision adopted regarding whether or not the director should remain in office or, if applicable, describe the actions taken by the board of directors up to the date of this report or those that it plans to take.

Yes  No

<b>Decision made / action taken</b>	<b>Duly substantiated explanation</b>

C.1.38 Describe any significant agreements entered into by the company that take effect, are amended, or terminate in the event of a change in control of the company as a result of a takeover bid, and the effects thereof.

There are none.

C.1.39 Identify, on an individual basis in reference to directors, and on an aggregate basis for all other cases, and provide a detailed description of the agreements between the company and its management level and decision-making positions or employees that provide for compensation, guarantee or “golden parachute” clauses upon resignation or termination without cause, or if the contractual relationship is terminated as a result of a takeover bid or other type of transaction.

**Number of beneficiaries:** 1

**Type of beneficiary:**

Senior Management

**Description of agreement:**

A member of Senior Management in the Company is to receive a 12-month notice period in the event that the Company terminates the working relationship or, alternatively, severance pay equivalent to the sum of remuneration corresponding to one year's fixed and variable salary, which was in effect on the date of termination.

**Number of beneficiaries:** 1

**Type of beneficiary:**

CEO (Mr. Francisco López Peña)

**Description of agreement:**

Gross severance equivalent to two (2) years of the fixed and variable remuneration that was in effect on the date of termination, when it arose through a unilateral decision of the Company.

**Number of beneficiaries:** 1

**Type of beneficiary:**

CEO (Mr. Francisco Riberas Mera)

**Description of agreement:**

Gross severance equivalent to two (2) years of the fixed and variable remuneration that was in effect on the date of termination, when it arose through a unilateral decision of the Company.

State whether or not, beyond the cases set out in the regulations, such agreements have to be reported and/or approved by the decision-making bodies of the company or its group. If so, specify the procedures, cases set out and the nature of the decision-making bodies responsible for approving or reporting them:

	<b>Board of directors</b>	<b>General Shareholders' Meeting</b>
<b>Decision-making body</b>	Yes	No

approving the provisions		
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	<b>Y E S</b>	<b>NO</b>
<b>Is the General Shareholders' Meeting informed of such provisions?</b>		x

<b>Remarks</b>

**C.2 Committees of the board of directors**

C.2.1 Describe all of the committees of the board of directors, the members thereof, and the proportion of executive, proprietary, independent, and other external directors of which they are comprised:

**EXECUTIVE COMMITTEE**

Name	Position	Category

<b>% executive directors</b>	
<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

<b>Remarks</b>

Explain the functions delegated or attributed to this committee other than those already described in section C.1.10, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

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**AUDIT COMMITTEE**

Name	Position	Category
Mr. Javier Rodríguez Pellitero	Chairman	Independent
Mr. Juan María Riberas Mera	Member	Proprietary
Ms. Ana García Fau	Member	Independent

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<b>% proprietary directors</b>	33.33%
<b>% independent directors</b>	66.67%
<b>% other external</b>	0%

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

The procedures and rules for the organisation and functioning of the Audit Committee are set out in Article 20 of the Articles of Association and Article 39 of the Regulations of the Board of Directors. Furthermore, Article 20 of the Articles of Association and Article 40 of the Regulations of the Board of Directors regulate the functions of the Audit Committee. For further information, see note included in Section H.

In relation to the activities carried out by the Audit Committee and how each of its functions has effectively been performed in financial year 2019, it will draw up an activity report which, as established in Article 39 of the Regulations of the Board of Directors, shall be submitted for approval to the Board of Directors and published on the website whenever the General Shareholders' Meeting is held. The activities carried out by the Audit Committee during 2019 include, among others:

- the review and favourable report of the financial statements and the individual and consolidated management reports of the Company and its Group, as well as the non-financial information contained in the management report of the consolidated financial statements, for 2018;
- the oversight and review of the preparation and presentation process of regulated financial information (quarterly and half-yearly), both individual and consolidated for the year 2019.
- Review of developments on IFRS and Spanish General Audit Plan.
- the review and favourable report on the liquidity situation prepared by the Board of Directors in the context of the dividend charged to the 2019 profits approved on 16 December 2019;
- establishing the appropriate relationship with the external auditor with whom a meeting has been held on four occasions during the year in question in order to receive information on the progress of the audit and limited review work and the most relevant aspects of both;
- the approval of the of services by the external auditor other than auditing and the mandatory report on the independence of the external auditor;
- periodical monitoring of the activities performed during the year by the Internal Audit Department and approval of the Internal Audit Plan and the corresponding budget for the year 2020;
- the oversight and periodic review of the Internal Control Over Financial Reporting system (hereinafter ICFRS) and the approval of its scope matrix for financial year 2019-2020;
- the oversight and periodic review of internal risk control and management systems through the re-evaluation of the corporate risk map and updating of the risk assessment scales;

- reporting to the Board of Directors on related party transactions;
- the proposal submitted for the approval of the Board of the Human Rights Policy of the Gestamp Group;
- the approval of the Sustainability Plan;
- the review and approval of the Group's Sustainability Report for financial year 2018;
- monitoring of the Code of Conduct and the functioning of the Whistle-blower Channel;
- approval of a new Manual on Crime Prevention;
- the issuance of the evaluation report of the Audit Committee for the approval of the Board of Directors;
- the Internal Audit Function assessment, and
- the review an favourable report on the Annual Report on the Remuneration of Directors for the year 2019.

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Identify any directors who are members of the audit committee and who have been appointed taking into account their knowledge and experience in the areas of accounting, auditing, or both, and report the date of appointment of the Chairperson of this committee.

<b>Name of directors with experience</b>	Ms. Ana García Fau
	Mr. Javier Rodríguez Pellitero
	Mr. Juan María Riberas Mera
<b>Date of appointment of the current chairperson</b>	24/03/2017

<b>Remarks</b>

#### APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Category
Mr. Alberto Rodríguez-Fraile Díaz	Chairman	Independent
Mr. Gonzalo Urquijo Fernández de Araoz	Member	Other external directors
Mr. Pedro Sainz de Baranda	Member	Independent

<b>% proprietary directors</b>	0%
<b>% independent directors</b>	66.67%
<b>% other external</b>	33.33%

<b>Remarks</b>

Explain the functions, including, where appropriate, any extra ones provided

for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

The procedures and rules for the organisation and functioning of the Nomination and Compensation Committee are set out in Article 21 of the Articles of Association and Article 39 of the Regulations of the Board of Directors. Furthermore, Article 20 of the Articles of Association and Article 41 of the Regulations of the Board of Directors regulate the functions of the Nomination and Compensation Committee. For further information, see note included in Section H.

In relation to the activities carried out by the Nomination and Compensation Committee and how each of its functions has effectively been performed in financial year 2019, it will draw up an activity report which, as established in Article 39 of the Regulations of the Board of Directors, shall be submitted for approval to the Board of Directors and published on the website whenever the General Shareholders' Meeting is held. The activities carried out by the Nomination and Compensation Committee during 2019 include, among others:

- the favourable reports on the dismissal of Mr. Tomofumi Osaki and Mr. Geert Maurice van Poelvoorde as Directors and on the appointment by co-optation of Mr. Katsutoshi Yokoi and Mrs. Concepción Rivero Bermejo as Directors;
- the approval of the Experience, Skills and Knowledge Matrix;
- favourable report on the dismissal and appointment of Senior Managers;
- verification of the degree of achievement of the 2018 objectives in relation to the variable component of the remuneration of Executive Directors and the Management Committee, as well as the result of this component;
- proposing objectives in relation to the variable component of the remuneration of Executive Directors and the Management Committee for 2019;
- evaluation of compliance with the Company's Remuneration Policy and with the Policy for the Selection of the Board of Directors during 2019;
- the proposal for the new Directors' Remuneration Policy approved by the Annual General Shareholders' Meeting on 6 May 2019;
- review and proposal of the new Long Term Incentive Plan approved by the Board on 16 December 2019;
- the coordination of the evaluation of the Board of Directors, its Committees the CEO and the Secretary of the Board, together with the Coordinating Director, the Chairman of the Board of Directors, and the preparation of the required reports for approval by the Board of Directors;
- the Proposal of the Chairman and the CEO Succession Plan approved by the Board on 6 May 2019, and
- the review and favourable report on the 2018 Annual Report on Directors' Remuneration approved in a consultative manner by the Annual General Meeting on 6 May 2019, and the review of the content of the 2018 Annual Corporate Governance Report in all sections within its

remit.

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#### APPOINTMENTS COMMITTEE

Name	Position	Category

<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

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#### REMUNERATION COMMITTEE

Name	Position	Category

<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

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**COMMITTEE \_\_\_\_\_**

Name	Position	Category

<b>% executive directors</b>	
<b>% proprietary directors</b>	
<b>% independent directors</b>	
<b>% other external</b>	

Explain the functions, including, where appropriate, any extra ones provided for by law, attributed to this committee, and describe the procedures and rules for its organisation and functioning. For each of these functions, state the most important actions carried out during the year and how each of the functions attributed, whether by law, in the articles of association or other corporate resolutions, have effectively been performed.

C.2.2 Complete the following table with information on the number of female directors on the committees of the board of directors at the end of the last four financial years:

	Number of female directors							
	Year t		Year t-1		Year t-2		Year t-3	
	Number	%	Number	%	Number	%	Number	%
<b>Executive Committee</b>	0		0		0		0	
<b>Audit Committee</b>	1	(33.33%)	1	(33.33%)	1	(33.33%)	0	
<b>Appointments and remuneration committee</b>	0	(0%)	0	(0%)	0	(0%)	0	
<b>appointments committee</b>	0		0		0		0	
<b>remunerati on committee</b>	0		0		0		0	
<b>committee _____</b>	0		0		0		0	

Remarks

- C.2.3 State, where applicable, the existence of regulations of the board committees, where such regulations can be consulted, and any amendments made during the financial year. Also state if any annual report of the activities performed by each committee has been voluntarily prepared.

The Regulations of the Board of Directors thoroughly regulate the rules of composition and functioning, as well as the responsibilities of both the Audit Committee and the Nomination and Compensation Committee.

In favour of greater simplicity, avoiding duplications and aiming to facilitate comprehension and application, a comprehensive regulation integrated into the Regulations of the Board of Directors has been chosen as opposed to a specific regulation for each Committee.

Given that the Regulations of the Board of Directors were approved in 2017 including all of the requirements laid down by the legislation in force, so far there has been no need to amend its text.

The current Regulations of the Board of Directors may be consulted on the company's website ([www.gestamp.com](http://www.gestamp.com)) in the sections "Investors and Shareholders", "Corporate Governance", "Board of Directors" and "Regulations of the Board".

Likewise, the Regulations of the Board of Directors are registered, and therefore available to interested party, in the National Securities Market Commission, and in the Trade Registry of Biscay.

The activities reports are drawn up by the respective Committees and approved by the Board of Directors to be made available to shareholders at the Annual General Shareholders' Meeting, in accordance with the provisions contained in article 39 of the Regulations of the Board of Directors.

**D RELATED-PARTY TRANSACTIONS AND INTRAGROUP TRANSACTIONS**

D.1 Explain, where applicable, the procedure and competent bodies for approving related party and intragroup transactions.

<b>Procedure for communicating the approval of related-parted transactions</b>

Article 8 of the Regulations of the Board of Directors assigns the Company's Board of Directors, among other duties, the responsibility of approving transactions that the Company, or companies belonging to the Group, performs with Directors, major shareholders or shareholders represented in the Board of Directors of the Company or of other companies belonging to the Group, or with persons related to them, following a favourable report from the Audit Committee, and with the abstention of the affected directors, except for exempt cases set out in the legislation in force.

Moreover, on 21 March 2017, Acek Desarrollo y Gestión Industrial, S.L., Gonvarri Corporación Financiera, S.L. and the Company signed the Protocol for Regulating Transactions with Related Parties of Gestamp Automoción, S.A. and its Subsidiaries. This agreement incorporates the general framework that regulates the relations of the Company and its subsidiaries, with its related parties, particularly the group of companies led by parent company Acek Desarrollo y Gestión Industrial, S.L. In this regard, the protocol defines the principles that all related-party transactions must follow, as well as the approval procedure for these transactions, which is the same as that set out in Article 529 III of the Companies Act.

D.2 Describe the significant transactions in terms of amount or subject matter made between the company or entities belonging to its group, and the company's major shareholders:

<b>Individual or company name of significant shareholder</b>	<b>Individual or company name of the company or entity within its group</b>	<b>Nature of the relationship</b>	<b>Type of transaction</b>	<b>Amount (thousands of euros)</b>
Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	Contractual	Services received	7,337
Acek Desarrollo y Gestión Industrial, S.L.	Acek Desarrollo y Gestión Industrial, S.L.	Contractual	Unpaid interest due	1,138
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Purchase of goods, whether finished or not	1,466,114
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Sale of goods, whether finished or not	26,600
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Services received	26,217

Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Services rendered	2,388
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Holding Gonvarri, S.L.	Contractual	Unpaid interest due	1,031
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Sideacero, S.L.	Contractual	Sale of goods, whether finished or not	216,737
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Sideacero, S.L.	Contractual	Services received	2,730
Acek Desarrollo y Gestión Industrial, S.L.	Grupo Sideacero, S.L.	Contractual	Services rendered	204
Acek Desarrollo y Gestión Industrial, S.L.	Inmobiliaria Acek, S.L.	Contractual	Services received	2,479
Acek Desarrollo y Gestión Industrial, S.L.	Air Executive, S.L.	Contractual	Services received	273

Remarks

D.3 Describe the insignificant transactions in terms of amount or subject matter made between the company or entities belonging to its group, and the company's directors or officers:

Individual or company name of the directors or officers	Individual or company name of related party	Relation	Nature of the transaction	Amount (thousands of euros)
Mr. Francisco López Peña	N/A	Loan	Financing agreements: Loans.	3,000

D.4 Report on the significant transactions made by the company with other entities belonging to the same group, provided they are not eliminated in the preparation of the consolidated financial statements and they are not part of the ordinary course of business of the company insofar as their purpose and conditions are concerned.

In any case, report any intragroup transaction carried out with entities established in countries or territories considered to be tax havens:

Name of entity within the group	Brief description of transaction	Amount (thousands of euros)

D.5 Give details of any significant transactions carried out between the company or

entities in its group and other related parties that have not been disclosed under the previous headings.

Company name of related party	Brief description of transaction	Amount (thousands of euros)

Remarks

- D.6 Describe the mechanisms used to detect, determine, and resolve potential conflicts of interest between the company and/or its group, and its directors, executives, or significant shareholders.

Article 22 of the Regulation of the Board of Directors establishes the duty of directors to inform the Company of any direct or indirect situation of conflict that they or persons linked to them may have as regards the interests of the Company. In this sense, further to the communication duty of each Director in the event of a conflict of interest, on the occasion of the preparation of the annual accounts and the financial information for the first six months of the year, Directors must complete a form in which they state the existence of any conflict of interest between them and the Company.

Furthermore, Articles 21, 24, 25 and 26 of the Regulations the Board of Directors govern the duties of the directors as regards their abstention duty, non-competence, the use of non-public information and of company assets and the benefitting of business opportunities. Furthermore, those articles govern the Company's system of exemption, which shall be agreed at the General Shareholders' Meeting or by the Board of Directors, as appropriate, under the provisions set out in the Companies Act, the By-laws or in the Regulations of the Board of Directors of the Company.

With regard to the Senior Management, as stated in the Internal Code of Conduct in the Securities' Markets of the Company, they must act with loyalty, refrain from intervening or influencing in the decision making on those matters where they are conflicted, and not to access confidential information related to such conflict.

- D.7 Is more than one company of the group listed in Spain?

Yes

No

Identify the subsidiaries listed in Spain and their relationship with the company:

Identity and relationship with other listed companies in the group

State whether they have publicly and accurately defined their respective areas of activity and any business dealings between them, as well as between the listed subsidiary and other group companies.

Yes

No

<b>Describe the possible business relationships between the parent company and the listed subsidiary, and between the subsidiary and the other companies within the group</b>

Identify the mechanisms established to resolve possible conflicts of interest between the listed subsidiary and the other companies with the group:

<b>Mechanisms to resolve possible conflicts of interests</b>

**E****RISK CONTROL AND MANAGEMENT SYSTEMS****E.1 Explain the scope of the company's Risk Management System, including the system for managing tax risks.**

The Group carries out its activities in many countries and regulatory, political and socio-economic environments, whereby it is exposed to different types of risks (strategic, operational, financial, regarding compliance and reporting) that can affect its performance and which, consequently, should be mitigated in the most effective way possible, with the aim of facilitating fulfilment of strategies and targets set.

In this regard, the Group has a Comprehensive Risk Management System (hereinafter SIGR) at corporate level that identifies, monitors and responds to the different types of financial and non-financial risks to which the Group is exposed, including within the category of financial or economic risks, those related to tax, contingent liabilities and other off-balance risks.

This SIGR, which the Group continued to develop and evolve in 2019, is based on the COSO ERM—Enterprise Risk Management—model (a systematic and detailed approach that helps identify occurrences, evaluate, prioritise and respond to risks related to achieving business objectives), and in the good practices referred to in the Code of Good Governance for Listed Companies and in Technical Guide 3/2017 on Audit Committees of Public Interest Entities.

In order to facilitate and promote effective, comprehensive and uniform management, the Group established the Comprehensive Risk Management System Policy (hereinafter “SIGR Policy”), the implementation of which extends to all companies belonging to the Group. Its scope covers all activities, processes, projects and business lines, as well as all geographical areas in which it operates.

The SIGR Policy, approved by the Board of Directors on 14 December 2017, covers the organisation, procedures and resources available to the Group to reasonably and effectively manage the risks to which it is exposed, thus making risk management an intrinsic part of the organisation's decision-making processes in terms of both the governance and administrative bodies and the management of operations. The policy identifies diverse risk categories, details the basic principles and guidelines for action that must be observed in risk management and control, specifies the bodies in charge of ensuring that the internal control and risk management systems function properly, defines their roles and responsibilities and the level of risk deemed acceptable.

In addition, the Group has a SIGR Corporate Procedure, approved by the Operational Risk Committee (hereinafter, “CRO”), dated 19 November 2018. This Procedure establishes the basic guidelines for the identification, assessment, management, response and reporting of different risks from each of the organisational areas.

The Group has a Corporate Risk Map, which is set as a key element of the SIGR, providing an overall picture of the relevant risks of the organisation based on uniform criteria, thus facilitating early identification of any events that could generate them and enabling anticipatory action aimed at preventing or, in the event of occurrence, minimising them. During the 2019 financial year, the Group updated its Corporate Risk Map in order to ensure that it responds to the Company's current situation and indeed represents a management tool that enables decisions to be made in an effective and informed manner.

It should be noted that in addition to corporate risk management, each of the Group's areas carries out more fragmented risk management through its corresponding managers. The work carried out by these managers is included in the Corporate Risk Map through the involvement of the members of the CRO, which is made up of top-

level executives, representatives of the Group's Divisions, Business Units and Corporate Departments.

E.2 Identify the decision-making bodies of the company responsible for preparing and implementing the Risk Management System, including the system for managing tax risks.

The SIGR is a process led by the Company's Board of Directors and Senior Management and is the responsibility of each and every member within the Group. It is designed to provide reasonable assurance when achieving the SIGR targets, providing shareholders, other stakeholders and the general market with an adequate level of guarantee that protects generated value.

Although the SIGR is a process that affects and involves all of the Group's personnel, in accordance with the SIGR Policy approved by the Board of Directors, those entrusted with ensuring its smooth running and its functions are the following:

- The Board of Directors.

It is responsible for approving the SIGR Policy and the levels of risk appetite, as well as periodically monitoring the internal information and risk control systems in order to make sure that they are in line with the Group's strategy.

- The Audit Committee.

It is responsible for periodically supervising and reviewing the internal control and risk management systems, so that the main risks are adequately identified, managed and reported, receiving support in this task from the Internal Audit and Risk Management Department.

- The Risk Committees.

In addition to other committees set up at the level of the different organisational units to monitor specific risks (such as, among others, those associated with project management, information systems and regulatory compliance, including tax compliance); at corporate level there is the CRO and the Executive Risk Committee (CRE), made up of top-level executives, representatives of the Group's Divisions, Business Units and Corporate Departments. It is responsible for supporting the Board of Directors and the Audit Committee in their functions in relation with the control and management of risk. They are responsible for ensuring the proper functioning of the SIGR, as well as identifying, quantifying and managing the most significant risks that have an impact on their respective areas and the Group, ensuring that they remain at an acceptable level.

- Specific Risk Officers.

Their key responsibilities involve identifying and monitoring risks, reviewing the effectiveness of controls, overseeing action plans and collaborating on risks assessment and update.

- The Internal Audit and Risk Management Department.

In accordance with the rules governing the department, approved by the Audit Committee, the Internal Audit Department is responsible for coordinating the Group's risk management, among other things. The following key responsibilities have been set out in the SIGR Policy, in relation to such:

- Audit Committee support,
- coordination of risk identification and assessment processes through the preparation and updating of Risk Maps and



- coordination with the Risk Committees and with those responsible for specific risk management for risk measurement processes, controls, action plans and procedures required to mitigate them.

Within the Group structure, Internal Audit and Risk Management Department reports directly to the Audit Committee, which guarantees autonomy and independence in its functions and in the responsible supervision of the risk control and management system.

**E.3 State the main risks, including tax risks and insofar as those arising from corruption are significant (the latter being understood under the scope of Royal Decree Law 18/2017), which may affect the achievement of the business objectives.**

The Group defines risk as any potential event, internal or external, that may negatively affect the achievement of the objectives regarding the various Group processes and, therefore, the materialisation of the Group's strategic objectives, its methods or its reputation. Given the nature of the sector and the geographical areas in which the Group operates, the organisation is subject to various risks that could impede the attainment of its objectives and the successful execution of its strategies.

The process of identifying and assessing the risks affecting the Group mainly took into account the following risk factors, for which the Group has put in place monitoring and response plans and measures:

- **Operational Risks.** Those related with potential losses or a reduction in activity due to inadequacies or failures in operations, systems, resources or processes:
  - Occupational health and safety risk, in view of the characteristics of activities performed in our plants.
  - Disruption of our customer supply chain due to various factors (both internal and external), such as:
    - supply problems concerning our suppliers,
    - internal business conflicts,
    - prolonged breakdown of machinery, tools or plants,
    - serious accidents and
    - other factors that occur without warning (such as meteorological disasters, earthquakes, floods, etc.).
  - Incidents linked to the quality of our products, with potential repercussions on cost, liability and reputation.
  - Difficulties in hiring or replacing key staff, which is defined as executive staff in strategic positions, as well as highly qualified staff that are a valuable asset to the company.
  - Deviations in the profitability of projects, that could potentially result either in the issuance phase or in the production phase.
  - Security risks concerning computer applications and cyberattacks
- **Strategic Risks.** Those that may arise as a consequence of choosing a specific strategy, as well as those of an external or internal nature that may significantly affect the attainment of objectives, the reputation and/or vision of the Group in the long term. These include:
  - Political and economic instability in the different countries where the Group operates.

- Development, adoption and assurance of the necessary technical skills at industrial level, both in terms of innovations in materials and products as well as in production processes, in an environment which is constantly changing and evolving.
  - The Group's rate of progress towards “Data Driven” management through Industry 4.0 and the digitalisation of business processes in an environment of accelerated change.
  - Climate change and environmental risks: as an integral part of the automotive sector, we believe that our environmental impact must be analysed from the perspective of a vehicle's life cycle beyond the direct impact generated purely in the manufacturing process. Additionally, our stakeholders are showing increased commitment to climate change, among them, OEMs have increased their demand in this regard in the supply chain.
- Reporting Risks. Those related with the reliability in the preparation, collection and presentation of financial and non-financial information, both internal as well as external, relevant to the Group.
  - Compliance Risks. Those related with the strict observance of legislation and regulations (external and internal), including tax-related, that affects the Group in the different markets and geographical areas in which it operates.

The risks associated with the criminal liability of legal entities, the impact of corruption in the different countries where the Group operates and unethical or irregular conduct are considered, among others. This category also includes risks arising from potential legislative and regulatory changes, and the Group's capacity to anticipate and ability to react such.

- Financial Risks. These include financial market risks, as well as contingent liabilities and other off-balance risks. The main risks in this scope to which the Group is exposed are:
  - Fluctuating exchange rates affecting our operations in an international context.
  - Fluctuating interest rates.
  - Fluctuation of the price of raw materials.

#### E.4 Identify whether the entity has a risk tolerance level, including one for tax risk.

The Group, in delivering its vision "*to be the automotive supplier most renowned for its ability to adapt business in order to create value for the client, while maintaining sustainable economic and social development*" assumes a prudent level of risk, seeking the right balance between value creation, sustainability and risk.

In this regard, the level of risk tolerance, including tax risks, is defined at corporate level in the SGR Policy, approved by the Company's Board of Directors, and sets out that all risks that jeopardise compliance with the Group's strategies and objectives are to be kept at an acceptable low risk level.

The members of the Operational Risk Committee (CRO) and the Executive Risk Committee (CRE) took part in updating the Corporate Risk Map in financial year 2019. The main objectives of this updating process were to identify possible emerging risks and to assess all of the risks in terms of impact, probability of occurrence and effectiveness of the controls established, in accordance with the assessment scales defined and which were updated in 2019 in order to adapt to the strategy and changes

in our business environment and which will continue to be reviewed at least once a year for the same purpose. These assessment scales cover the different aspects of risk impact (financial, operational, regulatory framework and reputation) and entail suitable levels that allow for a standardised risk assessment. These scales reflect the Group's appetite and level of risk tolerance.

**E.5 State what risks, including tax risks, have materialised during the financial year.**

During the year, the risks inherent in Group's activity materialised at levels consistent with the Group's levels in the past and within acceptable impact limits. These risks include reduction on production volumes on a global basis and particularly in China, UK and Germany.

In this regard, the drop in production volumes led the Group to make an amendment in the last quarter of 2019 to the annual forecasts published at the beginning of 2019. Among them, the expected growth in annual sales at constant exchange rate was amended, as was the growth in the EBITDA (at constant exchange rate and excluding the impact of IFRS 16), estimating a 2019 EBITDA greater than 2018 EBITDA.

The Group has managed the impact of this drop by taking flexibility measures in its costs as well as moderating its investments in order to protect as far as possible the impact on its results and its financial debt, it has, however, been able to grow above market growth as well as continue with an EBITDA return on double-digit revenues.

In general, the SIGR, along with the policies and risk control and management systems that develop it, allow effective action to be taken on the risks and for suitable action plans to be drawn up, where necessary.

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

The Group has defined a SIGR that entails organisation, procedures and resources, making it possible to identify, measure, assess, prioritise, and respond to risks to which the Group is exposed. In this regard, two mitigation and risk response levels can be determined: global elements or acts that respond to corporate risk management and other individual mechanisms that respond to each specific risk.

The global elements or acts response mechanisms include the Group's Code of Conduct, the performance of the Ethics Committee, which reports directly to the Board and that is responsible for the monitoring of the fulfilment of the Group's Code of Conduct and the Whistleblowing Channel along with other mechanisms broadly defined in the SIGR Policy:

- Those responsible for managing specific risks are in charge of identifying and monitoring the risks that threaten the fulfilment of their objectives, as well as guaranteeing the proper functioning of the controls defined for their mitigation.
- Risk Committees are responsible for ensuring the proper functioning of the SIGR, as well as identifying, quantifying and managing the most significant risks that have an impact on their respective areas and the Group, and for ensuring that the risks remain at an acceptable level, keeping the Audit Committee informed.
- The Board of Directors and Audit Committee in approving, monitoring and following up on the SIGR.
- The Internal Audit and Risk Management Department, which supports the Audit Committee and coordinates the risk identification and assessment

processes and Risk Committees. In addition, the Internal Audit Department independently oversees compliance with the policies, procedures and controls set out for mitigating the Group's main risks.

In terms of individual risk, the Group has plans of management and monitoring adapted to the characteristics of each specific risk integrated within the company's systems and processes, and ensure that operational activities carried out are aligned with the Group's aims and targets.

In this sense, the Group currently has various organisational units or departments that analyse, continuously monitor and provide a response in various areas specialised in risk management, including: Internal control over financial information, Human Resources, Regulatory Compliance, Insurance, Corporate Social Responsibility, Quality, Operations Control, Corporate Security, Information Systems, Occupational Hazards Prevention, Project Management, Communication, Commercial, Financial Management and Development of advanced equipment. These units and departments form part of the Group's SIGR and are represented on the Risk Committees.

Parallel to the update of the 2019 risk map, the creation of an assurance map at the corporate level has begun, in which the main controls and response plans defined for the main risks are identified, from each of the main organisational units mentioned above.

**F INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS IN RELATION TO THE PROCESS OF ISSUING FINANCIAL REPORTS (ICFRS)**

Describe the mechanisms making up the risk control and management systems with respect to the process of issuing the entity's financial information (ICFRS).

**F.1 Control environment at the entity**

Indicate at least the following, specifying the main features thereof:

**F.1.1.** What bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective internal control over financial reporting system (ICFRS); (ii) the implementation thereof; and (iii) oversight thereof.

The Board of Directors has the ultimate responsibility for the existence and maintenance of an adequate and effective Internal Control over Financial Reporting System (hereinafter ICFRS). For these purposes, the Regulations governing Gestamp's Board of Directors establish in Article 8, section 3(a), as one of the non-delegable competences of this governing body, the approval of the "control and risk management policy, including fiscal risks, as well as regarding the regular monitoring of the internal information and control systems".

The Group has developed an ICFRS Policy, approved by the Board of Directors, in which the managerial responsibilities and the general outline of each component of the ICFRS are assigned (control environment, risk assessment, control activities, reporting and communication and oversight); This Policy establishes that the Group's Financial Management (through the Internal Control Function) is responsible for the design, implementation and operation of the ICFRS. Within the scope of these functions, it must promote the importance of internal control in the different countries where the Group is present, starting with raising awareness of control requirements at all levels of the Group, all through ongoing support in its work both regarding determining documentation associated with the ICFRS, validating the design and effectiveness of the controls, and the implementation of the identified action plans.

The oversight of the ICFRS is the responsibility of the Audit Committee. Article 40, section 6.b) of the Regulations of the Board of Directors sets forth that the Audit Committee has, among others, the competences of "overseeing the preparation process, integrity and presenting regulated financial reports on the Company, ensuring regulatory requirements are met and accounting criteria are correctly applied" and also "periodically reviewing the internal control and risk management systems, including fiscal risks, so that the main risks can be adequately identified, managed and reported". To this end, the Audit Committee relies on the Internal Audit Department, which has rules regulating the task of overseeing the effective functioning of the internal control system.

**F.1.2** Whether any of the following are in place, particularly as regards the financial information preparation process:

- Departments and/or mechanisms in charge of: (i) the design and revision of the organisational structure; (ii) clearly defining the lines of responsibility and authority, with an appropriate distribution of work and duties; and (iii) ensuring that there are sufficient procedures for the proper dissemination thereof at the entity.

The Group's Human Resources and Organisation Management and the Board of Directors through its Executive Chairman are in charge of defining and modifying the organisational structure of the Group at a high level, with the monitoring support by the Nomination and Compensation Committee. In addition, the different organisational units have the autonomy to develop and propose changes in their respective organisational structures using the criteria established by the abovementioned bodies. Any proposal for organisational change is communicated to the Group's Human Resources and Organisation Department in order to be validated and registered in the Human Resources Corporate System, the organisational management module SAP HCM and its contribution on the organisation charts published on the Company's intranet. These organisation charts graphically represent the relationships between the different Group departments.

For each role defined, the Human Resources and Organisation Department has descriptions of high-level roles called "jobs" which include the managers involved in the process of drawing up the financial reports. In addition, for Group companies that are production centres where there are quality certifications, the specific jobs are described in accordance with the tasks carried out by the different people in the team at each plant.

The ICFRS documentation includes a risk and control matrix where, individually for each control, both the responsible organisational structures and the owners of each of the controls have been identified in relation to the financial reporting process.

- Code of conduct, body that approves it, degree of dissemination and instruction, principles and values included (indicating whether the recording of transactions and the preparation of financial information are specifically mentioned), body in charge of reviewing breaches and of proposing corrective actions and penalties.

The Group has a Code of Conduct which sets out the standards of ethical conduct that the Group requires from all of its employees and which is available on the Group's website.

In 2018, the Code of Conduct was updated.

The main changes have been:

- The inclusion of the responsibilities of all employees: to be compliant, lead by example, seek help and communicate.
- The reorganisation of the Rules of Conduct according to the area of application.
- The inclusion of rules in relation to the use of privileged information.

In 2018, replicating the action for the initial launch in 2011, the Group implemented a dissemination plan in relation to the new Code of Conduct among employees in all jurisdictions, who were also asked to confirm receipt of such. In addition, as part of the plan to welcome new Group employees, a copy of the Code of Conduct is provided and their adhesion is requested.

Regarding training, all Group employees must have carried out, at least once, the introduction course on the Code of Conduct, which may be taken in one of the following ways:

- Online training (through the Company Corporate University). When a new employee joins the Group, they automatically receive a notification to their email address inviting them to take the training on the Code of Conduct (available in all of the Group's languages), also receiving a copy of the Code of

Conduct in electronic format. Moreover, this training course is permanently available and, therefore, it can be seen if any questions arise after the initial training.

- Face-to-face training. For cases where the employee does not have access to a device that allows them to carry out training online. The same documentation as that available in the online training programme is included in the induction plan for people who carry out this type of training.

In either of the two cases, the Group requests acknowledgment from the employee that they have carried out the training on the Code of Conduct; with regards to face-to-face training, this documentation will consist of physical acknowledgment of receipt signed by the employee and which is filed away by the plants; and with regards to online training, the system itself requests confirmation from the user that they have carried out the course on the Code of Conduct.

In addition, and on an annual basis, an external company will perform an audit to check, by interviewing a representative percentage of the staff at each company, their knowledge of the Code of Conduct. The questions include the existence of the Code of Conduct, its accessibility, if it is effective, etc. According to the results, Human Resources Managers identify whether it is necessary to implement a plan of action in relation to the Code of Conduct.

In relation to the financial information, there is a section in the Code on "Integrity towards our shareholders and business partners", which establishes that acting responsibly and with transparency goes hand in hand with protecting value. All employees create value for the shareholders when they put the company's interests first, when they ensure that business records are accurate and when they properly protect the company's resources, its information and assets. Furthermore, this section also includes a rule corresponding to "Information management", which explicitly indicates that the honest, accurate and objective collection and presentation of information, whether financial or any other kind, is essential for the Group. Therefore, an employee of the Group:

- Must not falsify any kind of information, whether financial or any other kind.
- Must not deliberately enter any false or misleading data into any report, record, file or expenses claims.
- Must not accept contractual obligations on behalf of Gestamp that exceed the authority the company has given them.
- Must fully cooperate with auditors, ensuring the accuracy of the information provided.

The Ethics Committee is the body responsible for analysing non-compliances of the Code of Conduct, studying complaints and proposing remedial actions and sanctions. Its duties and governance are set out in the Regulations of the Ethics Committee. Members of Senior Management and an external advisor make up the Committee and reports directly to the Board of Directors.

- Reporting channel that makes it possible to report any irregularities of a financial or accounting nature to the audit committee, as well as any possible breach of the code of conduct and irregular activities at the organisation, specifying, if appropriate, whether it is confidential.

The Group has a channel with certain ways of communication which guarantees confidentiality and the rights of the reporters.

- Human Resources managers. There is a way to report through the Human Resources managers. They in turn report to the Compliance Office.
- Compliance Office Inbox: generic inbox of an email address that the Compliance Office directly receives.
- Speak up line: the complaints channel, which has been available since December 2016, is managed by an external company (SpeakUp Line), thus increasing the whistle-blower's trust and confidence with regard to confidentiality. Such communication may take place via telephone, web form or email. It is available in all languages spoken within the Group. Communications are sent to the Compliance Office.

Both the Compliance Office Inbox and the Speak up line are available on the company's intranet and on the website.

The Ethics Committee Regulations also establish the indemnity of people who report acts in good faith and, in turn, safeguards the honour and presumed innocence of any employee amid malicious or unfounded reports.

The Group's Reporting Channel allows any kind of non-compliance with Code of Conduct, including irregularities of a financial and accounting nature, and any irregular activity that could take place within the Group, to be communicated. The Audit Committee receives a periodic report on the complaints made through the Reporting Channel, the investigations carried out and, where appropriate, the measures adopted.

In 2019, 116 reports were received, 115 of which were complaints regarding potential breaches and 1 doubt already resolved. 18 complaints were received through representatives, 45 directly through the Compliance Office Inbox and 53 through the SpeakUp Line. None of these were related to the ICFRS.

- Regular training and update programmes for personnel involved in the preparation and review of financial information, as well as in the evaluation of the ICFRS, covering at least accounting standards, auditing, internal control, and risk management.

At the beginning of each financial year, the Group's Training and Development Department draws up a training plan with all areas, including those that are part of the Finance Department. This plan includes the different external and internal training activities geared towards members of the areas under the Group's Finance Department and managers of the in each of the Group's countries and organisational units.

This plans are aimed at:

- Members of the finance areas of the Group.  
In 2019, more than 300 hours were devoted to update programmes on regulatory developments regarding the preparation and oversight of financial reporting, and also regarding the system implemented for internal control over financial reporting.
- Members of the finance areas in all countries and organizational units.  
In 2019, training activities were devoted to more than 300 persons from finance areas and other related areas in the countries where the Group operates in order to communicate, train or update any subjects which, from an accounting and financial perspective, are relevant for preparing the financial reports. These training activities amounted to approximately 3.000 training hours.



In 2019, strengthening the economic/ financial knowledge for business decision making in the Group's management teams is still an objective of the Gestamp Corporate University's Financial Academy. Therefore, 2154 hours have been invested in investment project assessment, management accounting, financial accounting and financial statement analysis courses for a total of 200 Gestamp managers.

In addition, a tool developed internally to support the ICFRS was put into operation in 2019, including the maintenance of risk matrices and controls on the reliability of financial information, evaluation of controls and monitoring of defined action plans.

In this regard, on a mandatory basis, in 2019, 641 employees have been trained globally, investing 1100 hours in face-to-face training sessions in each of the countries where the plants are located within the scope of the ICFRS. To supplement this training, at the end of 2019, an online training programme was developed and launched both on ICFRS and on the use of the tool, which will be taught throughout 2020 through the Corporate University Virtual Campus.

Also, in 2019, 500 hours were devoted to specific courses are provided by internal and external personnel on operation and functioning of the financial IT applications used for drawing up financial reports.

## **F.2 Risk assessment of financial information**

Indicate at least the following:

F.2.1. What are the main features of the risk identification process, including the process of identifying the risks of error or fraud, with regards to:

- Whether the process exists and is documented.

The Group bases its process to identify error or fraud risks in financial information on the COSO framework (Committee of Sponsoring Organizations for the Commission of the Treadway Commission), implementing practices aimed at designing and maintaining an internal control system that provides reasonable assurance with regard to the reliability of the regulated financial information.

As referred to in section F.1.1., the Group has an ICFRS Policy that includes, among other aspects, the general description of the ICFRS and its objectives, roles and responsibilities, the method for implementing the system for internal control over financial reporting and also the process to identify error or fraud risks in financial reporting. Based on this methodology, the scope matrix of the ICFRS was defined.

The scope matrix for the ICFRS, which is updated on an annual basis, after the consolidated financial statements have been prepared, aims to identify the accounts and disclosures that have significant associated risks and which could have a potential material impact on financial reporting. It also establishes the processes to review regarding its design and effectiveness in each country where the Group operates.

During financial year 2019, the Group identified the financial reporting risks by analysing the information contained in the audited consolidated financial statements at 31 December 2018, selecting the most relevant accounts and significant disclosures according to quantitative criteria and risks. The 2018 ICFRS scope matrix was approved by the Audit Committee on 6 May 2019.

- Whether the process covers all the objectives of financial reporting (existence and occurrence; integrity; assessment; presentation, breakdown and comparability, and rights and obligations), whether it is updated, and how often.

For each of these accounts and significant disclosures, their associated critical processes and subprocesses are established and the risks that could lead to errors and/or fraud in financial reporting are identified, covering all of the financial reporting objectives (existence and occurrence; integrity; assessment; presentation and breakdown; and rights and obligations).

- The existence of a process for the identification of the scope of consolidation, taking into account, among other matters, the possible existence of complex corporate structures, holding entities, or special purpose entities.

With regard to the scope of consolidation, the Chairman, the CEO, the Group's Legal Manager, the Tax Consultancy Manager and the Finance Manager hold meetings as the Finance and Tax Committee, where they address issues relating to, among others, the purchase or withdrawal of companies in which the company has direct or indirect interests, as well as possible changes to be made regarding said interest. Similarly, the Committee identifies the need to undertake specific corporate operations, such as incorporations, mergers, divisions or the winding-up of companies that form part of the Group.

The conclusions approved by the Finance and Tax Committee in the area of company acquisitions and dispositions, and adoption of company operations, are initially compiled by the Group's Legal Department, which is in charge of drawing up the legal documentation required. Furthermore, the Legal Department informs the Consolidation team of any company acquisition or disposition, as well as any interest in them, and any corporate operation that may affect the scope of consolidation. This is done at least on the date on which such operation becomes effective. -

Based on the information received by the Finance and Tax Committee and by the Legal Department, the Department Responsible for Consolidation in the Group's Economic-Finance Department updates the scope of consolidation on the consolidation application used by the company. Furthermore, on a quarterly basis, this information is compared with that contained in the consolidation reporting package that each Group company sends to carry out the quarterly consolidation.

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

As referred to in section E.1., the Group has SIGR Policy, which was approved by the Board of Directors in 2017. The purpose of the SIGR is to establish the basic principles, guidelines and the general framework for action to ensure that risks that may affect the implementation of the Group's strategies and achievement of objectives are identified, analysed, assessed, managed and controlled systematically, with homogeneous criteria and within the risk levels accepted by the Group.

The SIGR Policy is inspired by the following reference frameworks:

- The COSO ERM model, risk management reference framework generally accepted in the market.
- The good practices mentioned in the Good Governance Code of listed companies and the CNMV Technical Guide 3/2017 on Audit Committees of Public Interest

### Entities.

This Policy, containing five risk categories (strategic, operational, reporting, compliance and financial) is applicable to all Group companies. Reporting risks include those related to the reliability in the preparation, collection and presentation of financial and non-financial information, both internal as well as external, relevant to the Group.

These risks generally cover all of those associated with the Group's activities, processes, projects and lines of business in all geographical areas where it conducts business. Consideration is given, among others, to the types of operational, technological, financial, legal, environmental, social and tax- and reputation-related risks, including, under financial risks, those relating to contingent liabilities and other off balance-sheet risks.

Following the update of the Risk Map, which is analysed every year, it is verified that the risks that could have an impact on the financial information drafting processes or on the reliability of it are provided for in the ICFRS model. This is done to analyse the need to include additional processes or controls in said model and/or in the matrix scope for the following financial year.

- What governance body of the entity supervises the process?

Responsibility for the oversight of the effectiveness of the ICFRS and the Integrated Risk Management System lie with the Audit Committee through the Internal Audit Management, according to that set out in Article 40 of the Regulations governing Gestamp's Board of Directors.

As stated in the previous sections, the Audit Committee approved the ICFRS scope matrix on 6 May 2019 as a way of supervising the risk evaluation process.

### **F.3 Control activities**

Indicate whether at least the following are in place and describe their main features:

F.3.1. Procedures for review and authorisation of financial information, and description of the ICFRS to be published in the securities market, indicating the persons or divisions responsible therefor, as well as documentation describing the flows of activities and controls (including those relating to risk of fraud) of the various types of transactions that could materially affect the financial statements, including the closing process and the specific review of significant judgements, estimates, assessments, and projections.

The Group performs regular reviews of the financial reports drawn up and also of the description of the ICFRS in accordance with different levels of responsibility that aim to ensure the quality of the information.

The Group's Economic-Finance Department draws up consolidated financial statements on a quarterly basis (consolidated accounts and interim financial statements) and submits them for review by the Executive Chairman and the Managing Director, who then proceed to approve them. The quarterly and annual review and authorisation procedure concludes with them being submitted to the Audit Committee by the Managing Director and the Finance Department, and its preparation by the Board of Directors.

In financial year 2019 and, in accordance with the scope matrix of the ICFRS, the

Internal Control Department continued to define the risk and control matrix, and the process documentation identified as key and material in all countries where the Group operates. The controls that mitigate the error or fraud risks regarding financial reporting and which affect these processes are identified in said matrix.

These processes/subprocesses cover the different types of transactions which may materially affect the financial statements (purchases, sales, staff costs, stock, fixed assets, collection and payment management, etc.), specifically including the closing, reporting and consolidation process, as well as all of those that are affected by significant judgments, estimates, assessments, and projections.

The documentation in each of the processes comprises:

- Breakdown of the information systems that impact the subprocesses.
- Breakdown of the organisational structures.
- Descriptions of each subprocess associated with each process.
- Description of the significant risks involved in financial reporting (including those relating to the risk of fraud) and also others (operational and/or regarding compliance) associated with the different subprocesses and control objectives.
- Detailed description of the key and non-key controls that mitigate each of the risks identified.
- Results of the internal control design evaluation conducted by the Internal Control Department, identifying the best opportunities and establishing the action plans, persons responsible and the corresponding implementation deadline.

For each control, the following have been identified:

- Supporting evidence regarding the controls.
- Organisational structures and/or functions of positions in charge of each key and non-key controls identified, as well as identifying other departments affected, where appropriate.
- Owner in charge of each control.
- Frequency of the controls.
- Level of automation of the controls.
- Type of control: preventive or detective.
- Risks to mitigate.
- Association regarding the objectives of the financial information and the prevention/detection of fraud.
- Information systems involved in the control.

The Group has launched a process for updating the internal control system which guarantees the quality and reliability of financial and non-financial reporting, not merely limiting itself to yearly or half-yearly financial reports.

As such, among other measures, as stated under section F.1.2., in 2019 the Group has launched in all plants and countries in which risk matrix and controls has been determined, an internal development of a specific tool. This tool allows an ongoing updating, self-evaluating and supervising process to take place on the correct functioning of the internal control system of financial information, ensuring its reasonable reliability in a single centralised environment. This tool contributes to strengthening the internal control at all levels of the organisation, facilitating the

effectiveness evaluation process and the control designs, as well as monitoring the action plans.

With regard to significant judgments, estimates and projections, it is the Group's Economic-Finance Department or the Division Controlling departments that set the hypotheses and perform the calculations. To do so, they use information, such as the budgets for the coming financial years and the strategic plans, which the different Group companies report through a shared platform that is managed by the Group's Controlling Department. In certain cases (such as the valuations of fixed assets and actuarial study calculations), the information provided by specialists external to the Group is also used. The most significant judgements, estimates and projections are validated prior to the approval process for the consolidated financial statements.

**F.3.2. Policies and procedures of internal control over reporting systems (including, among others, security of access, control of changes, operation thereof, operational continuity, and segregation of duties) that provide support for the significant processes of the entity in connection with the preparation and publication of financial information.**

The Group has internal control policies and procedures on the information systems supporting the relevant processes, including the preparation and review process for financial reporting.

In the process to identify technological risks that may affect the confidentiality, integrity and availability of financial information, the Group identifies what systems and applications are relevant in each of the areas or processes considered significant. The systems and applications identified include both those that are directly used to prepare the financial information and those that are relevant for the effectiveness of the controls that mitigate the risk of errors arising therein.

Taking into account this information, the Plan of Business Continuity of Information Systems is reviewed on a yearly basis. This plan establishes action plans for mitigating the risks arising from information system dependency that could affect the achievement of business objectives.

Generally speaking, the following controls exist to provide the Group with reasonable assurance concerning the internal control of reporting systems:

- The Group has a road map of the most relevant applications, including those with the objective of processing financial information.
- Only authorised staff have access to the reporting systems using robust authentication mechanisms. In addition, access to information is limited according to the roles assigned to each user. In relation to this, system accessibility is determined by identity management. A feature is currently being rolled out which, by means of an automatic approval flow, enables managers of each system to receive access requests and, in turn, review and approve them.
- The actions performed by users are registered and monitored by people authorised in accordance with operating procedures.
- Periodic review processes are performed on users with access to data, as well as a review of privileged users.
- There are alternative communication systems that guarantee the continuity of operations.
- Backups of the information are carried out regularly, which are stored in safe locations, and trial restorations thereof are carried out.

- The incident management system is aimed at resolving any type of problem that may arise in the business processes.
- There is a software development methodology and different environments with the aim of ensuring that any changes in the information systems are appropriately authorised and tested.
- Critical business processes have different organisational and technological solutions which ensure the continuity of the information systems. Every year, the financial system recovery plan is tested, identifying the improvement aspects that are included in the plan updates.

The controls on the information technology implemented in the area of financial systems are validated every year in order to ensure their effectiveness. Any incidents identified are evaluated and the appropriate measures adopted to correct them in the time and manner established.

**F.3.3. Internal control policies and procedures designed to supervise the management of activities outsourced to third parties, as well as those aspects of assessment, calculation, or valuation entrusted to independent experts, which may materially affect the accounts.**

The Group does not usually have activities outsourced to third parties which may materially affect the financial statements. In any case, when the Group outsources certain work to third parties, it ensures the subcontracted company has the technical skills required, independence, competence and solvency.

In financial year 2019, the only significant activity outsourced to third parties with an impact on the financial statements was the use of independent experts for support in the valuation of fixed assets and actuarial study calculations, although they did not have a material effect on the financial information.

This activity was performed by a firm which was validated as having the necessary competences by personnel in the Group and supervised by Management, which verified the key assumptions used by the external parties, along with the reasonability of the conclusions.

#### **F.4 Information and communication**

Indicate whether at least the following are in place and describe their main features:

**F.4.1. A specific function charged with defining and updating accounting policies (accounting policy area or department) and with resolving questions or conflicts arising from the interpretation thereof, maintaining fluid communications with those responsible for operations at the organisation, as well as an updated accounting policy manual that has been communicated to the units through which the entity operates.**

Within the Group's Economic-Finance Department, there is Department Responsible for Consolidation (hereinafter, "Consolidation Team"). The functions assigned to said team, specifically established in the Group's Criteria and Accounting Policies Manual, include a team update, which must be undertaken at least once per year.

This Manual includes the main policies applicable to the Group's operations, as well as the criteria that are to be followed by those in charge of recording the financial

information, examples of its application and the chart of accounts for consolidation. The last update was in December 2019.

In addition, there is another department in the Economic-Finance Department that is responsible for the design and definition of the financial processes to be applied in companies using the Corporate SAP system. This Function is in charge of reflecting the accounting policies established in the Group's Criteria and Accounting Policies Manual in this system.

If those in charge of recording the Group's financial information have any queries about how to proceed with regard to daily transaction accounting, the responsibility for resolving queries in relation to these processes lies with the Department Responsible for the design and Definition of Financial Processes, whereas any queries regarding accounting policies are resolved by the Consolidation Team, as stated in the Manual. This centralisation of query resolution allows for increased standardisation of criteria.

The information required to update the Criteria and Accounting Policies Manual is received by the Consolidation Team through the different channels: by communications from the ICAC (the Spanish Accounting and Auditing Institute) (for modifications to the Spanish National Chart of Accounts, the IFRS or the IAS), by reviewing information alerts sent by the external auditor through the tax updates it receives from the tax advisor or through participation in training sessions given by prestigious companies.

In order to keep all persons in charge of recording financial information throughout the whole Group informed of any possible modifications that arise in the Criteria and Accounting Policies Manual, the Consolidation Team sends them said document on a quarterly basis, along with the consolidation reporting package.

**F.4.2. Mechanisms to capture and prepare financial information with standardised formats, to be applied and used by all units of the entity or the group, supporting the principal accounts and the notes thereto, as well as the information provided on the internal control over financial reporting system.**

All Group companies report the financial information in a consolidation reporting package in a standardised manner as established by the Consolidation Team. This package includes the information structure required to then proceed to add it.

The Consolidation Team has a master in which each account in the local consolidation chart of accounts is associated with the corporate SAP accounts. This association is customised in the Group's consolidation application by the Function charged with the Design and Definition of Financial Processes within the Group's Economic-Finance Department.

Once the Consolidation Team has received the information from the different companies, it verifies that it coincides with the chart of accounts established for the Group and with the Group's Criteria and Accounting Policies Manual and proceeds to upload this information onto the Group's consolidation application.

Regarding the information in the disclosures in the report, in order to draw up the consolidated Financial Statements, the Consolidation Team uses the information reported by the different companies in the reporting packages as a source. Based on this data and the information from the whole Group, it consolidates and draws up the consolidated interim and annual accounts (financial statements and notes) and creates the notes to the financial statements. The Consolidation Team ensures that

the information in the consolidation application matches the detailed information extracted to draw up the disclosures, and also that the information in the detail of the notes matches the detailed information extracted to draw up the notes.

Finally, the capture and preparation of the information provided regarding the ICFRS is centralised in the Internal Control Function in coordination with the Departments involved. This description is formally validated by these Departments. This process concludes with the approval of the Annual Corporate Governance Report as a whole by the Board of Governors,

## **F.5 Supervision of the operation of the system**

Indicate and describe the main features of at least the following:

F.5.1. The activities of overseeing the internal control over financial reporting system (ICFRS) performed by the audit committee, and also whether or not the entity has an internal audit function whose duties include providing support to the committee in its task of overseeing the internal control system, including the ICFRS. Information is also to be provided concerning the scope of the assessment of the ICFRS performed during the financial year and on the procedure whereby the person or division charged with performing the assessment reports the results thereof, whether the entity has an action plan in place describing possible corrective measures, and whether the impact thereof on financial information has been considered.

As indicated in section F.1.1, the Audit Committee is responsible for overseeing and periodically reviewing the effectiveness of the internal control and the financial reporting process, with support from the Internal Audit Management, which hierarchically depends on the Managing Director and functionally on the Audit Committee.

Some of the duties of the Internal Audit Management are supporting the Audit Committee in overseeing the correct functioning of the ICFRS, reporting the conclusions obtained from its audits through the regular appearances of the Internal Audit Director at Audit Committee meetings during the financial year. Such conclusions include possible corrective actions of the weaknesses detected, and their monitoring once approved.

In this respect, the Internal Audit Management is responsible for executing the Internal Audit Plan for financial year 2019 that was approved on 17 December 2018 by the Audit Committee. The 2019 Audit Plan includes, among other aspects, the auditing of the design of the key ICFRS processes and the effectiveness evaluation of the general IT controls, implemented in the applications or systems under the ICFRS scope due their importance in producing the Group's financial information.

On 6 May 2019, the Audit Committee approved the scope matrix of the ICFRS established by the Internal Control Department, in accordance with what is stated in section F.2.1, and supervised degree of progress of the work carried out in relation to the ICFRS through periodic reports submitted by the Internal Audit Director to the Audit Committee.

During the 2019 financial year, in accordance with the Audit Plan and the ICFRS scope matrix, a review continued on the design of the controls at plants included in the scope.

In the area of IT, and continuing the work initiated in 2018, the analysis of the main ERP that currently support the industrial and financial processes in the Group were



concluded.

In these audits, action plans aimed at strengthening the internal control system were established. The results of the audits have been periodically reported to the Audit Committee.

As such, the Audit Committee, in accordance with its duties, includes in its Activities Report the tasks it has undertaken under its role of overseeing the Internal Control System during 2019. Among other aspects, the activity report for financial year 2019 includes:

- the supervision and revision of the preparing and presentation process of the annual individual and consolidated financial information and also the regulated financial information (quarterly and half-yearly) to provide the market,
- the reviewing of developments on IFRS and Spanish General Audit Plan.
- the monitoring of the internal audit function activities,
- the overseeing of relationships with the external auditor of the company and Group,
- related transactions,
- correct application of the generally accept accounting principles and the safeguarding of the integrity of financial information.
- the approval of the ICFRS scope matrix established for the financial year 2019-2020,
- review of the degree of implementation of the ICFRS,
- monitoring of the ICFRS design evaluation results, as well as monitoring of the improvement plans detected,
- monitoring of the risk management performed within the Group,
- approval of the 2020 Internal Audit Plan, and
- approval of the 2020 resources of the Internal Audit Management.

F.5.2. Indicate whether there is a discussion procedure whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other reviews they have been engaged to perform to the company's senior executives and its Audit Committee or Board of Directors. State also whether the entity has an action plan to correct or mitigate the weaknesses identified.

Article 40 of the Regulations of the Board of Directors govern the power held by the Audit Committee with regard to regularly receiving information on the activities of the Internal Audit Department; verifying whether senior management takes into account the conclusions and recommendations in its reports; and to discuss with the auditor or auditing firms any significant weaknesses in the internal control system detected in the course of the audits, without ever compromising its independence. To this end, and where applicable, recommendations and proposals, together with the relevant follow-up deadlines, may be submitted to the board of directors.

In accordance with the process established for such purpose, any significant internal control weakness that has been detected by the auditor of the financial statements in the course of its work, will be formally reported in writing to the two levels of

management: to the Management that will define, in such case, the action plans to be implemented to mitigate the internal control weaknesses detected, which will be subsequently presented to the Audit Committee.

Nine meetings of the Audit Committee were held in 2019.

External auditors attended four Audit Committee meetings to communicate the provisional status of the audit work on the limited review of the half-yearly information, the Group's financial statements and the essential facts detected, including the areas for improvement detected in the internal control, which, without being significant weaknesses, have been deemed to be potentially useful.

The Director of the Internal Audit Committee has periodically participated in Audit Committee meetings, presenting the degree of progress of the work undertaken in relation to the ICFRS, as well as the internal control weaknesses identified in the course of said work.

#### **F.6 Other relevant information**

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Not applicable.

#### **F.7 External auditor's report**

Indicate:

F.7.1. Whether the ICFRS information reported to the markets has been submitted for review by the external auditor. If so, the related report should be included in the corresponding report as an Appendix. If not, give reasons why.

The information sent regarding the 2019 ICFRS was not submitted for review by the external auditor given that the Group continues to implement the improvements and recommendations that arose in the ICFRS adaptation process, launched as a result of its admission to trading on the Continuous Market on 7 April 2017. In this sense, considering the implementation level reached, the Audit Committee has decided to submit 2020 ICFRS for the review of the external auditor.

## **G** DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

State the company's degree of compliance with the recommendations of the Good Governance Code for Listed Companies.

If the company does not comply with any recommendation or follows it partially, there must be a detailed explanation of the reasons providing shareholders, investors, and the market in general with sufficient information to assess the company's course of action. Generalised explanations will not be acceptable.

1. **The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.**

Complies  Explain

2. **When a parent and a subsidiary are listed companies, both should provide detailed disclosure on:**

a) **The types of activity they engage in, and any business dealings between them, as well as between the listed subsidiary and other group companies.**

b) **The mechanisms in place to resolve possible conflicts of interest.**

Complies  Partly complies  Explain  Not applicable

3. **During the annual general meeting, the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular regarding:**

a) **Changes taking place since the previous annual general meeting.**

b) **The specific reasons why the Company does not follow some of the recommendations of the Good Governance Code and, if any, the alternative rules that apply in this area.**

Complies  Partly complies  Explain

4. **The company should draw up and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position.**

**This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.**

Complies  Partly complies  Explain

5. **The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.**

**When the board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.**

Complies  Partly complies  Explain

6. **Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:**

- a) **Report on auditor independence.**
- b) **Reports on the operation of the audit committee and the nomination and remuneration committee.**
- c) **Audit committee report on related-party transactions.**
- d) **Report on the corporate social responsibility policy.**

Complies       Partly complies       Explain

7. **The company should broadcast its general shareholders' meetings live on the corporate website.**

Complies       Explain

Once analysed the suitability of its broadcast, the Company did not believe that live broadcasting of the Ordinary General Shareholders' Meeting held on 6 May 2019. In that respect, it was considered to firstly analyse the advisability of broadcasting the referred meeting. In future meetings of the General Shareholders' Meeting, this broadcasting possibility will be analyse once again.

8. **The audit committee should strive to ensure that the board of directors can present the company's accounts to the general shareholders' meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the chairperson of the audit committee and the auditors should give a clear account to shareholders of their scope and content.**

Complies       Partly complies       Explain

9. **The company should disclose on its website, on an ongoing basis, its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights.**

**Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.**

Complies       Partly complies       Explain

10. **When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:**

- a) **Immediately circulate the supplementary items and new proposals.**
- b) **Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.**
- c) **Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.**
- d) **After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.**

Complies       Partly complies       Explain       Not applicable

11. **In the event that a company plans to pay for attendance at the general meeting, it should first establish a general, long-term policy in this respect.**

Complies       Partly complies       Explain       Not applicable

12. **The board of directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.**

**In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.**

Complies  Partly complies  Explain

13. **The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.**

Complies  Explain

14. **The board of directors should approve a director selection policy that:**

- a) **Is concrete and verifiable.**
- b) **Ensures that appointment or re-election proposals are based on a prior analysis of the board's needs.**
- c) **Favours a diversity of knowledge, experience and gender.**

**The results of the prior analysis of board needs should be written up in the appointments committee's explanatory report, to be published when the general meeting is convened which will ratify the appointment and re-election of each director.**

**The director selection policy should pursue the goal of having at least 30% of total board places occupied by women directors before the year 2020.**

**The appointments committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.**

Complies  Partly complies  Explain

As referred to in section C.1.7., Nomination and Compensation Committee, in the context of the evaluation that was conducted on the compliance of the Policy for the Selection of the Board of Directors on 17 December 2018, an evaluation was not carried out on how said policy is fostering the objective of obtaining at least a 30% representation of women on the Board of Directors by 2020.

However, in the context of the evaluation of the Board of Directors referred to in sections C.1.17 and C.1.18, the action plan drawn up by the Nomination and Compensation Committee submitted for the approval of the Board of Directors, includes some recommendations to be performed during 2020, between others, the monitoring of the fulfilment of the diversity principle stated in the Selection Policy of the Board of Directors and the Guidelines for the knowledge, skills, diversity and experience required on the Board of Directors.

In view of the vacancy that arose during 2019 and in order to comply with the provisions of the Selection Policy of the Board and the of Knowledge, Skills, Diversity and Experience Guide and to promote diversity in the Board, the Company's Nomination and Compensation Committee agreed at its meeting on 25 July 2019 to adopt the

measure that, given the equal knowledge and experience of the different candidates, it would be advantageous for the vacancy to be filled by a woman.

- 15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.**

Complies       Partly complies       Explain

- 16. The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.**

**This criterion can be relaxed:**

- a) **In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.**
- b) **In companies with a plurality of shareholders represented on the board but not otherwise related.**

Complies       Explain

- 17. Independent directors should represent at least half of all board members.**

**However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30 % of capital, independent directors should occupy, at least, a third of board places.**

Complies       Explain

- 18. Companies should disclose the following director particulars on their websites and keep them regularly updated:**

- a) **Professional profile and biographical data.**
- b) **Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.**
- c) **Statement of the director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.**
- d) **Dates of their first appointment as a board director and subsequent re-elections.**
- e) **Shares held in the company and any options thereon.**

Complies       Partly complies       Explain

- 19. Following verification by the appointments committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3% of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.**

Complies       Partly complies       Explain       Not applicable

- 20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the number of the latter should be reduced accordingly.**

Complies  Partly complies  Explain  Not applicable

21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where they find just cause, following a report by the appointments committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the position of board member, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion set out in recommendation 16.

Complies  Explain

22. Companies should establish rules obliging directors to inform the Board of Directors of any circumstance that might harm the company's name or reputation, tendering their resignation as the case may be, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.

The moment a director is indicted or tried for any of the offences stated in company legislation, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not he or she should be called on to resign. The board should give a reasoned account of all such determinations in the annual corporate governance report.

Complies  Partly complies  Explain

23. All directors should express their clear opposition when they feel a proposal submitted for the Board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.

When the Board makes material or reiterated decisions about which a director has expressed serious reservations, then he/she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the Secretary of the Board, director or otherwise.

Complies  Partly complies  Explain  Not applicable

24. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board. Irrespective of whether such resignation is filed as a significant event, the reason therefor must be explained in the annual corporate governance report.

Complies  Partly complies  Explain  Not applicable

25. The appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The board of directors' regulations should lay down the maximum number of company boards on which directors can serve.

Complies  Partly complies  Explain

- 26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.**

Complies  Partly complies  Explain

During 2019, the Board of Directors has met with the necessary frequency to effectively perform its functions following the schedule of meetings and items set out at the beginning of the year. In this sense, the Board of Directors met seven (7) times. Further meets were not necessary for the correct monitoring of the business or appropriate company representation, management and administration. However, the number of meetings may be higher in future financial years.

- 27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.**

Complies  Partly complies  Explain

- 28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.**

Complies  Partly complies  Explain  Not applicable

- 29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending, if necessary, to external assistance at the company's expense.**

Complies  Partly complies  Explain

- 30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.**

Complies  Explain  Not applicable

- 31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision in order for them to study the matter beforehand or gather together the material they need.**

For reasons of urgency, the chairperson may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly recorded in the minutes, of the majority of directors present.

Complies  Partly complies  Explain

- 32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.**

Complies  Partly complies  Explain

- 33. The chairperson, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's bylaws, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief**



executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review knowledge refresher courses for each director, when circumstances so advise.

Complies  Partly complies  Explain

34. When a coordinating independent director has been appointed, the bylaws or board of directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairperson or vice-chairpersons, if they exist; give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairperson's succession plan.

Complies  Partly complies  Explain  Not applicable

35. The board secretary should strive to ensure that the board's actions and decisions are informed by the good governance recommendations contained in this Good Governance Code that are of relevance to the company.

Complies  Explain

36. The board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct deficiencies detected in:

- a) The quality and efficiency of the board's operation.
- b) The performance and membership of its committees.
- c) The diversity of board membership and competences.
- d) The performance of the chairman of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chairpersons of board committees.

The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report by the appointments committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the appointments committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Complies  Partly complies  Explain

37. When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary to the executive committee.

Complies  Partly complies  Explain  Not applicable

**38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the minutes of executive committee meetings.**

Complies  Partly complies  Explain  Not applicable

**39. All members of the audit committee, particularly its chairperson, should be appointed in relation to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by independent directors.**

Complies  Partly complies  Explain

**40. There should be a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and internal control systems. This unit should report functionally to the board's non-executive chairperson or the chairperson of the audit committee.**

Complies  Partly complies  Explain

**41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.**

Complies  Partly complies  Explain  Not applicable

**42. The audit committee should have the following functions over and above those legally assigned:**

**1. As regards information systems and internal control:**

- a) **Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.**
- b) **Ensure the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programmes, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.**
- c) **Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.**

**2. With regard to the external auditor:**

- a) **Investigate the issues giving rise to the resignation of the external auditor, should this come about.**
- b) **Ensure that the remuneration of the external auditor does not compromise its quality or independence.**
- c) **Ensure that the company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.**
- d) **Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and**

accounting positions.

- e) **Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.**

Complies       Partly complies       Explain

- 43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.**

Complies       Partly complies       Explain

- 44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.**

Complies       Partly complies       Explain       Not applicable

- 45. The risk control and management policy should identify at least:**

- a) **The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off- balance-sheet risks.**
- b) **The determination of the risk level the company sees as acceptable.**
- c) **The measures in place to mitigate the impact of identified risk events should they occur.**
- d) **The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance- sheet risks.**

Complies       Partly complies       Explain

- 46. Companies should establish a risk control and management function in the charge of one of the company's internal departments or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:**

- a) **Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.**
- b) **Actively participate in the preparation of the risk strategy and in key decisions regarding their management.**
- c) **Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.**

Complies       Partly complies       Explain

- 47. Members of the appointments and remuneration committee—or of the appointments committee and remuneration committee, if separately constituted—should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.**

Complies       Partly complies       Explain

**48. Large cap companies should operate separately constituted appointments and remuneration committees.**

Complies  Explain  Not applicable

**49. The appointments committee should consult with the company's chairperson and chief executive, especially on matters relating to executive directors.**

**When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it may consider suitable.**

Complies  Partly complies  Explain

**50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:**

- a) **Propose to the board the standard conditions for senior officer contracts.**
- b) **Monitor compliance with the remuneration policy set by the company.**
- c) **Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.**
- d) **Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.**
- e) **Verify the information on director and senior officers' pay contained in different corporate documents, including the annual directors' remuneration statement.**

Complies  Partly complies  Explain

**51. The remuneration committee should consult with the company's chairperson and chief executive, especially on matters relating to executive directors and senior officers.**

Complies  Partly complies  Explain

**52. The terms of reference of supervision and control committees should be set out in the regulations of the board of directors and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:**

- a) **Committees should be formed exclusively by non-executive directors, with a majority of independents.**
- b) **They should be chaired by independent directors.**
- c) **The board should appoint the members of such committees in relation to the knowledge, skills and experience of its directors and each committee's tasks; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each committee meeting.**
- d) **They may engage external advice, when they deem it necessary for the discharge of their functions.**
- e) **Meeting proceedings should be minuted and a copy made available to all board members.**

Complies  Partly complies  Explain  Not applicable

**53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board**

committee or split between several, which could be the audit committee, the appointments committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organisation, with at the least the following functions:

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.
- b) Oversee the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders.
- c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
- d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.
- e) Monitor corporate social responsibility strategy and practices and assess their degree of compliance.
- f) Monitor and evaluate the company's interaction with its stakeholder groups.
- g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.

Complies  Partly complies  Explain

54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Specific practices in matters relating to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conduct.
- d) The methods or systems for monitoring the results of the specific practices referred to above, and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Complies  Partly complies  Explain

55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.

Complies  Partly complies  Explain

56. **Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.**

Complies  Explain

57. **Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans, retirement schemes or other welfare schemes, should be confined to executive directors.**

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. This condition, however, will not apply to shares that the director must dispose of to defray costs related to their acquisition.

Complies  Partly complies  Explain

58. **In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.**

**In particular, variable remuneration items should meet the following conditions:**

- a) **Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.**
- b) **Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.**
- c) **Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.**

Complies  Partly complies  Explain  Not applicable

The Company's variable remuneration system is based on strictly objective, measurable and quantifiable economic-financial criteria that is 100% linked to the value of the Group. Such objective is understood as a multiple of the consolidated EBITDA, less the net debt. In this respect, the company understands that said criteria consider the risk undertaken in order to obtain the result; as such, they consider not only the obtention of the results, measured in EBITDA terms, but also the levels of debt the company has in achieving them.

The variable remuneration system applied to the Company's Executive Directors is applicable to all employees with variable remuneration. That is, the same measurement objectives and criteria are applied to over 1,200 employees, including directors, managers and employees. The variable remuneration policy exclusively includes financial criteria relating to the degree of compliance with the rules and the company's internal procedures, and its risk control and management policies. The company applies the zero-tolerance principle to all partial and full non-compliances of the company's internal procedures and risk control and management policies through the commitment and acceptance, by employees, directors and managers, of the company's Code of

Conduct and its internal development rules.

The company's remuneration policy is established based on a balance between the short-medium- and long-term compliance of objectives, given that, in addition to annual variable remuneration, the company also has:

- A long-term incentive plan for certain company executives, among whom is Mr Francisco López Peña, the CEO, linked to the achievement of long-term objectives and aimed at promoting sustained value creation for the Group over time and increasing the retention and motivation rates of the company's key employees. The plan is linked to the achievement, by the end of the period, of a series of financial objectives set forth in the Group's Strategic Plan and related to shareholder interests, given that it is linked to the creation of value for the Group.
- The alignment of executives, including Francisco López Peña, the CEO, with the company's long-term strategy, market evolution, and share price on the stock exchange, is undertaken by means of the plan launched in 2016, through which key executives were offered the chance to buy company shares at the market price.

**59. A major part of variable remuneration items should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.**

Complies       Partly complies       Explain       Not applicable

**60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.**

Complies       Partly complies       Explain       Not applicable

**61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.**

Complies       Partly complies       Explain       Not applicable

The variable remuneration system for Executive Directors is based on a monetary and objective system associated with economic-financial metrics that are directly aligned with value creation for the shareholder.

The company does not directly contemplate a variable remuneration system for Executive Directors that includes the giving of shares or financial instruments whose value is linked to the share price. However, in 2016 the company offered certain key directors of the Group, including Francisco López Peña, the CEO of the Group, the possibility of buying company shares at the market price, a measure with which the interests of executive directors and senior management are aligned with the long-term objectives of the company. As a result, the inclusion of the provision of shares as variable remuneration has been deemed unnecessary.

**62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.**

**This condition, however, will not apply to shares that the director must dispose of to**

**defray costs related to their acquisition.**

Complies  Partly complies  Explain  Not applicable

**63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.**

Complies  Partly complies  Explain  Not applicable

**64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.**

Complies  Partly complies  Explain  Not applicable



**H****OTHER INFORMATION OF INTEREST**

1. If there are any significant aspects regarding corporate governance at the company or at entities of the group that are not included in the other sections of this report, but should be included in order to provide more complete and well-reasoned information regarding the corporate governance structure and practices at the entity or its group, briefly describe them.
2. In this section, you may also include any other information, clarification, or comment relating to the prior sections of this report provided that they are relevant and not repetitive.

Specifically, state whether the company is subject to laws other than Spanish laws regarding corporate governance and, where applicable, include any information that the company is required to provide which is different to the information required in this report.

**Section A.7.**

Private shareholders' agreement entered into by Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd. and Gestamp 2020, S.L. on 23 December 2016.

The most significant agreements it contains affecting the Company are as follows:

- (i) The Gestamp 2020, S.L. Board of Directors must hold a meeting prior to the Company's Annual General Shareholders' Meeting in order to decide upon how to vote and appoint a representative for Gestamp 2020, S.L. in said Meeting. Mitsui & Co. Ltd. does not hold any voting rights regarding items on the agenda at the Company's Annual General Shareholders' Meeting.
- (ii) The Company's Board of Directors must have a minimum of 9 and a maximum of 15 members. Mitsui & Co., Ltd. shall have the right to propose the appointment of 2 members of the Company's Board of Directors out of the total number of members that Gestamp 2020, S.L. has the right to appoint, provided that it holds a stake, either directly or indirectly, in at least 10% of the Company's share capital. In the event that the stake held drops below 10% but remains above 5%, Mitsui & Co., Ltd. would have the right to propose the appointment of 1 member of the Company's Board of Directors out of the total number of members that Gestamp 2020, S.L. has the right to appoint.
- (iii) In the event that any Gestamp 2020, S.L. shareholders have the intention of transferring their indirectly held stake in the Company, the non-transferring shareholder becomes entitled to purchase the stake of the transferring shareholder in Gestamp 2020, S.L. for a price equivalent to that of the sum of the closing market price of the Company's share divided by the sum of the trading days in the month after the notification regarding the share transfer. If the right of first refusal is not exercised, the transferring shareholder may, at its discretion, request the following within 3 months:
  - (a) That Gestamp 2020, S.L. sells company shares that indirectly belong to the transferring shareholder, using the price obtained from such sale to buy shares of Gestamp 2020, S.L., which directly belong to the transferring Shareholder.

- (b) The shares in Gestamp 2020, S.L. are amortised obtaining in return the distribution of company shares indirectly held.
- (c) Gestamp 2020, S.L. is dissolved, allocating to each partner the company shares that correspond to it in accordance with the stake held in Gestamp 2020, S.L.
- (iv) Except where provided for in the agreement, Gestamp 2020, S.L. cannot sell or use the company shares in its name as security without the consent of both partners.
- (v) Acek Desarrollo y Gestión Industrial, S.L. may transfer at any time all or part of the company shares that it directly holds.
- (vi) Without prejudice to the rights of Mitsui & Co. Ltd. under the agreement, Acek Desarrollo y Gestión Industrial, S.L. may keep control of the company and of Gestamp 2020, S.L. and its business.
- (vii) In the event of a material breach of the private shareholders' agreement by Mitsui & Co. Ltd., Acek Desarrollo y Gestión Industrial, S.L. shall be entitled to exercise a call option on the stake held by Mitsui & Co. Ltd. in Gestamp 2020, S.L. for a price equivalent to 90% of its market value. In the event of a breach by Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co. Ltd. May exercise a put option on its stake in Gestamp 2020, S.L. for a price equivalent to 110% of its market value.

Private shareholders' agreement entered into by Mr. Francisco José Riberas Mera, Halekulani, S.L., Juan María Riberas Mera, Ion-Ion, S.L. and Acek Desarrollo y Gestión Industrial, S.L. on 21 March 2017.

The most significant agreements it contains are as follows:

- (i) The governing body of Acek Desarrollo y Gestión Industrial, S.L. must hold a meeting prior to the Annual General Shareholders' Meeting of the Company or of Gestamp 2020, S.L. in order to come to an agreement on how Acek Desarrollo y Gestión Industrial, S.L. will vote and to appoint its proxy for said meetings.
- (ii) Right of first refusal and *tag-along* right of the Acek Desarrollo y Gestión Industrial, S.L. shareholders and, in the case of the right of first refusal, on a subsidiary basis to the company itself, in the event that any of the shareholders have the intention of transferring their stake to a third party. The aforementioned rights will not come into play in particular transfers to member of the Riberas family or to companies or foundations controlled by the transferring shareholder or his/her family.
- (iii) Regulation of a conciliation procedure and, on a subsidiary basis, a mediation procedure for deadlock situations involving Acek Desarrollo y Gestión Industrial, S.L., and indirectly involving the Company. In the event that the deadlock is not solved through the conciliation or mediation, each of the Acek Desarrollo y Gestión Industrial, S.L. shareholders may determine the vote that indirectly corresponds to them in Gestamp 2020, S.L. by means of their stake in Acek Desarrollo y Gestión Industrial, S.L.

### **Section C.1.3**

Regarding the appointment of Mr. Shinichi Hori and Mr. Katsutoshi Yokoi, it is established that they were proposed by Mitsui & Co. Ltd. to Acek Desarrollo y Gestión Industrial, S.L., pursuant to the provisions in the shareholders agreement entered into between Acek Desarrollo y Gestión Industrial, S.L., Mitsui & Co., Ltd. and Gestamp 2020, S.L., referred to in section A.7.

### **Section C.1.13**

The amount of remuneration of the Board of Directors accrued in 2018 included in this section differs from the amount included on the Note 32.2. to the annual financial statements of the Group as the accrual criteria applied is different regarding the long term incentive.

### **Section C.1.14**

In accordance with what is established in the instructions for completing this report, it is hereby stated that the Company's Internal Audit and Risk Management Director is Ms. Raquel Cáceres Martín was not included in the table in section C.1.14 given that she is not considered to be a member of senior management, since, as this term is legally defined, only members of the Company's Management Committee hold this status.

Furthermore, it is hereby stated that the total amount of the remuneration of Senior Management corresponding to financial year 2019 as set out in section C.1.14 of this report include: the salaries paid during the year; the annual variable remuneration accrued in the year, and payment thereof is envisaged once the 2019 Financial Statements have been formally approved by the Annual General Shareholders' Meeting which will be held in 2020; the sum of any benefits granted and compensation paid due to two Senior Managers leaving the Management Committee in the year in question.

Also, the remuneration amount of the Senior Management accrued in 2018 included in this section differs from the amount included on the Note 32.3. to the annual financial statements of the Group as the accrual criteria applied is different regarding the long term incentive.

### **Section C.2.1.**

#### Procedures and rules of organisation and functioning of the Audit Committee and the Nomination and Compensation Committee

Article 39 of the Regulations of the Board of Directors sets forth the following rules applicable to both Committees:

“a) The Board of Directors shall appoint the members of such committees, taking into account the knowledge, skills and experience of the directors and each committee's tasks; it shall discuss their proposals and reports; and provide report-backs on their activities and work carried out.

(b) They shall be exclusively made up of non-executive directors, with a minimum of three and a maximum of five. The above is understood notwithstanding the potential presence of executive directors or Senior Managers in their meetings, for reporting

purposes, when each of the committees agrees to this. However, the presence of the executive Chairman in these meetings shall be exceptional.

(c) Independent directors shall be in the majority at all times, where one is to be appointed Chairperson.

(d) The Secretary shall be the Secretary of the Board of Directors.

(e) They may seek external advice when deemed necessary for the performance of their duties under the same circumstances as those applicable to the Board (*mutatis mutandi*).

(f) Minutes shall be taken of the meetings and a copy thereof shall be sent to all the members of the Board.

(g) The committees shall meet whenever necessary, at the Chairperson's discretion, 33 to exercise their powers, and whenever two of its members so request.

(h) The rules of operation shall be those that govern the functioning of the Board. In this way, they shall be validly constituted whenever the majority of its members are present or represented, and its resolutions shall be adopted by an absolute majority of the directors in attendance. In the event of a tie, the Committee Chairperson shall have the casting vote.

(i) The Chairman of the corresponding committees shall inform the Board of Directors of the issues discussed and the resolutions adopted at the meetings during the first Board of Directors' meeting held after the Committee meeting.

(j) Within three months after the end of each financial year, each committee shall submit a report on its work in the previous year for approval by the Board of Directors, and it shall be made available to the shareholders during their annual general meeting.

#### Duties of the Audit Committee and the Nomination and Compensation Committee

Article 40 of the Regulations of the Board of Directors attributes the following duties to the Audit Committee:

“(a) To inform the General Shareholders' Meeting about issues raised by the shareholders on matters for which it is competent and, in particular, about the findings of audits, explaining how they have contributed to the integrity of the financial reporting and the role that the Committee has played in the process.

(b) As regards information systems and internal control:

(i) To supervise the preparation process, integrity and presentation of regulated financial reporting on the Company, checking that regulatory requirements are met and accounting criteria are correctly applied.

(ii) To periodically review the internal control and risk management systems, including fiscal risks, so that the main risks are adequately identified, managed and reported, and also to discuss with the auditor any significant weaknesses in the internal control system found in the course of the audit, never compromising its independence. To this end, and where applicable, recommendations and proposals, with the relevant deadlines for follow-up, can be submitted to the administrative body.

(iii) To safeguard the independence and effectiveness of the internal audit function: to propose the selection, appointment, re-election and dismissal of the head of the internal audit service; to propose the budget for this service; to receive information about its activities regularly; to verify whether senior management takes into account the conclusions and recommendations in its reports; and to discuss with the auditor or auditing firms any significant weaknesses in the internal control system detected in the course of the audits.

(iv) To set up and supervise a mechanism that enables employees to anonymously and confidentially report any irregularities they may observe within the company.

(v) To approve, supervise, revise and oversee compliance with the Company's corporate social responsibility policy, which must focus on the creation of value at the Company and on fulfilment of its social and ethical duties.

- (c) With regards to the auditor:
    - (i) To bring proposals on the selection, appointment, re-election and replacement of the auditor, as well as the contract conditions for such party, to the Board and to be in charge of the selection process.
    - (ii) To regularly receive from the auditor information on the audit plan and the results of its implementation, and to verify whether senior management has taken its recommendations into account.
    - (iii) To establish an appropriate relationship with the auditor to receive information about any issues that could jeopardise the independence of the auditors, for examination by the Audit Committee, and any other information related to the progress of the auditing process, as well as any other correspondence stipulated in legislation on accounts auditing and auditing standards. At the least, it must receive written confirmation from the auditor or auditing firms once a year asserting their independence from the entity, or entities that are directly or indirectly related to it, as well as information about additional services of any kind provided to these entities by the aforementioned auditor or firms, or by individuals or entities related to them in accordance with legislation on accounts auditing.
    - (iv) To issue a report expressing an opinion on the independence of the auditor once a year, prior to issuance of the auditor's report. Such report must, in all cases, express a decision on the additional services referred to in the paragraph above.
  - (d) As regards the risk management and control policy:
    - (i) To propose to the Board of Directors a risk management and control policy, which shall identify as least: (i) the types of risk (operational, technological, financial, legal and reputational) to which the Company is exposed; (ii) setting the risk level deemed acceptable by the Company; (iii) measures to mitigate the impact of the risks identified, should they occur; and (iv) the control and reporting systems to be employed to control and manage said risks.
    - (ii) To supervise the operation of the Company's risk management and control unit, which is responsible for: (i) ensuring that the risk management and control systems function properly and, in particular, ensuring that all the significant risks affecting the Company are adequately identified, managed and quantified; (ii) actively participating in the creation of the risk strategy and in reaching important decisions about its implementation; and (iii) ensuring that the risk management and control systems adequately mitigate the risks in accordance with the policy defined by the Board of Directors.
  - (e) To review the prospectuses or equivalent documents for issuance and/or admission of securities and any other financial reporting that the Company is required to submit to the markets and its supervisory bodies.
7. The Audit Committee must inform the Board of Directors before the latter adopts the relevant resolutions on the matters set forth by law, in the By-laws and in these Regulations and, specifically, on the following subjects:
- (a) The financial reports that the Company, due to its status as a listed company, must periodically publish. The Audit Committee shall ensure that interim financial statements are prepared using the same accounting criteria as the annual statements and, to this end, shall consider whether a limited review by the auditor is appropriate.
  - (b) The creation or acquisition of shares in special-purpose entities or entities based in countries or territories classified as tax havens, as well as any other transactions or operations of a similar nature that, due to their complexity, could diminish the Company's transparency.
  - (c) Related-party transactions.
  - (d) Operations entailing structural and corporate modifications planned by the Company, analysing their financial terms and conditions, including, where applicable, the exchange ratio and impact on the accounts.
- (...)

10. In relation to the corporate social responsibility policy, the Audit Committee must:
- (a) Propose the principles or commitments to be voluntarily undertaken by the Company in its relations with its diverse stakeholders;
  - (b) Identify the objectives of its corporate social responsibility policy and the support instruments to be deployed.
  - (c) Establish the corporate strategy with regards to sustainability, the environment and social issues.
  - (d) Determine specific practices on matters relating to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conduct.
  - (e) Establish the methods or systems for monitoring the results of the specific practices referred to above, and identifying and managing related risks.
  - (f) Implement (1) monitoring mechanisms of non-financial risk, ethics and business conduct; and (2) the channels of communication, participation and dialogue with stakeholders; as well as responsible communication practices that prevent manipulation of information and protect integrity and honour."

On the other hand, Article 41 of the Regulations of the Board of Directors attributes the following duties to the Nomination and Compensation Committee:

- “(a) To assess the skills, knowledge and experience of the Board, describe the duties and skills required from the candidates to fill the vacancies, and assess the time and dedication required for them to perform the entrusted tasks.
- (b) To verify compliance with the board member hiring policy each year, and to report on this in the Annual Corporate Governance Report.
  - (c) To examine and arrange the procedure for replacing the Chairman of the Board of Directors and, where appropriate, the chief executive, to make this process easily understood, and to make proposals to the Board to ensure that this process takes place in an orderly, well-planned manner.
  - (d) To guide the proposals for the appointment and dismissal of members of Senior Management that the Chairman submits to the Board and the basic conditions of their contracts.
  - (e) To raise proposals for appointments of independent directors to the Board of Directors, either for appointment under the co-option system or by submitting the proposal to the General Shareholders’ Meeting for a decision, and making proposals for re-election or removal of such directors by the General Shareholders’ Meeting.
  - (f) To guide the proposals for appointments of other directors, either for appointment under the co-option system or by submitting the proposal to the General Shareholders’ Meeting for a decision, and making proposals for re-election or removal thereof by the General Shareholders’ Meeting.
  - (g) To guide the Board on gender diversity issues, to set representation targets for the under-represented gender on the Board of Directors and to create guidelines for achieving such targets.
  - (h) To arrange and coordinate periodic assessments of the Chairman of the Board of Directors and, in conjunction with this person, periodic assessments of the Board of Directors, its committees and the CEO of the Company.

2. The Nomination and Compensation Committee should consult with the company's Chairman or, in turn, chief executive, especially on matters relating to executive directors and senior officers. When there are vacancies on the board, any director may approach the Nomination and Compensation Committee to propose potential candidates that it considers suitable.

3. The Nomination and Compensation Committee, in addition to the duties indicated in previous sections, shall be responsible for the following in relation to remuneration:

- (a) Propose the following to the Board of Directors:

- (i) The remuneration policy for directors and for the parties that carry out senior management duties and directly report to the Board, executive committees or managing directors, as well as the individual remuneration and other contract conditions of executive directors, ensuring compliance with such policy.
  - (ii) The individual remuneration of directors and approval of the contracts entered into by the Company and its directors who carry out executive duties.
  - (iii) The types of contracts for Senior Management.
- (b) Ensure compliance with the remuneration policy for directors approved in the General Meeting.”

**Section C.2.2**

For the purposes of communicating the number of female directors and the percentage thereof in the years prior to 2017, it is hereby stated that the Company did not have an Audit Committee or Nomination and Compensation Committee established in such years given that its shares were admitted to trading in 2017.

**Section D.2.**

For further information, see section 32 of the report of the Group's Consolidated Financial Statements corresponding to year-end 31 December 2019.

3. The company may also state whether it has voluntarily adhered to other international, sectoral or any other codes of ethical principles or good practices. If so, state the code in question and the date of adherence thereto. In particular, mention whether there has been adherence to the Code of Good Tax Practices of 20 July 2010.

The Group has been a signatory of the Principles of the United Nations Global Compact since 24 July 2008, and it became a partner of the Global Compact in 2011.

This annual corporate governance report was approved by the Company’s Board of Directors at its meeting held on 27 February 2020.

State whether any directors voted against or abstained in connection with the approval of this Report.

Yes

No

Individual or company name of director that did not vote in favour of the approval of this report	Reasons (opposed, abstained, absent)	Explain the reasons

## STATEMENT OF RESPONSIBILITY FOR THE ANNUAL FINANCIAL INFORMATION 2019

All of the Directors of the Board of Directors of GESTAMP AUTOMOCIÓN, S.A. state that, to the best of their knowledge, the Individual Annual Financial Statements of GESTAMP AUTOMOCIÓN, S.A. and the Consolidated Annual Financial Statements (consolidated annual accounts) of GESTAMP AUTOMOCIÓN, S.A. and its subsidiaries for Fiscal Year 2019, drawn up by the Board of Directors at its meeting of February 27, 2020 and prepared in accordance with applicable accounting standards, present a fair view of the assets, financial condition and results of operations of GESTAMP AUTOMOCIÓN, S.A. and of the companies included in its scope of consolidation, taken as a whole, and that the Individual and Consolidated Management Reports contain a true assessment of the corporate performance and results and the position of GESTAMP AUTOMOCIÓN, S.A. and of the companies included in its scope of consolidation taken as a whole, as well as a description of the principal risks and uncertainties facing them.

Madrid, February 27, 2020.

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Mr. Francisco José Riberas Mera  
(Executive Chairman)

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Mr. Francisco López Peña  
(CEO)

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Mr. Juan María Riberas Mera  
(Director)

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Mr. Shinichi Hori  
(Director)

---

Mr. Katsutoshi Yokoi  
(Director)

---

Mr. Alberto Rodríguez-Fraile Díaz  
(Director)

---

Mr. Javier Rodríguez Pellitero  
(Director)

---

Mr. Pedro Sainz de Baranda Riva  
(Director)

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Mrs. Ana García Fau  
(Director)

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Mr. César Cernuda Rego  
(Director)

---

Mr. Gonzalo Urquijo Fernández de Aroz  
(Director)

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Mrs. Concepción Rivero Bermejo  
(Director)



**GESTAMP AUTOMOCIÓN, S.A.**

**PREPARATION OF FINANCIAL STATEMENTS, MANAGEMENT REPORT AND ANNUAL CORPORATE GOVERNANCE REPORT**

The previous Annual Financial Statements for the fiscal year 2019, from GESTAMP AUTOMOCIÓN, S.A. , included in preceding pages 1 to 83, both inclusive, the Management Report for the year 2019 included in the preceding pages 84 to 90, both inclusive, and the Annual Corporate Governance Report included in the preceding pages 1 to 102, both included, have been sign off by the members of the Board of Directors at their meeting on February 27, 2020.

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Don Francisco José Riberas Mera  
**President**

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Don Juan María Riberas Mera  
**Vicepresident**

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Don Francisco López Peña  
**Vocal**

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Don Shinichi Hori  
**Vocal**

---

Don Katsutoshi Yokoi  
**Vocal**

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Don Alberto Rodríguez Fraile Díaz  
**Vocal**

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Don Javier Rodríguez Pellitero  
**Vocal**

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Don Pedro Sainz de Baranda Riva  
**Vocal**

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Doña Ana García Fau  
**Vocal**

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Don César Cernuda Rego  
**Vocal**

---

Don Gonzalo Urquijo Fernández de Aroz  
**Vocal**

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Doña Concepción Rivero Bermejo  
**Vocal**