



NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

GESTAMP AUTOMOCIÓN, S.A.

COMMUNICATION OF RELEVANT FACT

Pursuant to article 17 of Regulation (EU) 596/2014 of the European Parliament and the Council of 16 April 2004 on market abuse (the market abuse Regulation) and article 228 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, and following the prospectus approved by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, “**CNMV**”) on 23 March 2017 (official registry number 10,753) (the “**Prospectus**”), Gestamp Automoción, S.A. (“**Gestamp**” or the “**Company**”) informs of the following

RELEVANT FACT

Gestamp announces that the final price of the offering of its shares to qualified investors, both in Spain and in other jurisdictions (the “**Offering**”), has been fixed at 5.60 euros per share, representing an initial market capitalization of 3,222,880,416 euros.

Acek Desarrollo y Gestión Industrial, S.L. (“**Acek**”) and Risteel Corporation B.V. (“**Risteel**”, and together with Acek, the “**Selling Shareholders**”) and the Company have entered on the date hereof into an underwriting agreement, and with no variations having been registered in respect of the identity or number of the managers or the percentages underwritten by each one of them contemplated in the section “*Plan of Distribution – The Underwriting Agreement*” of the Prospectus (the “**Managers**”).

The calendar established for the allocation and payment by investors of the Offering price is as outlined in the section “*Plan of Distribution - Tentative calendar of the Offering*” of the Prospectus.

In accordance with the foregoing, it is expected that the shares of the Company will be admitted to trading on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia on 7 April 2017 (the “**Admission**”), after verification by the CNMV that the

requirements for admission have been met and admission is approved by each of the Stock Exchange Management Companies (*Sociedades Rectoras de las Bolsas de Valores*), and to start trading on such same date.

As described in the Prospectus, the number of shares comprised in the Offering may be increased up to a maximum of 23,308,331 additional shares (equivalent to a 15% of the number of initial shares of the Offering) in case Morgan Stanley & Co. International plc or any of its agents, as stabilization manager (the "**Stabilization Manager**"), acting on behalf of itself and the Managers, exercises fully or partially the option to purchase such shares granted by Acek to the Managers (the "**Over-allotment Option**").

From the date of Admission and up to 6 May 2017, the Stabilization Manager acting on behalf of itself and the Managers, may (but will be under no obligation to) carry out stabilization transactions in compliance with the EU Regulation 596/2014 on market abuse and Commission Delegated Regulation (EU) No. 2016/1052 with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures. These stabilization actions shall be undertaken in the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and their purpose shall be supporting the market price of the shares of the Company. However, the Stabilization Manager is not required to enter into such stabilization actions and, therefore, there can be no assurance that these activities may occur and they may cease at any time. In this regard the Stabilization Manager, in its own name and acting on behalf of itself and the Managers has entered into a stock loan agreement with Acek for up to a total number of 23,308,331 shares of the Company, representing up to 15% of the number of initial shares of the Offering, to cover over-allotments in the Offering, if any. The stock loan may be settled by means of the exercise of the Over-allotment Option.

Press release enclosed.

Bilbao, 5 April 2017

* * *

IMPORTANT INFORMATION

This document is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in the United States of America, Canada, Australia, Japan or in any jurisdiction where such offer or sale would be unlawful. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or with any securities regulatory authority of any state or other jurisdiction in the United States of America and may not be offered or sold, directly or indirectly, in the United States of America absent registration or an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. There is no intention to register any securities referred to herein in the United States of America or to make an offering of the securities in the United States of America.

In the United Kingdom, this announcement is only being distributed to and is only directed at Qualified Investors (as defined in section 86(7) of the Financial Services and Markets Act 2000) who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or (ii) persons falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “**Relevant Persons**”). Any person in the United Kingdom who is not a Relevant Person should not act on the basis of this announcement and should not act or rely on it.

In any European Economic Area (EEA) member state that has implemented Directive 2003/71/EC as amended (together with any applicable implementing measures in any member state, the “**Prospectus Directive**”), this communication is only addressed to and is only directed at qualified investors in that member state within the meaning of Article 2(1)(2) of the Prospectus Directive.

In connection with the Offering, each Manager and any controlling entities and/or any of its affiliates, acting as investors for their own account may take up shares of the Offering and in that capacity, may retain, purchase or sell for its own account such shares and any securities of the Company or related investments and may offer or sell such securities or other investments otherwise than in connection with the Offering. Accordingly, references in this announcement and the Prospectus to the shares being offered or placed should be read as including any offering or placement of such shares by or to the Managers and any relevant affiliate acting in such capacity. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so. This communication is an advertisement for the purposes of Article 15 of Prospectus Directive and Article 28 of Spanish Royal Decree 1310/2005 of 4 November (*Real Decreto 1310/2005 de 4 de noviembre*). Investors should not purchase any shares referred to in this announcement except on the basis of information in the prospectus of the offering to sell shares of the Company and its admission to listing expected on the Madrid, Barcelona, Bilbao and Valencia stock exchanges (the “**Spanish Stock Exchanges**”) for trading through the *Sistema de Interconexión Bursátil Español* of the referred Spanish Stock Exchanges, approved and registered by the Spanish National Securities Market Commission (CNMV) on 23 March 2017 and available to investors in the CNMV’s webpage (www.cnmv.es) and on the Company’s webpage (www.gestamp.com), as finalized and completed by this Offering pricing announcement.

Gestamp priced at 5.60€ per share

- The market capitalization of Gestamp, trading under the ticker GEST, will exceed 3.2 billion Euro.
- The chairman and CEO of Gestamp, Francisco J. Riberas, will ring the bell and inaugurate the IPO on Friday 7 April at 12:00 CET at the Madrid Stock Exchange.

Madrid, 5th April 2017.- Following the successful book building process of Gestamp's offer of shares, aimed at institutional investors, ACEK along with the joint global coordinators have agreed to set the final price of the offer at 5.60 Euro per share. The market capitalization of Gestamp will exceed 3.2 billion Euro.

The book building process has culminated with the receipt of purchase orders for a greater volume than the totality of the shares on offer, with the order book oversubscribed since the early days of the process. Long-term investors have a significant weight in the orderbook.

Gestamp's shares are expected to commence trading on Friday 7th April under the ticker GEST. The chairman and CEO of the Company, Francisco J. Riberas, will ring the opening bell and inaugurate the IPO at 12:00 CET at the Palace of La Bolsa de Madrid.

"The demand shown over the past two weeks pays testament to Gestamp's potential and its global leadership position. Following the IPO we will continue to focus on our path of profitable growth with a long-term investment approach," stressed Riberas.

As stated in the prospectus, approved by the *Comisión Nacional del Mercado de Valores* ("CNMV") on 23rd March, the transaction consists of the offering by the Riberas family, the Company's main shareholder through their holding company ACEK, of shares representing 27.00% of the capital, which could increase to a maximum of 31.05%, if the over-allotment option of up to 15% of the initial offer is exercised.

Following the transaction, the Riberas family will continue to be the majority shareholder of Gestamp, holding 58.95% of its share capital (54.9% if the over-allotment option is exercised), while Mitsui and certain Company's employees will retain their current stakes of 12.525% and 1.52% respectively.

With its admission to trade on the stock exchange, Gestamp aims to build upon its ability to attract and retain the best talent and to institutionalise its relationship with its stakeholders based on corporate governance best practice, while broadening the shareholder base.

About Gestamp

Gestamp is a Spanish multinational company specialised in the design, development and manufacture of components, namely body-in-white, chassis and mechanisms, for the leading automobile groups. With a presence in 21 countries, the Company works with the

manufacturers to find solutions allowing to reduce the weight of the vehicles combined with an improvement of the safety in the event of collision.

The 12 largest automotive groups in the world rely on Gestamp to equip more than 800 models of 50 different brands with components manufactured by the Spanish company, which has 98 industrial plants and 12 R&D centres (10 additional plants and one R&D centre under construction). In 2016, its revenue amounted to €7.549bn, with staff of more than 36,000 employees throughout the world.