



**Regulations of the  
Remunerations Committee  
of Gamesa Corporación  
Tecnológica, S.A.**

(Consolidated text approved by the Board of  
Directors on December 16, 2015)

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NOTICE. The present document is a translation of a duly approved document in Spanish- language, and it is only provided for informational purposes. Shall a discrepancy between the present translation and the original document in Spanish-language appear, the text of the original Spanish-language document shall always prevail.

## **REGULATIONS OF THE REMUNERATIONS COMMITTEE OF GAMESA CORPORACIÓN TECNOLÓGICA, S.A. (GAMESA)**

### **CHAPTER I. INTRODUCTION**

#### **Article 1.- Purpose and legal bases**

1. The Remunerations Committee (the "**Committee**") of Gamesa Corporación Tecnológica, S.A. ("**Gamesa**" or the "**Company**") is a permanent internal body of the Board of Directors for information and consultation, entrusted with informing, advising and making recommendations.
2. The Committee shall be governed by the rules contained in these regulations (the "**Regulations**"), as well as by the legal provisions and the Corporate Governance Standards applicable thereto.
3. The Regulations form part of the Corporate Governance Standards of the Company.

#### **Article 2.- Interpretation**

1. These Regulations shall be interpreted in accordance with the law and the Corporate Governance Standards.
2. The Committee is tasked with resolving any questions that arise concerning the interpretation and application of these Regulations.

#### **Article 3.- Amendment**

1. The Committee, at the proposal of the Chairman or a majority of its members, can propose an amendment to these Regulations.
2. The Regulations and, where appropriate, their amendment must be approved by an absolute majority of Committee members, and be endorsed by Gamesa's Board of Directors. The Regulations and, where appropriate, their amendment shall come into force on the date of their endorsement.
3. The Board of Directors can amend the Regulations when the majority of its members and all members of the Committee attend the meeting at which the corresponding agreement is adopted.

#### **Article 4.- Dissemination**

These Regulations and subsequent amendments thereto shall be disseminated through their incorporation on the Company's corporate website.

### **CHAPTER II. SCOPE AND FUNCTIONS**

#### **Article 5.- Areas of Responsibility**

1. The primary function of the Committee is to oversee the remunerations of the Company's Board of Directors and Senior Management.
2. The Committee's areas of responsibility shall include those described in this chapter and all others which, where appropriate, are conferred to it by law, the Corporate Governance Standards or the Board of Directors.
3. The Committee shall consult with the Chairman and the CEO on all matters relating to executive directors.

#### **Article 6.- Powers regarding the remuneration of the members of the Board of Directors and of the Senior Management of the Company and its Group**

1. The Committee shall propose to the Board of Directors:
  - a) The system and amount of annual remuneration for directors, as well as individual remuneration and all other basic conditions of executive director contracts, including any compensation that may be established if removed from office, ensuring observance thereof.
  - b) The Annual Report on Remuneration of Directors.
2. The Committee shall inform on:
  - a) Proposals from the CEO concerning the Senior Management remuneration structure and other basic conditions of their contracts, including any compensation that may be established if removed from office, and shall submit them to the Board of Directors.

The status of Senior Management shall be granted to those persons defined as such by the Regulations of the Board of Directors.
  - b) General multi-year incentive schemes and pension supplements.
  - c) Remuneration systems referenced to the price of shares or which involve the distribution of shares or rights to purchase shares for Directors, members of the Senior Management or the rest of employees.

- d) Documents to be approved by the Board of Directors for their general disclosure in regard to information concerning remuneration. In particular, the corresponding sections of the Company's Annual Corporate Governance Report and the Sustainability Report.
3. The Committee shall veil for the fulfillment of the Remunerations Policy and shall each year review its suitability and results, informing the Board of Directors of the results of such review.

### **CHAPTER III. COMPOSITION AND FUNCTIONING**

#### **Article 7.- Composition**

1. The Committee shall comprise a minimum of three and a maximum of five non-executive directors, at least two of whom must be independent directors.
2. The Board of Directors on its own initiative based on a report from the Committee or at the proposal thereof, shall establish the number of members.

#### **Article 8.- Appointment and term of the position**

1. Members of the Committee shall be appointed and removed by the Board of Directors at the proposal of the Appointments Committee.
2. The members of the Committee shall be appointed for a maximum term of four years, and can be re-elected one or more times for terms of equal duration.
3. Members of the Committee that are re-elected as Directors of the Company shall continue to serve on the Committee unless the Board of Directors decides otherwise.
4. Members of the Committee whose removal is proposed shall abstain from intervening in the corresponding deliberations and vote.

#### **Article 9.- Chairman and Secretary of the Committee**

1. The Committee shall choose its Chairman from among the independent directors Likewise, the Committee shall appoint a Secretary, who need not be a director.
2. The position of Chairman of the Committee shall last for a maximum term of four years, at the end of which the director holding the position cannot be re-elected as Chairman until the term of one year has elapsed from ceasing to hold this office, without prejudice to their continuity as a member of the Committee.

3. The Secretary shall have the following functions:

- a) Keep all documentation pertaining to the Committee, duly recording the minutes of the meetings, attesting to the decisions made and ensuring the formal and material legality of the Committee's actions.
- b) Channel and coordinate, in accordance with the instructions of the Committee's Chairman, relations between the Committee and all other bodies or divisions within the Gamesa Group, or third parties.

#### **Article 10.- Termination**

Members of the Committee shall no longer hold their office:

- a) when they cease to be non-executive directors of the Company;
- b) when independent directors lose that office, if this means the number of independent directors on the Committee is less than two; and
- c) when agreed on by the Board of Directors.

#### **Article 11.- Meetings**

1. The Committee shall meet as often as necessary to perform its duties, at the Chairman's behest. Meetings shall also be held whenever at least two of the members so request.
2. The Chairman shall convene a meeting whenever the Board of Directors so requests.

#### **Article 12.- Call to Meeting**

1. A call to meeting shall be issued by any means that ensures reception thereof by the members and shall be authorized by the signature of the Chairman or Secretary.
2. The call to meeting, except in the case of emergency meetings, shall be issued at least three days in advance and include the agenda of the meeting.
3. The Chairman shall draw up the agenda. Members of the Committee may ask the Chairman to include specific items, and the Chairman shall be obliged to include such items whenever requested to do so by at least two directors.
4. It will not be necessary to convene the Committee when all members are present and unanimously agree to hold a meeting.

### **Article 13.- Constitution**

1. The Committee shall meet at the place specified in the call to meeting.
2. The Committee shall be validly constituted when more than half of its members are present or represented at the meeting.
3. The Chairman shall direct the proceedings and voting shall be by a show of hands.
4. In the event of absence, illness, or impossibility on the part of the Chairman or Secretary, the persons agreed upon by the attending directors shall preside over the meeting or act as Secretary.
5. The provisions of the Bylaws and Board of Directors Regulations with regard to written votes without a meeting and the holding of meetings via videoconference or conference calls shall be applicable to all Committee meetings.

### **Article 14.- Agreements**

1. Agreements shall be adopted by the absolute majority of members present at the meeting.
2. The Committee's discussions and agreements must be recorded in minutes signed by the Secretary with the approval of the Chairman, or those standing in for them. The minutes shall be approved by the Committee at the end of the meeting or the beginning of the next one.

### **Article 15.- Conflicts of interest**

When the issues to be dealt with during the Committee meetings directly affect some of its members or individuals related thereto and, in general, when this member enters into a conflict of interest, he/she must leave the meeting until the decision is made, being removed from the number of members of the Committee, to calculate the quorum and majorities related to the item in question.

### **Article 16.- Attendance**

At the request of the Chairman of the Committee, any member of the Board of Directors, manager or employee of the Company or the Group may attend the meetings, as well as any member of administrative bodies of investees.

## **CHAPTER IV. RELATIONS OF THE REMUNERATIONS COMMITTEE**

### **Article 17.- Relations with the General Shareholders' Meeting**

The Committee shall draw up a report on its activities, which must be made available to the shareholders and investors, upon its approval by the Board of Directors when convening the Ordinary General Shareholders' Meeting.

### **Article 18.- Relations with the Board of Directors.**

1. The Chairman of the Committee shall report to the Board of Directors regarding its activity at the first Board meeting held after each Committee meeting.
2. If bodies or persons appointed by the Board of Directors require the report or the proposal of the Committee for any decision to be adopted, the Committee can make it available to them.
3. The Committee shall submit to the Board of Directors, at least three days before the meeting, all necessary documentation for the adopting of a decision.

### **Article 19.- Relations with companies of the Gamesa Group**

The Committee, within the legal limits and the context of coordination of the corporate interest of Gamesa and the companies comprising its Group, can ask the Chairman of the Board of Directors and the CEO, where appropriate, for information required to perform its duties in relation to directors and the senior management of the companies comprising the Group.

### **Article 20.- Relations with the Management of Gamesa and its Group**

1. The Committee, by way of its Chairman, can ask for information from and require the collaboration of any manager or employee of the Company and its Group. Therefore, managers or employees shall be obliged to attend Committee meetings and provide their collaboration and access to any information they have when required for this purpose.
2. In any event, the Chairman of the Committee shall inform the Chairman of the Board of Directors and the CEO, when applicable, concerning all requests to attend the Committee issued thereby.

## **CHAPTER V. CONSULTING**

### **Article 21.- Consulting**

1. In order to be aided in the performance of their duties, the Committee may request the engagement of legal consultants or other experts.