

REPORT OF THE APPOINTMENTS COMMITTEE OF GAMESA CORPORACIÓN TECNOLÓGICA, S.A. REGARDING THE PROPOSAL TO RATIFY AND RE-ELECT GEMA GÓNGORA BACHILLER AS PROPRIETARY DIRECTOR OF THE COMPANY

Zamudio, Biscay, on 29 March 2016; the Appointments Committee (the "**Committee**") of Gamesa Corporación Tecnológica, S.A. (the "**Company**") unanimously agreed to issue and submit to the Board of Directors the present favorable report regarding the proposed ratification to appoint by co-option and reelect Gema Góngora Bachiller as proprietary director of the Company for a statutory period of four years, a proposal that is scheduled to be presented to the next General Shareholders Meeting of the Company for approval.

1. PURPOSE AND LEGAL FRAMEWORK

The present report is issued in compliance with articles 529 decies 6 of the Spanish Corporate Enterprises Act and 6.2 (b) of the Regulations of the Appointments Committee, which state that this Committee shall report the appointment, reelection or separation of proprietary directors, for their designation by co-option or for their submission to the decision of the General Shareholders Meeting. Further, this Committee must reach a decision regarding the maintenance of the category assigned to each director in case of reelection.

2. PROPOSAL

On 26 May 2015, the erstwhile Appointments and Remuneration Committee (whose powers in this area were assumed by the present Committee) issued a favorable report on the appointment by co-option of Gema Góngora Bachiller as non-executive proprietary director of the Company. A copy of the cited report is attached hereto as Annex 1.

The Committee has found that the grounds justifying the aforementioned favorable report are still sound and applicable for the purposes of assessing the appropriateness of ratifying the appointment by co-option and reelection of Gema Góngora Bachiller as non-executive proprietary director of the Company for the statutory term of four years.

In consideration of the foregoing, the Committee has reached a unanimous decision confirming the report of the Appointments and Remuneration Committee (attached hereto as Annex 1) and, on the basis thereof, issued the present favorable report regarding the ratification of the appointment by co-option and reelection of Gema Góngora Bachiller as non-executive proprietary director of the Company, as well as her continuance as member of the Remunerations Committee.

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Annex 1

**Report of the Appointments and Remuneration Committee
of Gamesa Corporación Tecnológica, S.A. regarding the appointment by co-option
of Gema Góngora Bachiller as non-executive proprietary director**

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**REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF
GAMESA CORPORACIÓN TECNOLÓGICA, S.A.
ON THE APPOINTMENT OF A DIRECTOR**

Madrid, 26 May 2015; the Appointments and Remuneration Committee (the "**Committee**") of Gamesa Corporación Tecnológica, S.A. ("**Gamesa**" or the "**Company**") has unanimously agreed to issue the present favorable report regarding the appointment by co-option of Gema Góngora Bachiller as non-executive proprietary director of the Company, to be raised to the Board of Directors of Gamesa.

1. PURPOSE AND LEGAL FRAMEWORK

The present report is issued in compliance with articles 529 decies 6 of the Spanish *Corporate Enterprises Act* and 13.2 (b) of the *Regulations of the Board of Directors*, by virtue of which the proposal for appointment or reelection of any non-independent director must be preceded by a report from the Appointments and Remuneration Committee.

2. PROPOSAL

The significant shareholder Iberdrola, S.A. has notified Gamesa of its intention to replace Ramón Castresana Sánchez, who will resign from the Company's Board of Directors at the upcoming meeting held on 27 May 2015.

The candidate proposed by Iberdrola, S.A. is Gema Góngora Bachiller.

3. THE CANDIDATE. NOTEWORTHY EXPERIENCE FOR HER POSITION IN THE COMPANY

Gema Góngora Bachiller was born in Madrid in 1973 and holds a Business Degree from the Autónoma University of Madrid and a Master's Degree in Strategic Human Resource Management from the School of Industrial Organization. Her academic trajectory also included studies at the IESE Business School (University of Navarra) and the Iberdrola School of Management.

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Currently and since 2015, she has held the position of Executive development and Management Director at the Iberdrola Group.

Turning to the relevant experience for holding her position at Gamesa, Mrs. Góngora Bachiller has held various executive offices in the Iberdrola Group, always within her area of specialization, namely human resources. In this regard, she was the global head of human resources development (2014) and executive selection and development manager (2009-2013).

4. **FOUNDATIONS FOR THE PRESENT FAVORABLE REPORT**

In the opinion of the Committee, Mrs. Góngora Bachiller possesses the requirements established by law and the Corporate Governance Standards of the Company to exercise the position of Non-executive Director of the Board of Directors of the Company; specifically, in the opinion of the Committee, the candidate possesses the requirements of renowned reputation, solvency, competence and experience established in the Corporate Governance Standards of Gamesa.

Likewise, the Committee verified that she is not involved, directly or indirectly, in any of the causes for incompatibility, prohibition, conflict or opposition of interests with the corporate interest, provided in the general provisions or in the Corporate Governance Standards of Gamesa.

Moreover, the suitability of the professional profile of Gema Góngora Bachiller to the particularities of the business and sector in which the Company operates was also examined when drawing up the present report. Given her broad experience and qualifications in the area of human resources, Gema Góngora Bachiller would be a perfect fit to replace Mr. Castresana Sánchez (whose specialization was also in human resources).

It is the opinion of the Committee that the appointment by co-option of Gema Góngora Bachiller as director of the Company by the Board of Directors would comply with the corporate governance standards of the Company insofar as the proportion that should exist between executive and non-executive directors because, should she end up being appointed, the proportion between executive and non-executive directors would not alter (2 against 10), with the latter representing a sound majority on the Board.

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Following the appointment, as the case may be, of Gema Góngora Bachiller as director of the Company, the composition of the Board of Directors would thus be:

Name	Position	Qualification
Ignacio Martín San Vicente	Chairman and CEO	Executive
Juan Luis Arregui	Vice Chairman	Independent
José María Vázquez	Member	Independent
Sonsoles Rubio	Member	Proprietary
Luis Lada	Member	Independent
José María Aldecoa	Member	Independent
José María Aracama	Member	Independent
Carlos Rodríguez-Quiroga	Member and Secretary	Executive
Francisco Javier Villalba	Member	Proprietary
Gloria Hernández	Member	Independent
Andoni Cendoya	Member	Independent
Gema Góngora	Member	Proprietary

As the table shows, the Board of Directors would comprise 16.7% Executive Directors and 83.3% Non-executive Directors (25% Proprietary Directors and 58.3% Independent Directors).

Consequently, the proportion of Independent Directors will satisfy Recommendation number 17 of the Code of Good Governance for listed companies of February 2015 (the "**Code of Good Governance**"), , specifically aimed at large cap companies.

In the opinion of the Committee, the requirement of a reasonable balance between Proprietary Directors and Independent Directors is also met, taking into account the Company's ownership structure, the absolute and relative importance of significant shareholdings, as well as the level of continuity, commitment and strategic links of Iberdrola, S.A. with the Company.

In addition, Recommendation number 16 of the new Code of Good Governance establishes that the proportion between Proprietary Directors and the total number of Non-executive Directors must not be greater than the percentage of share capital of the shareholder represented on the Board of Directors (in this case, 19.687%).

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However, this recommendation is expressly mitigated by the Code of Good Governance for companies with high capitalization, which includes the Company, provided the shareholdings that are legally considered significant are limited. In this regard, there are three shareholders who formally have (though some of them might act on the behalf of their clients) a significant shareholding, although all of these approach the 3% capital limit. In consideration of the above, in the opinion of the Board of Directors of the Company, this recommendation is already fulfilled, since: (i) the cited recommendation is designated for companies with elevated capitalization such as the Company; (ii) the presence of significant shareholders is limited (who, furthermore, are at the legal limit of significant shareholdings); and (iii) it is necessary to take into account the level of continuity, commitment and strategic links of Iberdrola, S.A. with the Company.

Lastly, the appointment of Gema Góngora Bachiller will increase the percentage of women on the Board of Directors at Gamesa to 25%, which is another step forward in the Company's goal to reach 30% of women on the Board by 2020, as contemplated in the Code of Good Governance.

5. QUALIFICATION

In keeping with article 529 duodecies 3 of the Spanish *Corporate Enterprises Act*, the Committee reports that, in its opinion, and should Gema Góngora Bachiller be appointed member of the Board of Directors, her qualification should be "**non-executive proprietary**", since her appointment would be made following the proposal of Iberdrola, S.A., in its capacity as majority shareholder, to the Company, and would also cover the vacancy following the resignation of Ramón Castresana Sánchez.

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