

**REPORT OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE OF GAMESA
CORPORACIÓN TECNOLÓGICA, S.A. ON THE PROPOSED RE-ELECTION OF MR.
CARLOS RODRÍGUEZ-QUIROGA MENÉNDEZ
AS EXECUTIVE DIRECTOR OF THE COMPANY**

In Zamudio (Bizkaia), on 25 April 2017, the Appointments and Remunerations Committee (the “**Committee**”) of Gamesa Corporación Tecnológica, S.A. (“**Gamesa**” or the “**Company**”) unanimously agrees to issue and submit to the Board of Directors this favourable report on the proposed re-election of Mr. Carlos Rodríguez-Quiroga Menéndez as executive director of the Company by the General Shareholders’ Meeting (the “**Meeting**”).

1. PURPOSE AND REGULATORY FRAMEWORK

Pursuant to Article 529 *decies.6* of the Spanish *Capital Companies Act*, Articles 13.2 and 15 of the *Regulations of the Board of Directors* and Article 6.2.a) of the *Regulations of the Appointments and Remunerations Committee*, the proposal of appointment, re-election or removal of the non-independent directors for their designation by co-option or its submission to the Meeting shall be preceded by a previous favourable report from the Committee. Likewise, this Committee shall report on whether the relevant director to be re-elected keeps the same classification.

This proposal is thus issued in compliance with the mentioned regulations.

2. THE NOMINEE. NOTEWORTHY EXPERIENCE FOR THE PERFORMANCE OF HIS POSITION IN THE COMPANY

Mr. Carlos Rodríguez-Quiroga Menéndez, born in Madrid, held since his first appointment on 27 November 2001 the position of Secretary-member of the Board of Directors and Secretary-non member of the Executive Committee; the Audit, Compliance and Related Party Transactions Committee (formerly, Audit and Compliance Committee); and the Appointments and Remunerations Committee (formerly divided into the Appointments Committee and the Remunerations Committee) of the Company.

Practising lawyer, Mr. Carlos Rodríguez-Quiroga Menéndez holds a Law degree from the Universidad Complutense of Madrid, a diploma on Labour Law from the Legal Practice School of the Madrid Bar Association and a diploma on Comparative and European Labour Law from the Spanish Secretary of State for Relations with the European Communities.

Currently, Mr. Luis Javier Cortés Domínguez holds the position of director or secretary in several companies and is a trustee in the Pro Royal Academy of Jurisprudence and Legislation Trust.

3. JUSTIFICATION OF THIS FAVOURABLE REPORT

In the opinion of this Committee, Mr. Carlos Rodríguez-Quiroga Menéndez meets the requirements established by law and the Corporate Governance Rules of the Company to keep exercising the position of executive director of the Company; specifically, in the opinion of the Committee, the candidate keeps possessing the requirements of renowned reputation, solvency, competence and experience established in the Corporate Governance Rules of Gamesa.

Likewise, the Committee has verified that he is not concerned, either directly or indirectly, by any of the causes of disqualification, prohibition, conflict or opposition of interests with the corporate interest contained in the general provisions or in the Corporate Governance Rules of Gamesa.

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.

Additionally, in producing this report, consideration has been given to the suitability of the professional profile of Mr. Carlos Rodríguez-Quiroga Menéndez as regards the particular features of the business, and the sector in which the Company is active, which he deeply knows, and the security that provides to the Company the fact that he keeps carrying his duties as director.

In the opinion of the Committee, the re-election of Mr Carlos Rodríguez-Quiroga Menéndez complies with the Recommendation 15 of the Code of good practices for listed companies of February 2015 and the Corporate Governance Rules of the Company as to the due proportion between executive and non-executive directors since, in the case he were re-elected, this proportion would not change (2 against 11), being the latter a great majority in the Board.

After the re-election of Mr. Carlos Rodríguez-Quiroga Menéndez, the 15.38 % of the Board would be composed of executive directors and the 84.62 % of non-executive ones (of which 46.15 % proprietary directors and 38.47 % independent directors).

4. QUALIFICATION

According to Article 529 *duodecies*.1 of the Spanish *Capital Companies Act*, the Committee informs that, in its opinion, should Mr. Carlos Rodríguez-Quiroga Menéndez be re-elected as member of the Board, he must keep qualifying as “**executive**”, since he shall continue performing that kind of functions.

In consideration of the foregoing, the Committee unanimously agrees to submit to the Board this favourable report on the re-election of Mr. Carlos Rodríguez-Quiroga Menéndez as member of the Board of Directors of the Company qualifying as executive.

* * *

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.