

**ANNUAL REPORT ON THE APPLICATION  
OF THE POLICY ON COMMUNICATIONS  
AND CONTACT WITH SHAREHOLDERS,  
INSTITUTIONAL INVESTORS AND VOTING ADVISORS  
GAMESA CORPORACIÓN TECNOLÓGICA, S.A.**

March 2017



## **1. Legal basis**

Recommendation 4 in the *Code of Good Governance for listed companies* approved by Resolution of the National Securities Market Commission on 18 February 2015 (hereinafter referred to as the "**Code of Good Governance**"), recommends that listed companies define and promote a policy on communications and contact with shareholders, institutional investors and voting advisors that is in full adherence to the rules and regulations in place regarding market abuse, and treats shareholders of the same class equally. For this purpose, the Board of Directors of Gamesa Corporación Tecnológica, S.A. (hereinafter referred to as the "**Company**" or "**Gamesa**") approved a "Policy on communications and contact with shareholders, institutional investors and voting advisors" (hereinafter referred to as the "**Policy**") during its session held on 23 September 2015 that is now part of the Gamesa Corporate Governance Standards.

This recommendation also establishes that listed companies must render this policy public through its website, including information regarding how the policy is put into practice and identifying the points of contact or persons responsible for discharging such duties.

In compliance with this recommendation, the Company published the Policy on its corporate website ([www.gamesacorp.com](http://www.gamesacorp.com)), posting it in the section corresponding to Corporate Policies under "Corporate Governance". Section 6 of this Policy stipulates the publication of an annual report on the practical application thereof.

The Company has thus drawn up the present annual report in this regard.

## **2. Principles of the Policy**

The Gamesa Board of Directors has the authority to manage and supervise the information provided to, and relationships between the Company and shareholders, institutional investors and voting advisors, adopting suitable measures to protect the exercise of its rights in terms of defending corporate interests, in which regard the following principles are particularly salient:

- a) Transparent, clear, truthful, uniform and simultaneous dissemination of the information that enables the evaluation of management and the economic and financial results of the company.
- b) Equal treatment in the acknowledgment and exercise of rights of all shareholders who are in identical conditions and are not affected by conflicts of interests.
- c) Protection of the rights and legitimate interests of all shareholders.
- d) Promotion of continuous and ongoing information for shareholders not merely for the purpose of calling General Shareholders Meetings. To this end, the Board of Directors resolves to use effective channels to facilitate the exchange of communication with shareholders so that they are always informed on proposals made on management of the company according to law and Corporate Governance Standards.



- e) Shareholder collaboration to ensure that information for and relations with markets are transparent, efficient and aligned with corporate interest.
- f) Development of information tools and communication channels that make it possible to take advantage of new technologies in relations with shareholders.
- g) Compliance with the provisions of the law and Corporate Governance Standards and with the principles of cooperation and transparency with authorities, regulatory bodies and competent administration.

### **3. Application of the Policy during 2016**

#### **A) Communications and contact with shareholders:**

During 2016, the Company has maintained the normal channels for information and communication with its shareholders, namely:

- Communications to the National Securities Market Commission (hereinafter referred to as the "CNMV") through relevant events:

Relevant Events are published on the CNMV's own website and on the Gamesa corporate website. A total of 43 relevant events were submitted to the CNMV in 2016. The deliveries were made by the General Secretariat after securing the corresponding approvals for each particular case.

- Corporate website:

In accordance with the pertinent legislation currently in force, the Company has a "Shareholders and Investors" section on its corporate website that is kept permanently up to date in Spanish and English. The General Secretariat maintains the aforementioned section up to date, in which regard monthly audits were conducted throughout 2016 and no nonconformities with the regulations in force were detected.

- Presentations of financial performance:

Gamesa has announced the presentation of results sufficiently in advance, indicating the date and time scheduled for said presentation and the technical means necessary so that any interested party may follow the presentation in real time (webcast or phone conference).



The economic-financial information addressed in each presentation was submitted to the CNMV through a relevant event before the commencement of the presentation and is available on the Company's corporate website.

The recording of the presentation is kept available on the corporate website for one month.

- Social media:

Communications with shareholders through social media seeks to disseminate information of interest regarding the developments and activities of the Gamesa Group, and establish a fluid dialog with the internet community. The Communications Division leads these communications channels. The @Gamesa\_Official account on Twitter was the most used social media channel with over 450 *tweets* sent during 2016.

- The Shareholder Office:

Gamesa seeks to have shareholders permanently informed with the possibility of raising questions or proposals regarding the Company. For this purpose, the Investor Relations area has the reins to keep an active Shareholder Office, accessible by telephone and email. This office handles calls and emails on a daily basis.

During the month leading to the General Shareholders Meeting, control over the Shareholder Office will pass over to the General Secretariat for all matters relating to the General Meeting. Two General Meetings were held in 2016, i.e., an Ordinary Meeting on 22 June 2016 and an Extraordinary Meeting on 25 October 2016. The Shareholder Office received 65 and 56 calls from shareholders respectively. Emails were also received from shareholders requesting information on the items listed on the agenda for the General Meetings.

- Online Shareholder Forum:

Pursuant to legislation in force, an Online Shareholder Forum was activated in 2016 from the call to the two General Meetings held and until each one was held. On both occasions, the corporate website included a direct link to the forum and its operating rules, though no record was made thereof.



**B) Internal coordination for the dissemination of news likely to contain privileged information:**

During 2016, the Company applied the internal coordination protocols established in the Policy with a view to ensuring that information is disseminated in transparent and symmetrical conditions.

**C) Communications and contact with institutional investors:**

Institutional investors are addressed individually by Investor Relations for financial matters and by the General Secretariat for all matters concerning corporate governance, primarily for convening and actually holding the General Meetings.

Additionally, the Company organizes informational meetings on the performance of the Company and other matters of interest to analysts and institutional investors, and always in observance of the principle of equal treatment.

The most significant steps taken by the Investor Relations area in 2016 can be summarized as follows:

- 4 presentations of results (annual results for 2015, first quarter 2016, first semester 2016 and third quarter 2016).
- Attendance at 9 conferences in various European cities, including all conferences for specialists in renewable energies, *Iberia* and general conferences.
- Organization of 4 breakfast meetings with investors in Spain.
- *Roadshows*:
  - Visits to institutional investors in Spain, the United Kingdom, German, Switzerland, Holland, France and the United States of America.
  - *Roadshows* showcasing 2 events:
    - End of year results for 2015 and presentation of the 2016 guidelines.
    - Announcement of the merger with Siemens Wind Holdco and preparation of the Extraordinary General Shareholders Meeting.
- Attendance at the industry trade fair (Hamburg) with group and individual meetings.
- Organization of 1 plant view with investors.
- Daily conferences with analysts and investors, and regular face-to-face meetings with them.
- Organization of 2 "*Teach in*" events with the sales forces of Exane and JB capital markets.
- Meetings/contacts with over 300 institutional investors throughout 2016.
- Daily correspondence via mail and telephone communication with individual shareholders.



The most significant steps regarding institutional investors taken by the General Secretariat area in 2016 can be summarized as follows:

**a) ORDINARY General Shareholders Meeting (22 June 2016)**

- *Corporate Governance Roadshow*:
  - Creation and distribution to investors of a *Governance Story* and motion for resolution.
  - Face-to-face meetings with institutional investors (Germany and the UK), and contacts and answers through telephone conferences
- Investor contact campaign (*Solicitation campaign*):
  - Reporting and distribution on vote recommendations against resolution motions (*Rebuttal letters*).
  - Contact (*Proxy solicitation*) with the main institutional investors.
  - Contact with deposit entities for *retail* vote remission and monitoring the receipt of institutional votes.

**b) EXTRAORDINARY General Shareholders Meeting (25 October 2016)**

- *Corporate Governance Roadshow*:
  - Creation and dispatch to investors of the report on motions for resolution (*Proxy Statement*).
- Proxy campaign:
  - Contact (*Proxy solicitation*) with the Top 260 institutional investors.
  - Minority shareholder campaign (*retail*): telephone contact to approximately 1,100 minority shareholders.
  - Contact with deposit entities for *retail* vote remission and monitoring the receipt of institutional votes.

**D) Communications and contact with voting advisors:**

The Company maintains a fluid and permanent contact with the main voting advisors, and meets with them for the purpose of calling the General Shareholders Meetings to analyze the agenda and clarify any concerns that they may have in that regard.

Two General Shareholders Meetings were held in 2016, and the Company maintained specific contacts with the main voting advisors in the market and the ones with the greatest influence on shareholders of the Company. Thus, and primarily for the purpose of the convening the General Shareholders Meeting, the Company had appropriate telephone contact or email correspondence with the different voting advisors.



## **Conclusions**

During 2016, the Company duly complied with the Policy, Gamesa Corporate Governance Standard and the recommendations in the Code of Good Governance.

In the ensuing periods, the Company will continue applying and furthering the criteria, principles and standards of good governance applicable to this area with a view to attaining permanent transparency and symmetry in its communications with shareholders, institutional investors and voting advisors.