

**Report submitted by the Appointments and Remuneration Committee of Siemens Gamesa Renewable Energy, S.A. regarding the proposed amendment of the Policy of Remuneration of Directors 2019-2021 included in item seventeen on the Agenda for the Company's General Meeting of Shareholders to be held in Bilbao (Biscay), at 12:00 hours, on July 22 2020, on first call, or on July 23 2020, at the same place and time, on second call.**

## **I. Background**

This report (the "**Report**") is prepared by the Appointments and Remuneration Committee (the "**ARC**") pursuant to the provisions of section 529 *novodecies* of the Corporate Enterprises Act (*Ley de Sociedades de Capital*) ("**LSC**") and constitutes the legal report providing a rationale for the proposal of the Board of Directors of Siemens Gamesa Renewable Energy, S.A. ("**Siemens Gamesa**" or the "**Company**") to amend the Policy of Remuneration of Directors applicable during the financial years ended September 2019, September 2020 and September 2021 (the financial year of Siemens Gamesa begins on 1 October of each year and ends on 30 September of the following year), approved by the shareholders at the Annual General Meeting of Shareholders held on 27 March 2019 (the "**Remuneration Policy**" or the "**Remuneration Policy 2019-2021**").

Section 529 *novodecies* of the LSC provides for the policy of remuneration of directors to be approved by the shareholders at a General Meeting of Shareholders at least every three years as a separate item on the agenda.

Subsection 2 of this section requires that the proposal of the Board of Directors on the remuneration policy be reasoned and be accompanied by a specific report of the ARC. Both documents will be made available to the shareholders on the website of the company as from the call to the General Meeting, which shareholders may also request the free delivery or mailing thereof, a right to be mentioned in the announcement of the call to the Meeting.

Subsection 3 of this section provides that the remuneration policy so approved shall remain in force for three financial years following the year in which it is approved by the shareholders at the General Meeting. Any amendment or replacement during said period shall require the prior approval of the shareholders acting at a General Meeting of Shareholders pursuant to the procedure established for the approval hereof.

By virtue of the foregoing, any proposal of the Board of Directors to amend or replace the current Remuneration Policy shall be reasoned and must be accompanied by a specific report of the ARC, which documents shall be published on the corporate website as from the call to the General Meeting of Shareholders, the free delivery or mailing of which may be requested by the shareholders, a right to which express mention shall be made in the announcement of the call to the General Meeting.

This document constitutes the reasoned legal report providing a rationale for the amendment of the Policy of Remuneration of Directors approved by the shareholders at the 2019 Annual General Meeting of Shareholders of Siemens Gamesa, which is described below, and which shall be submitted for the approval of the Board of Directors for submission to the shareholders at the 2020 Annual General Meeting of Shareholders.

**II. Rationale for the proposed amendment of the Remuneration Policy 2019-2021 approved by the shareholders at the Annual General Meeting of Shareholders held on 27 March 2019**

Siemens Gamesa's ARC, in compliance with the duties set out in its Regulations approved on 29 July 2019, regularly reviews the Remuneration Policy to verify that it is consistent with the short-, medium- and long-term situation and strategy of the Company, in order to propose improvements and amendments, if appropriate.

As a result of the voluntary cessation in office of the prior secretary/director and legal counsel of the Board of Directors, the current Remuneration Policy approved by the shareholders at the General Meeting of Shareholders held on 27 March 2019 must be amended in order to eliminate references to the remuneration of the secretary/director, which were included in the Remuneration Policy. Likewise, the appointment by co-optation of a new CEO by the Board of Directors makes it necessary to incorporate adjustments in the references of the remuneration system that will apply to the new CEO. Furthermore, reasons of corporate strategy to develop measures in favour of corporate social responsibility and for the Company to adapt to the best director remuneration practices have also convinced the ARC of the advisability of proposing to the Board of Directors the inclusion of additional changes to said Policy.

Specifically, the reasons for the amendment of the current Remuneration Policy being proposed to the shareholders at the General Meeting of Shareholders are the following:

a. Elimination of references to the remuneration of the prior legal counsel/secretary/member of the Board of Directors

On occasion of the organisational changes arising from (i) the voluntary cessation in office of Mr Carlos Rodríguez-Quiroga Menéndez as secretary/director and legal counsel of the Board of Directors, and thus as non-member secretary of the ARC, and subsequently, (ii) the appointment of Mr Juan Antonio García Fuente as new non-member secretary of the Board of Directors and legal counsel of the Company, communicated by Siemens Gamesa to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**") by means of a notice of significant event (*hecho relevante*) dated 24 February 2020 and 18 March 2020, respectively, references to the remuneration of the prior legal counsel/secretary/member of the Board of Directors in the current Remuneration Policy must be removed. With this amendment, the ARC intends to conform the text of the Remuneration Policy to the current composition of the Board of Directors, to the extent that the new secretary of the Board of Directors is not a director of the Company.

b. Adaptation of certain remuneration policy references applicable to the new CEO

As a result of the cessation of Mr Markus Tacke and the appointment by co-optation of a new Chief Executive Officer by the Board of Directors, the ARC considers it necessary to adjust certain references of the remuneration system applicable to the Chief Executive Officer, whose remuneration shall not exceed that offered to Mr Markus Tacke, so that they are aligned with the remuneration terms and conditions that will apply to the new Executive of Siemens Gamesa, all in order to offer shareholders and the market maximum transparency and clarity.

c. Adjustment of the requirements for the directors in their capacity as such to be able to receive the amounts allocated as fees for attending meetings of the Board of Directors and of its committees

The ARC finds it appropriate to adjust the requirements for the directors in their capacity as such to be able to receive the amounts allocated as fees for attending the meetings of the Board of Directors and its committees, so that they are harmonised with the Company's strategy in the area of corporate social responsibility.

As contemplated in the current Remuneration Policy, the purpose of the attendance fees is to remunerate attendance at the meetings of the Board of Directors and its committees.

The Remuneration Policy provides that the amounts will be paid for the personal on-site presence of each director at each of the meetings, regardless of the number of meetings held. In the case of attendance by video-conference or other approved remote means of communication, the attendance fees will be 50% of the corresponding amount.

The ARC, aware of Siemens Gamesa's commitment to lead the market in sustainability, has reviewed the policy on remuneration of the directors in their capacity as such in order to endeavour to ensure the adjustment thereof to the current sustainability environment in which the Company participates as an active player.

Along these lines, the ARC believes that the adjustment of the requirements for the directors in their capacity as such to be able to receive the amounts allocated as fees for attending meetings of the Board of Directors and its committees in performing their duties can be a measure that contributes to meeting Siemens Gamesa's commitment in the area of sustainability. Thus, after a process of reflection, the ARC finds that such adjustment will promote the use of new technologies, which will also entail a potential reduction in travel by the directors, a large portion of which is by plane, to attend the meetings of the Board of Directors and its committees (with the corresponding cost savings for the Company and contribution to improvement of the environment).

In line with the foregoing, it is appropriate to recall what is expressly included in the analysis attached to Communication COM (2018) 773<sup>1</sup> published by the European Commission on 28 November 2018, which establishes that: *"For business, digitalisation will increasingly offer solutions to replace physical transport needs by more advanced, secure and easy-to-use tools for videoconferencing. While face-to-face contact cannot be replaced in all cases, there are large opportunities for saving time and money, as well as reducing the corporate carbon footprint. This is particularly important in the case of business air travel. (...)"*<sup>2</sup>

Climate change is a pressing problem for humanity. Limiting global warming requires measures to reduce the emission of greenhouse gases. With this measure, among many others, Siemens Gamesa drives better environmental performance in its global operations, which clearly shows its continuing commitment and effort to integrate environmental sustainability into the Company's strategy and operations. This measure is intended to encourage a reduction in non-essential air travel by making use of the investments made by the Company in improved video-conference technology to make virtual attendance feasible and effective.

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<sup>1</sup> Communication from the Commission to the European Parliament, the European Council, the Council, the European Economic and Social Committee, the Committee of the Regions and the European Investment Bank: A Clean Planet for all. A European strategic long-term vision for a prosperous, modern, competitive and climate neutral economy.

<sup>2</sup> In-depth analysis in support of the Commission Communication COM (2018) 773. A Clean Planet for all. A European long-term strategic vision for a prosperous, modern, competitive and climate neutral economy", p.110.

Furthermore, as part of the Company's commitment to the fight against COVID-19, Siemens Gamesa has promoted the use of teleworking tools like video-conferences, which are allowing for minimisation of the negative impact of the health crisis on its business activities.

For all of these reasons, the ARC recommends revising the remuneration policy and proposes that, in the case of attendance by video-conference, attendance fees be kept on the same terms as those established for personal on-site attendance of the directors at meetings of the Board of Directors and its committees.

d. Potential participation of non-executive directors in remuneration systems based on the delivery of shares as part of their fixed remuneration

In accordance with its powers under the Company's internal rules, the ARC has been performing the duty of supervising the remuneration of the members of the Board of Directors in order to analyse, among other issues, the conformance thereof to the good governance recommendations for listed companies. Along these lines, the ARC, in its working sessions, has explored the possibility that non-executive directors might receive a portion of their fixed remuneration through the delivery of Company shares, provided that said shares are held until the directors cease to hold office as provided in Recommendation 57 of the Good Governance Code of Listed Companies published by the CNMV.

The amount of the fixed remuneration delivered in shares would in any case be included in the maximum amount of three (3) million euros provided for in the Remuneration Policy for all directors in their capacity as such, which amount remains unchanged.

It should be noted that, as at the date of preparation of this Report, neither the ARC nor the Board of Directors have decided to formally propose the implementation of this remuneration system to the shareholders at the General Meeting of Shareholders; however, to the extent that an amendment of the current Remuneration Policy is now submitted to the shareholders, it has been deemed appropriate, in order to avoid submitting new amendments of said Policy to the shareholders in the future, to now propose an amendment of the Remuneration Policy in order to provide therein for the ability to deliver shares to the non-executive directors of the Company as part of their fixed remuneration, always in accordance with the requirements and conditions set forth in the CNMV's Good Governance Code.

In any event, if the Board of Directors decides to propose the implementation of a remuneration system of this nature for the non-executive directors, the approval thereof will be submitted to the shareholders at a General Meeting of Shareholders. In compliance with the requirements set forth in section 219 of the LSC, a resolution of the shareholders acting at a General Meeting of Shareholders must include the maximum number of shares that may be assigned to this remuneration system in each financial year, the exercise price or system for calculating the exercise price of the options on shares, the value of any shares taken as a reference, and the duration of the remuneration system.

e. Potential participation of the CEO in new long-term incentive plans that renew or succeed the Long-Term Incentive Plan 2018-2020

Pursuant to the provisions of the Remuneration Policy, the CEO may participate in the Long-Term Incentive Plan 2018-2020 (the "**Plan**"), which is structured into three independent cycles, with a measurement period of three years each.

Taking into account that the period for measuring the third and final cycle of the Plan began in financial year 2020 (which begins on 1 October 2019), the Remuneration Policy must contemplate the ability of the CEO to participate in new share incentive plans, which, giving continuity to the current Plan, extends the duration thereof beginning on 1 October 2020, the financial year in which the current Remuneration Policy will still be in effect (it should be recalled that the current Remuneration Policy is in effect until the financial year beginning on 1 October 2020, inclusive). For this reason, the ARC believes it appropriate to include in the Remuneration Policy the ability of the Board of Directors to submit a new long-term incentive plan for the CEO for the approval of the shareholders in order to renew or succeed the current Plan, the effectiveness of which would begin, if applicable, in financial year 2021 (which would begin on 1 October 2020).

In any event, if the Board of Directors decides to implement a new long-term incentive plan in which the Company's CEO participates, it will submit the approval thereof to the shareholders at the General Meeting of Shareholders. In compliance with the requirements set forth in section 219 of the LSC, the resolution of the shareholders acting at a General Meeting of Shareholders must include the maximum number of shares that may be assigned to this new long-term incentive plan in each financial year, the exercise price or system for calculating the exercise price of the options on shares, the value of any shares taken as a reference, and the duration of the plan.

#### Effectiveness of the amendments to the Remuneration Policy 2019-2021

The effectiveness of the proposed amendments shall cover the period from the date of approval thereof by the shareholders, if any such approval is given, until the end of financial year 2021, the date on which the effectiveness of the current Remuneration Policy ends.

Attached as Annex I to this Report is the proposed amendment of the Policy of Remuneration of Directors 2019-2021, and as Annex II is the restated text of the Remuneration Policy with the inclusion of the amendments proposed by the Board of Directors for approval by the shareholders at the next Annual General Meeting of Shareholders.

### **III. Proposed amendments to the Policy of Remuneration of Directors 2019-2021**

The following amendments are proposed to be included in the Remuneration Policy:

- a. Elimination of references to the remuneration of the prior legal counsel/secretary/member of the Board of Directors

The proposed amendment is to eliminate references in the Remuneration Policy to the remuneration of the prior legal counsel/secretary/member of the Board of Directors.

- b. Adaptation of certain remuneration policy references applicable to the new Chief Executive Officer

The proposed amendment is to adjust in the Remuneration Policy the references to the remuneration of the new Chief Executive Officer.

- c. Adjustment of the requirements for the directors in their capacity as such to be able to receive the amounts allocated as fees for attending meetings of the Board of Directors and of its committees

The proposed amendment is to eliminate the 50% reduction in the amount corresponding to attendance fees in the case of directors in their capacity as such attending the meetings of the Board of Directors and its committees by video-conference, keeping the 50% reduction in the amount for attendance by other approved remote means of communication. The amounts corresponding to the fees for attending by video-conference will therefore be kept on the same terms as those established for personal on-site attendance of the directors at meetings of the Board of Directors and its committees.

- d. Potential participation of non-executive directors in remuneration systems based on the delivery of shares as part of their fixed remuneration

The proposed amendment is to include in the remuneration structure for non-executive directors the ability for them to participate in remuneration systems that entail the delivery of shares as part of their fixed remuneration, subject to compliance with the requirements set forth in Recommendation 57 of the CNMV's Good Governance Code.

The amount of the fixed remuneration delivered in shares would in any case be included in the maximum amount of three (3) million euros provided for in the Remuneration Policy for all directors in their capacity as such, which amount remains unchanged.

- e. Potential participation of the CEO in new long-term incentive plans that renew or succeed the Long-Term Incentive Plan 2018-2020

The amendment being proposed is to include the possibility of the CEO being able to participate in a new incentive plan that the shareholders approve to renew or succeed the current Long-Term Incentive Plan 2018-2020.

#### **IV. General principles underlying the proposed amendment of the Policy of Remuneration of Directors 2019-2021**

The ARC finds that the proposed amendments to be included in the Remuneration Policy, if approved, would follow the principles established therein:

- Balance and prudence.
- Alignment with the practices demanded by shareholders and investors.
- Transparency.
- Competitiveness of the remuneration policy in terms of both structure and overall amount, in order to attract, motivate and retain key professionals.
- Alignment with the Company's strategic objectives.
- Alignment with the remuneration established by comparable companies (external equity).
- Remuneration policies and practices guaranteeing non-discrimination on the grounds of sex, age, culture, religion or race (internal equity).
- Relationship with effective dedication to the position.
- Link to responsibility and performance of duties as directors.

- Absence of variable remuneration components for non-executive directors in order to secure their full independence.
- Remuneration offering an incentive without the amount thereof affecting their independence, taking the form of a fixed monthly allowance and an attendance fee for the non-executive directors.
- In the case of the CEO, maintenance of a reasonable balance among the various components of fixed remuneration (short-term) and variable remuneration (annual and long-term), reflecting an appropriate assumption of risks combined with the achievement of defined objectives linked to the creation of sustainable value.

In any event, and as provided by the Remuneration Policy, the Board of Directors shall distribute the maximum limit of three (3) million euros, approved by the shareholders at the General Meeting of Shareholders held on 8 May 2015, in the form, at the time and in the proportion that it determines based on the position held by each director and the duties and responsibilities thereof.

## **V. Conclusion**

Taking into account all of the foregoing, in the opinion of the ARC, the amendments of the current Remuneration Policy upon the terms described in this Report, which the Board of Directors submits to the shareholders at the General Meeting of Shareholders for approval, if appropriate, are in conformance with applicable law, are aligned with the principles and foundations of the current Remuneration Policy, and allow Siemens Gamesa to adapt the Remuneration Policy to the current context and to encourage its strategic commitment to sustainability.

And for the appropriate legal purposes, it is stated for the record that the ARC submits this Report on the proposed amendment of the “Policy of Remuneration of Directors of Siemens Gamesa Renewable Energy, S.A. 2019-2021” at its meeting of 16 June 2020.

**ANNEX I**

**PROPOSED RESOLUTION**

It is proposed that the Board of Directors approve the following resolution to be submitted for the approval of the shareholders at the Annual General Meeting of Shareholders:

**Item seventeen on the Agenda.- “Approval, if appropriate, of the amendment of the Policy of Remuneration of Directors of Siemens Gamesa Renewable Energy, Sociedad Anónima 2019-2021 pursuant to the provisions of section 529 *novodecies* of the Corporate Enterprises Act.”**

By virtue of the Report prepared by the Appointments and Remuneration Committee made available to the shareholders together with the rest of the documentation relating to this General Meeting as from the date of the call thereto, to approve the amendment of the Policy of Remuneration of Directors of Siemens Gamesa Renewable Energy, Sociedad Anónima for financial years 2019-2021, on the following terms and conditions:

1. Eliminate references in the current Remuneration Policy to the remuneration of the prior legal counsel/secretary/member of the Board of Directors.

The following sections are amended in this regard:

- (i) The two references to the legal counsel/secretary/member of the Board of Directors in section 2 entitled “Principles of the remuneration policy” are eliminated.
- (ii) The text of section 5 entitled “Policy of remuneration of executive directors” is adjusted to read as follows:

***“5. Policy of remuneration of executive directors***

*The only director who currently has executive duties within the Company is the CEO.*

*The policy of remuneration of Siemens Gamesa’s CEO executive directors includes the following ~~a specific~~ remuneration system ~~for the CEO and for the legal counsel/secretary and member of the Board of Directors.~~”*

- (iii) Section 5.5 entitled “Policy of remuneration of the legal counsel/secretary and member of the Board of Directors” and section 5.6 entitled “Contractual terms and conditions for the legal counsel/secretary and member of the Board of Directors” are eliminated.



2. Certain references to the remuneration policy applicable to the new Chief Executive Officer of Table 2 "CEO remuneration policy" in section 5.1 titled "CEO Remuneration Policy" are adapted and drafted as follows:

**Table 2. CEO remuneration policy**

	Amount	Implementation
<p><b>Fixed Remuneration in cash</b></p> <p>Aim:</p> <p>To provide compensation in view of level of responsibility and professional background.</p>	<p><b>Amount:</b>  <del>€717,500,000</del> for financial year <del>2019</del><u>2020</u>.</p> <p><b>Standard general update:</b></p> <p>The Fixed Remuneration in cash may be annually revised based on the criteria approved from time to time by the ARC, including performance and continuity in the position, evolution of the Company's results, complexity of the business, geographic diversity, market benchmarks, etc., although at no time shall the annual increase exceed 3% of the Fixed Remuneration in cash for the immediately preceding year. Any increase shall take into account the Company's financial situation and market standards at comparable companies obtained via comparative analyses conducted by specialised external consultants.</p> <p>Without prejudice to the foregoing and even if it is not initially contemplated during the effective period of this remuneration policy, said increase may be higher in exceptional circumstances, provided the Company deems it necessary to facilitate the retention of the CEO as a key officer at the Company. In this case, information shall be provided regarding the increase applied and the reasons therefor in the corresponding Annual Director Remuneration Report, which will be submitted to a binding vote by the shareholders at the General Meeting of Shareholders.</p> <p>Even if the update occurs on the above-described terms, the ARC must always provide reasons therefor.</p>	<p>The fixed remuneration is established in accordance with responsibility and leadership within the organisation and in line with the remuneration paid on the market at comparable companies.</p> <p>For the performance of executive duties, the Company pays the CEO the amount corresponding to Social Security payments.</p>
<p><b>Long-Term Savings Scheme</b></p> <p>Aim:</p> <p>To offer a global remuneration package that is competitive with market practice.</p>	<p>The Company may implement benefits schemes in which the CEO participates.</p> <p>The CEO is a beneficiary of group life insurance.</p> <p>The annual contribution amounts to a total of 166,500 euros (representing 23.27% of the CEO's current annual Fixed Remuneration in cash), and changes are not expected during the effective period of this remuneration policy. However, this amount will be subject to possible updates insofar as market circumstances so recommend. Any increase shall take into account the company's</p>	<p>This is a defined-contribution plan that covers the contingencies of retirement, disability, death, dependence of the participant and exceptional cashflow circumstances (long-term unemployment, serious illness, etc.).</p> <p>The benefit consists of the right to receive accumulated contributions made by the Company in favour of the CEO plus the returns accrued as a consequence of the occurrence of any of the covered contingencies.</p>

	Amount	Implementation
	<p>financial condition and market standards at comparable companies obtained via comparative analyses conducted by specialised external consultants.</p> <p>Details of the amounts corresponding to these systems will be included in the corresponding Annual Director Remuneration Report.</p>	<p>In the event of cessation of the CEO at the Company on grounds other than the contingencies covered under the plan, the CEO shall have the right to the entirety of the accumulated balance, unless the contractual relationship is terminated due to any of the following circumstances: (i) criminal conviction or regulatory sanction on grounds attributable to the participant; (ii) serious breach of the internal rules of Siemens Gamesa or of the Group; or (iii) fraudulent or grossly negligent conduct of the participant in the performance of his duties.</p> <p>The receipt of any severance payment to which the CEO may be entitled due to the termination of his contractual relationship with the Company shall be compatible with the recognition of the balance accumulated as a result of the CEO's participation in the plan.</p>
<p><b>Company Benefits</b></p> <p>Aim:</p> <p>To offer a global remuneration package that is competitive with market practice.</p>	<p>The CEO may be a beneficiary of certain benefits that include the coverage of health and accident contingencies through the acquisition by the Company of the corresponding insurance, and the assignment of the right to use a vehicle, in accordance with the Company's policy for top-level senior managers.</p>	<p>Supplement in kind under the item of company benefits.</p> <p>Details of the amounts corresponding to this item will be included in the corresponding Annual Director Remuneration Report.</p>

	Amount	Metrics	Implementation
<p><b>Annual Variable Remuneration</b></p> <p>Aim:</p> <p>To incentivise achievement of the annual objectives in line with Siemens Gamesa's strategic plan.</p>	<p><b>Minimum Threshold for achievement of objectives:</b></p> <p>In order to determine the amount to be received under this item, an achievement scale will be established for each metric that will include a minimum objective achievement threshold below which no incentive will be paid.</p> <p><b>Target Amount:</b></p> <p>100% of annual Fixed Remuneration.</p> <p>This will be reached in the event of 100% achievement of the pre-established objectives.</p> <p><b>Maximum Amount:</b></p> <p>200% of annual Fixed Remuneration.</p> <p>This will be reached in the event of extraordinary performance and maximum outperformance of the pre-established objectives.</p>	<p>Linked to the achievement of a combination of specific, pre-determined and quantifiable quantitative and qualitative objectives, aligned with the Company's interest and in line with Siemens Gamesa's strategic plan, as well as the results of the Company.</p> <p>These objectives may be related to: performance of profit-and-loss statement indicators (e.g. distribution costs, EBITDA, EBIT, net profit, etc.); objectives related to performance of balance sheet indicators (e.g. working capital or components thereof, CAPEX, debt); non-financial objectives (e.g. corporate social responsibility, corporate governance and, potentially, the individual performance of the director).</p>	<p>At the start of each financial year, the ARC reviews the conditions of the annual variable remuneration system applicable to the CEO, including the structure, maximum remuneration levels, established objectives and weight of each of them, in view of the company's strategy and business needs and situation. Said review is then submitted to the Board of Directors for approval.</p> <p>The annual variable remuneration is paid wholly in cash.</p> <p>Details of the information regarding this item will be included in the corresponding Annual Director Remuneration Report with the individual level of achievement and weighting of each objective and the overall level of achievement of the objectives as a whole.</p> <p>The annual variable remuneration system will contemplate the corresponding <i>malus</i> clause, which will apply for the term and until the payment thereof, and clawback clause.</p>

	Amount	Metrics	Implementation
<p><b>Long-Term Incentive Plans</b></p> <p>Aim:</p> <p>To foster the CEO's commitment to the Company and its strategic plan, linking remuneration to the creation of shareholder value as well as the sustainable achievement of strategic objectives, so that it is aligned with best market practices in terms of remuneration. In addition, the Company seeks to offer a competitive remuneration package to the CEO by means of the long-term incentive plans.</p>	<p><a href="#">The CEO shall participate in the 2018-2020 Long Term Incentive Plan subject to compliance with the terms and conditions approved by the General Shareholders' Meeting for each of the Cycles in which he is invited to participate as a beneficiary.</a></p> <p><b>Target Amount:</b> 100% of Fixed Remuneration in cash for each of the FY2018, FY2019 and FY2020 Cycles.</p> <p><b>Maximum Amount:</b> 100% of the target Incentive for the FY2018 Cycle. 200%* of the target Incentive in case of outperformance of the objectives of the metrics for the FY2019 and FY2020 Cycles.</p> <p>However, the value of the shares to be received by the CEO, deriving from each of the Cycles of the Plan, may not under any circumstances exceed the lower of the following two amounts*: (i) three times the target Incentive assigned in each Cycle of the Plan, or (ii) the result of multiplying 1.7 times the sum of the Fixed Remuneration in cash, the Annual Variable Remuneration and the target Incentive assigned during each Cycle of the Plan.</p>	<p>Metrics for the FY2018 Cycle:</p> <ul style="list-style-type: none"> <li>Earnings per Share ("EPS").</li> <li>Total Shareholder Return ("TSR") ratio of Siemens Gamesa compared to other companies in the market.</li> <li>Corporate Social Responsibility ("CSR") ratio.</li> </ul> <p>Metrics for the FY2019 and FY2020 Cycles*:</p> <ul style="list-style-type: none"> <li>TSR ratio of Siemens Gamesa compared to the ISE Clean Edge Global Wind Energy index.</li> <li>TSR ratio of Siemens Gamesa compared to the TSR of the company Vestas Wind System A/S.</li> <li>Sustainability. Linked to the position reached by the Company on the Dow Jones Sustainability Index.</li> <li>Customer satisfaction valuation (Net Promoter Score).</li> <li>Employee Engagement.</li> </ul> <p>The weightings for the metrics will be determined for each of the Cycles of the Plan by the Board of Directors, following a favourable report of the Appointments and Remuneration Committee.</p> <p>The sum of the weighting of the metrics for</p>	<p>The Company will assign a certain amount to serve as the basis to in turn grant a particular number of Stock Awards, which will serve as a reference to determine the final number of shares to be delivered.</p> <p>The Plan includes the delivery of Company shares linked to the achievement of certain objectives.</p> <p>The Plan is structured into three (3) independent Cycles with a measurement period of three (3) years for each Cycle:</p> <ul style="list-style-type: none"> <li>FY2018 Cycle: from 1 October 2017 until 30 September 2020.</li> <li>FY2019 Cycle: from 1 October 2018 to 30 September 2021.</li> <li>FY2020 Cycle: from 1 October 2019 until 30 September 2022.</li> </ul> <p>The shares deriving from the Plan to be delivered, net of any applicable taxes, will be subject to a holding period until reaching a number of shares equal to:</p> <ul style="list-style-type: none"> <li>Two (2) times Fixed Remuneration in cash for the FY2018 Cycle.</li> <li>Two and one-half (2.5) times Fixed Remuneration in cash for the FY2019 and FY2020 Cycles.</li> </ul> <p>The Plan will contemplate the corresponding <i>malus</i> clauses, which shall be applicable for the term and until the payment thereof, and clawback clause.</p>

\* At the same General Meeting of Shareholders at which this remuneration policy is submitted for approval, an amendment of the Long-Term Incentive Plan 2018-2020 will be submitted for approval. The amendments to said Plan include: (i) increase in the maximum Incentive in the event of 200 per cent outperformance of target Incentive, (ii) the maximum amount that can be received under the Plan, (iii) the metrics on which any payment of the Incentive will depend, and (iv) the obligation to hold the shares received until reaching two and a half times the fixed remuneration in cash of the CEO. Therefore, the amendments to the Long-Term Incentive Plan included in this policy are subject to approval of the amendment of the Incentive Plan by the shareholders at the General Meeting of Shareholders.

	Amount	Metrics	Implementation
	<p><b>Minimum Threshold for achievement of objectives:</b></p> <p>No incentive will be paid below a minimum level of achievement of the objectives for metrics to be determined for each Cycle by the Board of Directors following a report from the Appointments and Remuneration Committee.</p>	<p>Sustainability, Net Promoter Score and Employee Engagement may not exceed 20 per cent under any circumstances.</p>	

3. The section “Fees for attending meetings of the Board of Directors and of its committees” within Table 1 “Policy of remuneration of directors in their capacity as such” of section 4 called “Policy of remuneration of directors in their capacity as such” is hereby amended to read as follows:

<p><b>Fees for attendance at meetings of the Board of Directors and committees thereof</b></p> <p><i>Purpose:</i></p> <p>To remunerate the director for personal and effective attendance at meetings of the Board of Directors and committees thereof.</p>	<p><b>Maximum:</b></p> <p><i>Board of Directors:</i></p> <ul style="list-style-type: none"> <li>▪ Chair: €2,000 per meeting held.</li> <li>▪ Member: €2,000 per director and meeting held.</li> </ul> <p><i>Committees of the Board of Directors:</i></p> <ul style="list-style-type: none"> <li>▪ Chair: €3,800 per meeting held.</li> <li>▪ Member: €2,000 per director and meeting held.</li> </ul>	<p><i>Fees for attendance at meetings of the Board and of the committees thereof are paid for the personal and <del>effective</del> <b>onsite</b> attendance of each director at each meeting held, regardless of the number of meetings held.</i></p> <p><u><i>Attendance at meetings of the Board and of its committees may occur in person or by video-conference.</i></u></p> <p><i>In the case of attendance by <del>video-conference</del> <b>or</b> approved remote means of communication, <u><i>other than video-conference</i></u>, the attendance fees shall be 50% of the corresponding amount.</i></p> <p><i>There is no right to an attendance fee if a proxy is granted.</i></p> <p><i>Paid on a monthly basis.</i></p>
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4. A new paragraph is included in section 4 entitled “Policy of remuneration of directors in their capacity as such”, which is hereby amended to read as follows:

*“Directors, in their capacity as such, may receive, as part of their fixed remuneration, shares of the Company, which may be delivered annually or at the end of the director’s term of office, said delivery being in any case subject to the shares being held until cessation in office as directors, by application of the provisions of the CNMV’s Good Governance Code. In any case, and in compliance with the requirements set forth in section 219 of the LSC, the delivery of the shares shall require a corresponding resolution of the shareholders acting at a General Meeting of Shareholders, which must include the maximum number of shares that may be assigned in each financial year to this remuneration system, the value of any shares taken as a reference and the duration of the remuneration system. The amount allocated to the share remuneration system shall in any case be included within the maximum amount of remuneration of the directors in their capacity as such, which is set at three (3) million euros, approved by the shareholders at the General Meeting of Shareholders, or any amount approved by the shareholders at subsequent General Meetings of Shareholders.”*

5. A new paragraph is included in section 5.1 entitled “Policy of remuneration of directors in their capacity as such”, after Table 2 “CEO Remuneration Policy”, which is hereby amended to read as follows:

*“In addition to the foregoing, the Board of Directors may decide to implement new long-term incentive plans that include the CEO among their participants. In this regard, during the effective period of this remuneration policy, the Board of Directors may approve a plan that succeeds the Long-Term Incentive Plan 2018-2020, or the start-up of a new incentive plan with other characteristics. In any case, the participation of the CEO in any long-term incentive plan that includes the delivery of shares or options on shares, or remuneration linked to the value of the shares, shall require a resolution of the shareholders acting at a General Meeting of Shareholders, pursuant to the provisions of section 219 of the LSC.”*

6. Other minor amendments deriving from adjustments to numbering, dates and internal references within the Remuneration Policy.

**ANNEX II**

**POLICY OF REMUNERATION OF DIRECTORS OF**

**SIEMENS GAMESA RENEWABLE ENERGY, S.A. 2019-2021**

(Text approved at the Annual General Meeting of Shareholders held on March 27, 2019 and amended at the Annual General Meeting of Shareholders held on July 22, 2020)

**POLICY OF REMUNERATION OF DIRECTORS OF  
SIEMENS GAMESA RENEWABLE ENERGY, S.A. 2019-2021**

**1. Introduction**

This document sets forth the Policy of Remuneration of Directors of SIEMENS GAMESA RENEWABLE ENERGY, S.A. (“Siemens Gamesa” or the “Company”) approved by the shareholders at the 2019 General Meeting of Shareholders as a separate item on the Agenda to replace the Policy of Remuneration of Directors approved by the shareholders at the General Meeting of Shareholders held on 20 June 2017, including the amendments that the Company’s Board of Directors has resolved to propose to the shareholders at the Company’s 2020 General Meeting of Shareholders.

In relation to the procedure for approval of said Policy, subsection two of section 529 novodecies of the Corporate Enterprises Act (Ley de Sociedades de Capital or “LSC”) establishes that the proposed remuneration policy for a board of directors must be reasoned and must be accompanied by a specific report from the appointments and remuneration committee.

The Policy of Remuneration of Directors (the “remuneration policy” or the “policy of remuneration of directors”) shall apply to the following financial years: 1 October 2018 to 30 September 2019; 1 October 2019 to 30 September 2020; and 1 October 2020 to 30 September 2021. The reasoned report of the Appointments and Remuneration Committee (the “ARC” or the “Committee”) is attached hereto.

Both documents are made available to the shareholders on the Company’s website as from the call to the General Meeting of Shareholders to be held on July 22 and July 23, 2020, on first and second call, respectively, in accordance with the provisions of subsection two of section 529 novodecies of the LSC.

- This policy of remuneration of directors contains the following sections:
- Principles of the remuneration policy.
- Duties assumed by the Appointments and Remuneration Committee.
- Policy of remuneration of directors in their capacity as such.
- Policy of remuneration of executive directors.
- Policy of remuneration applicable to new directors.
- Quantitative limit of director remuneration.
- Effective period of the remuneration policy.



## 2. Principles of the remuneration policy

The commitment of the members of the Board of Directors and senior managers of Siemens Gamesa is essential for the successful fulfilment of the Company's strategy, and with this objective the ARC prepares and proposes to the Company's Board of Directors (the "Board of Directors" or the "Board") the policy of remuneration and the remuneration practices that apply to the members of the Board of Directors.

The remuneration of the members of Siemens Gamesa's Board of Directors is determined taking into consideration the provisions of: (i) the law applicable to corporate enterprises, specifically the LSC; (ii) article 45 of the By-Laws; (iii) article 29 of the Regulations of the Board of Directors of the Company; (iv) the resolutions adopted by the shareholders at the General Meeting of Shareholders; and (v) market practices in entities that are comparable by size, activity, complexity of business and geographic distribution of operations. This analysis normally relies on the support of outside consultants.

The remuneration system distinguishes between directors acting in their capacity as such from those performing executive duties within the Company.

The following general principles underpin the policy of remuneration of directors:

	Executive directors	Non-executive directors
<b>Balance and prudence</b>	•	•
<b>Alignment with practices required by shareholders and investors</b>	•	•
<b>Transparency</b>	•	•
<b>Competitiveness of remuneration policy in terms of both structure and overall amount, in order to attract, motivate and retain key professionals</b>	•	•
<b>Alignment with the Company's strategic objectives</b>	•	•
<b>Alignment with the remuneration established by comparable companies (external equity)</b>	•	•
<b>Remuneration policies and practices guaranteeing non-discrimination on grounds of sex, age, culture, religion or race (internal equity).</b>	•	•
<b>Relationship with effective dedication to the position.</b>	•	•
<b>Link to responsibility and performance of duties as directors.</b>	•	•
<b>Maintenance of a reasonable balance among the various components of fixed remuneration (short-term) and variable remuneration (annual and long-term), reflecting an appropriate assumption of risks combined with the achievement of defined objectives linked to the creation of sustainable value</b>	•	
<b>Absence of variable remuneration components in order to secure full independence with respect to the</b>		•

**remuneration of executive directors and of senior management**

**Remuneration offering an incentive without the amount thereof affecting their independence, taking the form of a fixed monthly allowance and an attendance fee for the non-executive directors**

The above principles are consistent with Siemens Gamesa’s corporate governance policy, published on the corporate website.

Said remuneration principles also comply with the general provisions for corporate enterprises established in the LSC and are in line with the principles and recommendations relating to director remuneration set forth in the Good Governance Code of Listed Companies published by the National Securities Market Commission (Comisión Nacional del Mercado de Valores), in terms of their fit with the size and importance of the company, its financial condition, comparability, profitability and sustainability, and in terms of not encouraging an excessive assumption of risks or rewarding unfavourable results.

Practices applied by Siemens Gamesa	Practices not applied by Siemens Gamesa
<p><b>Executive directors:</b></p> <ul style="list-style-type: none"> <li>▪ Regular use of external advice.</li> <li>▪ Deferred receipt of a significant portion of remuneration.</li> <li>▪ Delivery of a significant portion of remuneration in shares of the company.</li> <li>▪ Establishing <i>malus</i> and clawback clauses applicable to long-term variable remuneration.</li> <li>▪ Regular review of alignment of total remuneration with that of comparable companies.</li> <li>▪ Linking of payment of a significant portion of remuneration to the Company’s economic and financial results.</li> </ul> <p><b>Non-executive directors</b></p> <ul style="list-style-type: none"> <li>▪ Linking of remuneration to duties and responsibilities assigned to each director, as well as to the dedication thereof to the Company.</li> </ul>	<p><b>Executive directors:</b></p> <ul style="list-style-type: none"> <li>▪ As a general rule, no advances or loans granted.</li> <li>▪ No discrimination in terms of remuneration on grounds of sex, age, culture, religion or race. Siemens Gamesa’s professionals are remunerated based on their professional background, dedication and responsibility assumed.</li> <li>▪ No guaranteed increases in fixed remuneration or guaranteed receipt of any variable remuneration.</li> </ul> <p><b>Non-executive directors:</b></p> <ul style="list-style-type: none"> <li>▪ No participation in short- or long-term variable remuneration systems linked to the results of the company or to individual performance (only fixed remuneration and attendance fees are received).</li> <li>▪ No participation in pension plans, retirement schemes or other benefit schemes.</li> </ul>

### 3. Duties assumed by the Appointments and Remuneration Committee

The Regulations of the Appointments and Remuneration Committee, approved by the Board of Directors in accordance with the provisions of article 35 of the By-Laws, describe the powers assumed by this Committee including those relating to the remuneration of directors and top managers reporting directly to the Board of Directors.

The participation of the ARC in the decision-making process with respect to the determination, application and review of the Policy of Remuneration is summarised below:

Determination of the remuneration policy
<ul style="list-style-type: none"> <li>▪ Report on the policy of remuneration of directors in connection with the proposal thereof by the Board of Directors to the shareholders at the General Meeting of Shareholders.</li> </ul>
Application of the remuneration policy
<ul style="list-style-type: none"> <li>▪ Proposal to the Board of Directors of the system and amount of annual remuneration of directors, business CEOs or those performing Top Management duties and reporting directly to the Board of Directors, to executive committees or to the CEO, as well as proposal of individual remuneration and other basic terms and conditions of executive director contracts, including potential compensation or severance that may be established in the event of termination of the contractual relationship.</li> <li>▪ Report on:               <ul style="list-style-type: none"> <li>• The CEO's proposal on the basic terms and conditions of top manager contracts and particularly on the remuneration structure applicable thereto, including any compensation or severance payable in the event of termination of the contractual relationship, submitting said proposal to the Board of Directors.</li> <li>• Multi-annual general incentive systems and pension supplements.</li> <li>• Remuneration systems linked to the listing value of shares, or entailing the delivery of shares or of share options, for directors, members of Top Management and other Company employees.</li> <li>• Documents relating to information on remuneration to be approved by the Board of Directors for general dissemination.</li> </ul> </li> </ul>
Review of the remuneration policy
<ul style="list-style-type: none"> <li>▪ Ensuring compliance with the policy of remuneration of directors and annually reviewing its suitability and results, reporting to the Board of Directors on the outcome of said review.</li> </ul>

Without prejudice to the foregoing, the Board of Directors shall in any case exercise the remuneration policy powers assigned thereto by the LSC, the By-Laws and the Regulations of the Board of Directors.

#### 4. Policy of remuneration of directors in their capacity as such

The key elements of the policy of remuneration of directors in their capacity as such are broken down below.

In accordance with the provisions of article 45.3 of the By-Laws and section 217 of the LSC, the shareholders at the General Meeting of Shareholders held on 8 May 2015 approved the remuneration corresponding to the directors in their capacity as such, pursuant to the remuneration criteria and items set forth below and within the maximum limit of three (3) million euros. Said limit, which shall remain in effect until the shareholders at the General Meeting of Shareholders resolve to amend it, is in any case a maximum limit; it is for the Board of Directors to distribute the amount thereof among the items established and among the directors, in the form, at the time and in the proportion that it determines in view of the position held by each director on the Board of Directors, the duties and responsibilities assigned to the director, membership on committees of the Board of Directors and other objective circumstances that it deems relevant.

Pursuant to the provisions of the By-Laws and the Regulations of the Board of Directors, the aforementioned remuneration is compatible with and independent of that established for members of the Board of Directors who perform executive duties, which is not subject to the quantitative limit mentioned above. However, this remuneration policy does not include the possibility of the CEO receiving any amount for the items described in Table 1 below.

**Table 1. Policy of remuneration of directors in their capacity as such**

	Limits	Implementation
<p><b>Fixed Remuneration for membership on the Board of Directors</b></p> <p>Aim:</p> <p>To properly remunerate the director for the dedication that the position demands, but without reaching levels that compromise the independence of the director.</p>	<p><b>Maximum:</b> €80,000 per annum per director.</p>	<p>Paid on a monthly basis.</p>
<p><b>Fixed Remuneration for membership on the committees of the Board of Directors</b></p> <p>Aim:</p> <p>To remunerate the director for dedication to committees of the Board of Directors.</p>	<p><b>Maximum:</b></p> <ul style="list-style-type: none"> <li>▪ Chair of the Audit, Compliance and Related Party Transactions Committee: €80,000 per annum.</li> <li>▪ Chair of other committees: €60,000 per annum.</li> <li>▪ Member of the Audit, Compliance and Related Party Transactions Committee: €60,000 per annum.</li> <li>▪ Member of other committees: €40,000 per annum.</li> </ul>	<p>The amounts are annual, regardless of the number of committee meetings held during the financial year.</p> <p>Paid on a monthly basis.</p>

	Limits	Implementation
<p><b>Lead Independent Director (does not currently exist)</b></p> <p>Aim:</p> <p>To suitably remunerate the director for the additional dedication that the position demands.</p>	<p><b>Maximum:</b> An additional €20,000 per annum.</p>	<p>Paid on a monthly basis.</p>
<p><b>Fees for attendance at meetings of the Board of Directors and committees thereof</b></p> <p>Aim:</p> <p>To remunerate the director for personal and effective attendance at meetings of the Board of Directors and committees thereof.</p>	<p><b>Maximum:</b> Board of Directors:</p> <ul style="list-style-type: none"> <li>▪ Chair: €2,000 per meeting held.</li> <li>▪ Member: €2,000 per director and meeting held.</li> </ul> <p>Committees of the Board of Directors:</p> <ul style="list-style-type: none"> <li>▪ Chair: €3,800 per meeting held.</li> <li>▪ Member: €2,000 per director and meeting held.</li> </ul>	<p>Fees for attendance at meetings of the Board and of the committees thereof are paid for the personal and effective attendance of each director at each meeting held, regardless of the number of meetings held.</p> <p>Attendance at meetings of the Board and of its committees may occur in person or by video-conference.</p> <p>In the case of attendance by approved remote means of communication, other than video-conference, the attendance fees shall be 50% of the corresponding amount. There is no right to an attendance fee if a proxy is granted.</p> <p>Paid on a monthly basis.</p>
<p><b>Chair of the Board of Directors</b></p> <p>Aim:</p> <p>To suitably remunerate the director for the dedication that the position demands, the special level of responsibility, and the skills and experience required to perform the role.</p>	<p>The Chair of the Board of Directors shall not receive either the Fixed Remuneration established for membership on the Board of Directors or the Fixed Remuneration established for membership on the committees of the Board of Directors, only receiving a specific annual Fixed Remuneration amount of €250,000 for financial year 2019, together with the fees for attendance at meetings of the Board of Directors and at any meetings of the committees thereof.</p>	<p>Higher remuneration has been established for the Chair of the Board of Directors than for the other Board members in view of the special dedication required.</p> <p>Paid on a monthly basis.</p>
<p><b>Vice Chair of the Board of Directors (does not currently exist)</b></p> <p>Aim:</p> <p>To suitably remunerate the director for the dedication that the position demands, the special level of responsibility, and the skills and experience required to perform the role.</p>	<p>The Vice Chair of the Board of Directors shall not receive either the Fixed Remuneration established for membership on the Board of Directors or the Fixed Remuneration established for membership on the committees of the Board of Directors, only receiving a specific annual Fixed Remuneration amount of €150,000 for financial year 2019, together with the fees for attendance at meetings of the Board of Directors and at any meetings of the committees thereof.</p>	<p>Higher remuneration has been established for the Vice Chair of the Board of Directors than for the other Board members in view of the special dedication required.</p> <p>Paid on a monthly basis.</p>

The remuneration described in this table may be revised. In any case, annual adjustments shall be made within the maximum annual limit for the Board as a whole.

The members of the Board of Directors have the ability to waive collection of the items of remuneration described above.

Directors, in their capacity as such, may receive, as part of their fixed remuneration, shares of the Company, which may be delivered annually or at the end of the director's term of office, said delivery being in any case subject to the shares being held until cessation in office as directors, by application of the provisions of the CNMV's Good Governance Code. In any case, and in compliance with the requirements set forth in section 219 of the LSC, the delivery of the shares shall require a corresponding resolution of the shareholders acting at a General Meeting of Shareholders, which must include the maximum number of shares that may be assigned in each financial year to this remuneration system, the value of any shares taken as a reference and the duration of the remuneration system. The amount allocated to the share remuneration system shall in any case be included within the maximum amount of remuneration of the directors in their capacity as such, which is set at three (3) million euros, approved by the shareholders at the General Meeting of Shareholders, or any amount approved by the shareholders at subsequent General Meetings of Shareholders.

Additionally, directors may receive the premiums paid by the Company corresponding to policies purchased from insurance companies for the coverage of death and disability benefits. The sum insured for each director amounts to 220,000 euros pursuant to the terms and conditions of the policy.

The Company has also contracted civil liability insurance for all its directors (including executive directors) on customary market conditions and in proportion to the circumstances of the Company.

The policy of remuneration of directors in their capacity as such:

1. Does not provide for the provision of loans, advances or guarantees created by the Company in favour of the non-executive members of the Board of Directors.
2. Does not provide for the possibility of including contributions to pension-related benefit systems.
3. Does not establish compensation for non-executive directors for their collective supervisory and decision-making duties in relation to the termination of their relationship with the Company due to their status as non-executive directors, or the granting of additional remuneration other than that included above.

## **5. Policy of remuneration of executive directors**

The only director who currently has executive duties within the Company is the CEO.

The policy of remuneration of the CEO of Siemens Gamesa contemplates the following remuneration system.

## 5.1 CEO remuneration policy

Table 2. CEO remuneration policy

	Amount	Implementation
<p><b>Fixed Remuneration in cash</b></p> <p>Aim:</p> <p>To provide compensation in view of level of responsibility and professional background.</p>	<p><b>Amount:</b> €717,500 for financial year 2020.</p> <p><b>Standard general update:</b> The Fixed Remuneration in cash may be annually revised based on the criteria approved from time to time by the ARC, including performance and continuity in the position, evolution of the Company's results, complexity of the business, geographic diversity, market benchmarks, etc., although at no time shall the annual increase exceed 3% of the Fixed Remuneration in cash for the immediately preceding year. Any increase shall take into account the Company's financial situation and market standards at comparable companies obtained via comparative analyses conducted by specialised external consultants.</p> <p>Without prejudice to the foregoing and even if it is not initially contemplated during the effective period of this remuneration policy, said increase may be higher in exceptional circumstances, provided the Company deems it necessary to facilitate the retention of the CEO as a key officer at the Company. In this case, information shall be provided regarding the increase applied and the reasons therefor in the corresponding Annual Director Remuneration Report, which will be submitted to a binding vote by the shareholders at the General Meeting of Shareholders.</p> <p>Even if the update occurs on the above-described terms, the ARC must always provide reasons therefor.</p>	<p>The fixed remuneration is established in accordance with responsibility and leadership within the organisation and in line with the remuneration paid on the market at comparable companies.</p> <p>For the performance of executive duties, the Company pays the CEO the amount corresponding to Social Security payments.</p>
<p><b>Long-Term Savings Scheme</b></p> <p>Aim:</p> <p>To offer a global remuneration package that is competitive with market practice.</p>	<p>The Company may implement benefits schemes in which the CEO participates.</p> <p>The CEO is a beneficiary of group life insurance.</p> <p>The annual contribution amounts to a total of 166,500 euros (representing 23.2% of the CEO's current annual Fixed Remuneration in cash), and changes are not expected during the effective period of this remuneration policy. However, this amount will be subject to possible updates insofar as market circumstances so recommend. Any increase shall take into account the company's financial condition and market standards at comparable companies obtained via</p>	<p>This is a defined-contribution plan that covers the contingencies of retirement, disability, death, dependence of the participant and exceptional cashflow circumstances (long-term unemployment, serious illness, etc.).</p> <p>The benefit consists of the right to receive accumulated contributions made by the Company in favour of the CEO plus the returns accrued as a consequence of the occurrence of any of the covered contingencies.</p> <p>In the event of cessation of the CEO at the Company on grounds other</p>

	Amount	Implementation
	<p>comparative analyses conducted by specialised external consultants.</p> <p>Details of the amounts corresponding to these systems will be included in the corresponding Annual Director Remuneration Report.</p>	<p>than the contingencies covered under the plan, the CEO shall have the right to the entirety of the accumulated balance, unless the contractual relationship is terminated due to any of the following circumstances: (i) criminal conviction or regulatory sanction on grounds attributable to the participant; (ii) serious breach of the internal rules of Siemens Gamesa or of the Group; or (iii) fraudulent or grossly negligent conduct of the participant in the performance of his duties.</p> <p>The receipt of any severance payment to which the CEO may be entitled due to the termination of his contractual relationship with the Company shall be compatible with the recognition of the balance accumulated as a result of the CEO's participation in the plan.</p>
<p><b>Company Benefits</b></p> <p>Aim:</p> <p>To offer a global remuneration package that is competitive with market practice.</p>	<p>The CEO may be a beneficiary of certain benefits that include the coverage of health and accident contingencies through the acquisition by the Company of the corresponding insurance, and the assignment of the right to use a vehicle, in accordance with the Company's policy for top-level senior managers.</p>	<p>Supplement in kind under the item of company benefits.</p> <p>Details of the amounts corresponding to this item will be included in the corresponding Annual Director Remuneration Report.</p>



	Amount	Metrics	Implementation
<p><b>Annual Variable Remuneration</b></p> <p>Aim:</p> <p>To incentivise achievement of the annual objectives in line with Siemens Gamesa's strategic plan.</p>	<p><b>Minimum Threshold for achievement of objectives:</b></p> <p>In order to determine the amount to be received under this item, an achievement scale will be established for each metric that will include a minimum objective achievement threshold below which no incentive will be paid.</p> <p><b>Target Amount:</b></p> <p>100% of annual Fixed Remuneration.</p> <p>This will be reached in the event of 100% achievement of the pre-established objectives.</p> <p><b>Maximum Amount:</b></p> <p>200% of annual Fixed Remuneration.</p> <p>This will be reached in the event of extraordinary performance and maximum outperformance of the pre-established objectives.</p>	<p>Linked to the achievement of a combination of specific, pre-determined and quantifiable quantitative and qualitative objectives, aligned with the Company's interest and in line with Siemens Gamesa's strategic plan, as well as the results of the Company.</p> <p>These objectives may be related to: performance of profit-and-loss statement indicators (e.g. distribution costs, EBITDA, EBIT, net profit, etc.); objectives related to performance of balance sheet indicators (e.g. working capital or components thereof, CAPEX, debt); non-financial objectives (e.g. corporate social responsibility, corporate governance and, potentially, the individual performance of the director).</p>	<p>At the start of each financial year, the ARC reviews the conditions of the annual variable remuneration system applicable to the CEO, including the structure, maximum remuneration levels, established objectives and weight of each of them, in view of the company's strategy and business needs and situation. Said review is then submitted to the Board of Directors for approval.</p> <p>The annual variable remuneration is paid wholly in cash.</p> <p>Details of the information regarding this item will be included in the corresponding Annual Director Remuneration Report with the individual level of achievement and weighting of each objective and the overall level of achievement of the objectives as a whole.</p> <p>The annual variable remuneration system will contemplate the corresponding <i>malus</i> clause, which will apply for the term and until the payment thereof, and clawback clause.</p>

	Amount	Metrics	Implementation
<p><b>Long-Term Incentive Plans</b></p> <p><b>Aim:</b></p> <p>To foster the CEO's commitment to the Company and its strategic plan, linking remuneration to the creation of shareholder value as well as the sustainable achievement of strategic objectives, so that it is aligned with best market practices in terms of remuneration. In addition, the Company seeks to offer a competitive remuneration package to the CEO by means of the long-term incentive plans.</p>	<p>The CEO shall participate in the 2018-2020 Long Term Incentive Plan subject to compliance with the terms and conditions approved by the General Shareholders' Meeting for each of the Cycles in which he is invited to participate as a beneficiary.</p> <p><b>Target Amount:</b></p> <p>100% of Fixed Remuneration in cash for each of the FY2018, FY2019 and FY2020 Cycles.</p> <p><b>Maximum Amount:</b></p> <p>100% of the target Incentive for the FY2018 Cycle.</p> <p>200%* of the target Incentive in case of outperformance of the objectives of the metrics for the FY2019 and FY2020 Cycles.</p> <p>However, the value of the shares to be received by the CEO, deriving from each of the Cycles of the Plan, may not under any circumstances exceed the lower of the following two amounts*: (i) three times the target Incentive assigned in each Cycle of the Plan, or (ii) the result of multiplying 1.7 times the sum of the Fixed Remuneration in cash, the Annual Variable Remuneration and the target Incentive assigned during each Cycle of the Plan.</p>	<p>Metrics for the FY2018 Cycle:</p> <ul style="list-style-type: none"> <li>▪ Earnings per Share ("EPS").</li> <li>▪ Total Shareholder Return ("TSR") ratio of Siemens Gamesa compared to other companies in the market.</li> <li>▪ Corporate Social Responsibility ("CSR") ratio.</li> </ul> <p>Metrics for the FY2019 and FY2020 Cycles*:</p> <ul style="list-style-type: none"> <li>▪ TSR ratio of Siemens Gamesa compared to the ISE Clean Edge Global Wind Energy index.</li> <li>▪ TSR ratio of Siemens Gamesa compared to the TSR of the company Vestas Wind System A/S.</li> <li>▪ Sustainability. Linked to the position reached by the Company on the Dow Jones Sustainability Index.</li> <li>▪ Customer satisfaction valuation (Net Promoter Score).</li> <li>▪ Employee Engagement.</li> </ul> <p>The weightings for the metrics will be determined for each of the Cycles of the Plan by the Board of Directors, following a favourable report of the Appointments and Remuneration Committee.</p> <p>The sum of the weighting of the metrics for</p>	<p>The Company will assign a certain amount to serve as the basis to in turn grant a particular number of Stock Awards, which will serve as a reference to determine the final number of shares to be delivered.</p> <p>The Plan includes the delivery of Company shares linked to the achievement of certain objectives.</p> <p>The Plan is structured into three (3) independent Cycles with a measurement period of three (3) years for each Cycle:</p> <ul style="list-style-type: none"> <li>▪ FY2018 Cycle: from 1 October 2017 until 30 September 2020.</li> <li>▪ FY2019 Cycle: from 1 October 2018 to 30 September 2021.</li> <li>▪ FY2020 Cycle: from 1 October 2019 until 30 September 2022.</li> </ul> <p>The shares deriving from the Plan to be delivered, net of any applicable taxes, will be subject to a holding period until reaching a number of shares equal to:</p> <ul style="list-style-type: none"> <li>▪ Two (2) times Fixed Remuneration in cash for the FY2018 Cycle.</li> <li>▪ Two and one-half* (2.5) times Fixed Remuneration in cash for the FY2019 and FY2020 Cycles.</li> </ul> <p>The Plan will contemplate the corresponding <i>malus</i> clauses, which shall be applicable for the term and until the payment thereof, and clawback clause.</p>

\* At the same General Meeting of Shareholders at which this remuneration policy is submitted for approval, an amendment of the Long-Term Incentive Plan 2018-2020 will be submitted for approval. The amendments to said Plan include: (i) increase in the maximum Incentive in the event of 200 per cent outperformance of target Incentive, (ii) the maximum amount that can be received under the Plan, (iii) the metrics on which any payment of the Incentive will depend, and (iv) the obligation to hold the shares received until reaching two and a half times the fixed remuneration in cash of the CEO. Therefore, the amendments to the Long-Term Incentive Plan included in this policy are subject to approval of the amendment of the Incentive Plan by the shareholders at the General Meeting of Shareholders.

Amount	Metrics	Implementation
<p><b>Minimum Threshold for achievement of objectives:</b></p> <p>No incentive will be paid below a minimum level of achievement of the objectives for metrics to be determined for each Cycle by the Board of Directors following a report from the Appointments and Remuneration Committee.</p>	<p>Sustainability, Net Promoter Score and Employee Engagement may not exceed 20 per cent under any circumstances.</p>	

In addition to the foregoing, the Board of Directors may decide to implement new long-term incentive plans that include the CEO among their participants. In this regard, during the effective period of this remuneration policy, the Board of Directors may approve a plan that succeeds the Long-Term Incentive Plan 2018-2020, or the start-up of a new incentive plan with other characteristics. In any case, the participation of the CEO in any long-term incentive plan that includes the delivery of shares or options on shares, or remuneration linked to the value of the shares, shall require a resolution of the shareholders acting at a General Meeting of Shareholders, pursuant to the provisions of section 219 of the LSC.

The remuneration that the CEO will receive pursuant to this policy shall be compatible with and independent of the remuneration pending payment that the CEO may have as a result of his previous contractual relationship with Siemens AG and that, if any, will entail no cost for Siemens Gamesa.

**5.2 Remunerative mix for the CEO**

The CEO has a fully flexible variable remuneration system that responds appropriately to the results achieved. The relative importance of the CEO’s variable remuneration means that depending on the CEO’s individual performance and level of achievement of the objectives established for accrual thereof, the combined annual variable remuneration and medium- and long-term variable remuneration may be greater than the fixed components of remuneration.

**5.3 Ex-post control of long-term variable remuneration of executive directors**

The ARC shall have the power to propose to the Board of Directors the cancellation or return of the payment of the beneficiary’s multi-year variable remuneration in circumstances showing that the variable remuneration has accrued or been paid based on inaccurate or erroneous information or data, or where internal corporate rules or applicable law are subsequently proven to have been breached.

The above may specifically apply upon the occurrence of any of the following circumstances:

- a) Regulatory sanctions or judicial convictions on grounds attributable to the director.
- b) Serious breach of internal codes of conduct or policies approved by the Company.

- c) Any other circumstances resulting in a subsequent adjustment of the parameters taken into consideration in the initial evaluation of the CEO's percentage achievement of the objective.
- d) Any other situation that entails an infringement of mandatory rules of the Company.

The ARC may propose to the Board of Directors that adjustments be made to the elements, criteria, thresholds and limits of multi-year variable remuneration in view of exceptional circumstances due to extraordinary internal or external factors or events. The details of and rationale for said adjustments shall be included in the corresponding Annual Director Remuneration Report.

**5.4 Contractual terms and conditions for the CEO**

The contract governing the performance of the CEO's duties and responsibilities is commercial and permanent in nature and includes the clauses that it is customary practice to include in this type of contract.

The main severance, exclusivity and non-compete clauses in the aforementioned CEO's contract are described in summary form below, in two tables:

**Table 3. Severance pay in case of termination of contractual relationship**

	Termination by the Company	Voluntary termination by the CEO
<b>Notice</b>	<p>Contractual three (3) months' advance notice.</p> <p>In the case of voluntary termination of the contract, the party wishing to terminate the contractual relationship must give the other three (3) months' notice before the date on which the termination is to become effective. If the duty to provide notice is breached, the breaching party must indemnify the other in an amount corresponding to the CEO's annual Fixed Remuneration approved for the relevant financial year and on a pro rata basis according to the period for which no notice was given.</p>	<p>Contractual three (3) months' advance notice.</p> <p>In the case of voluntary termination of the contract, the party wishing to terminate the contractual relationship must give the other three (3) months' notice before the date on which the termination is to become effective. If the duty to provide notice is breached, the breaching party must indemnify the other in an amount corresponding to the CEO's annual Fixed Remuneration approved for the relevant financial year and on a pro rata basis according to the period for which no notice was given.</p>
<b>Severance pay</b>	<p>Termination of the contractual relationship.</p> <p>The severance pay shall be equivalent to one (1) year's Fixed Remuneration in cash of the CEO.</p> <p>The severance pay shall not apply if the termination occurs as a result of fraudulent or grossly negligent conduct of the CEO in the performance of his duties that causes harm or loss to the Company.</p>	<p>Termination of the contractual relationship.</p> <p>No severance pay is provided if the CEO voluntarily terminates the contract.</p> <p>If the CEO decides to terminate his relationship with Siemens Gamesa due to a serious and culpable breach by the Company or a substantial amendment to his duties for reasons not attributable to the CEO, he shall have the right to receive the same severance pay established for cases of termination by the Company or such severance pay as the CEO is entitled to under the law, if higher.</p>

**Table 4. Exclusivity and post-contractual non-compete**

	<b>Implementation</b>
<b>Confidentiality</b>	The Regulations of the Board of Directors establish the duty of directors to observe the confidentiality obligation arising from the duty of loyalty established under the LSC, observing the rules of conduct determined by the LSC and by the Corporate Governance Rules. The CEO is subject to this duty of confidentiality both during the term of his contract and after termination thereof.
<b>Post-contractual non-compete</b>	<p>The post-contractual non-compete agreement means that after termination of the contract and for a period of one (1) year after said termination for any reason, the CEO may not provide services, whether directly or indirectly, on his own behalf or for a third party, by himself or through any third party, to Spanish or foreign companies that represent effective, real or potential competition with the companies of the Siemens Gamesa Group. In compensation, Siemens Gamesa undertakes to pay the CEO an amount equal to one (1) year's Fixed Remuneration in cash, payable 50% on termination of the contract with the Company and the remaining 50% six (6) months after termination.</p> <p>In his capacity as a director of Siemens Gamesa, the CEO also has a non-compete obligation to the Company, on the terms that said obligation of the Company's directors is governed by the LSC and the Regulations of the Board of Directors.</p>
<b>Exclusivity</b>	The professional relationship is exclusive unless the Board of Directors expressly approves otherwise having assessed exceptional cases.

## 6. Policy of remuneration applicable to new executive directors

The remuneration system described above for the CEO shall apply to any director who joins the Board of Directors to perform executive duties during the effective period of this remuneration policy.

Table 2 of this remuneration policy describes the elements to consider in designing and establishing the remuneration system for new executive directors. For these purposes, after hearing the ARC's recommendation, the Board of Directors may establish different remuneration for new executive directors based on the Company's interest; in this case, it shall particularly take into account the person's remuneration level before joining the Company, the duties and responsibilities assigned thereto, his/her professional experience, market remuneration for the position and any other factors that it believes appropriate to take into account, which shall be duly reflected in the corresponding contract to be signed between the Company and the new executive director.

In this respect, the ARC shall provide a rationale for the new remuneration taking into account the following factors, among others:

- The applicable law from time to time in effect with respect to the remuneration of members of the Board of Directors who perform executive duties.
- The provisions of the By-Laws, the Regulations of the Board of Directors and the Company's corporate governance policy.
- The principles established in section 2 of this remuneration policy that are applicable to the executive director.

- Market data and guidelines from institutional investors and proxy advisors, as well as information received therefrom during the consultation process carried out by Siemens Gamesa.

The remuneration policy for new appointments establishes the possible co-existence of more than one executive director, each having different duties and responsibilities.

In the event of new non-executive members joining the Board of Directors during the effective period of this policy, the remuneration system described in Table 1 above shall apply thereto.

## **7. Quantitative limit on director remuneration**

The maximum amount of remuneration that the Company can annually pay to its directors as a whole shall be the sum of:

- The amounts for the items indicated in section 5.1 above, which remunerate the CEO for the performance of executive duties.
- An amount of three (3) million euros, approved by the shareholders at the General Meeting of Shareholders, for the directors as a whole in their capacity as such, or such amount as may be approved by the shareholders at subsequent General Meetings of Shareholders.

In the event of cessation in office of the CEO or of any other executive directors, the amount to which they are entitled according to the provisions of their contractual terms and conditions as stated in section 5.4 above must be added to the above-described amounts.

The maximum amount described in this section shall remain applicable during the effective period of this remuneration policy unless the shareholders decide to amend it at a future General Meeting of Shareholders.

## **8. Effective period of the remuneration policy**

If approved by the shareholders at the General Meeting of Shareholders, the Company shall apply this policy of remuneration of directors during the financial years ending in September 2019, September 2020 and September 2021. In accordance with the provisions of the aforementioned section 529 novodecies of the LSC, any amendment or replacement of the policy during the effective period thereof shall require the prior approval of the shareholders at the General Meeting of Shareholders.