

**ATTENDANCE, PROXY AND ABSENTEE VOTING CARD**

Name or company name:
NIF/CIF:
Address:

**Securities Account Code:**

**Number of Shares:**

**Bar Code**

This attendance, proxy and absentee voting card is issued in relation to the General Meeting of Shareholders of Siemens Gamesa Renewable Energy, S.A. (the "Company") to be held at the Mitxelena Auditorium of Bizkaia Aretoa, Avenida Abandoibarra 3, Bilbao, at 12:00 pm on 22 July 2020, on first call, or on second call, the next day, 23 July 2020, in and at the same place and time, pursuant to the agenda attached hereto and which also appears in the announcement of the call to meeting published on the corporate website [www.siemensgamesa.com](http://www.siemensgamesa.com).

The holder of this card may alternatively:

- a) use it as a document of accreditation to **attend the General Meeting of Shareholders in person**, bringing the duly completed and signed card and together with a document proving your identity;
- b) **exercise the holder's right to cast an absentee vote** and, additionally, to grant their proxy for certain agreement's proposals or matters not included in the agenda, by sending the duly completed and signed card by post to the registered office of the Company (Parque Tecnológico de Bizkaia, Edificio 222, 48170 Zamudio (Biscay)) or by e-mail pursuant to the provisions of the Shareholder's Guide and in the announcement of call; or
- c) **grant their proxy** to a third party, who need not be a shareholder of the Company, by either giving this duly completed and signed card to their proxy representative or sending it by post to the address set forth above or by e-mail pursuant to the provisions of the Shareholder's Guide and in the announcement of call.

The card must be completed in accordance with the instructions contained in this card pursuant to the provisions of the announcement of call, the Shareholder's Guide, the Corporate Governance Policy and the other Corporate Governance Rules of the Company published on the corporate website [www.siemensgamesa.com](http://www.siemensgamesa.com), and must in any case be signed by the holder and/or proxy representative in the spaces provided for this purpose.

**ATTENDANCE CARD – For shareholders who wish to attend the General Meeting in person**

A shareholder holding this card who desires to attend the General Meeting of Shareholders in person should sign it in the space appearing below and present it on the day of the meeting at the place where it is held.

**Signature of attending shareholder**

In ..... on ..... 2020

**ABSENTEE VOTING – For shareholders to wish to cast absentee vote**

The shareholder holding this card votes in favour of all of the resolutions proposed by the Board of Directors in relation to the items on the agenda published by the Company, unless a different vote is indicated below (*check the corresponding boxes*):

Item on the agenda	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
For																	
Against																	
Abstain																	
Blank																	

Item on the agenda	18.1	18.2	18.3	18.4	19	20
For						
Against						
Abstain						
Blank						

The shareholder who casts absentee vote will be considered as present for the purposes of the constitution of the General Meeting. Absentee votes cannot be cast for any proposals not included on the agenda. As regards resolutions not proposed by the Board of Directors or relating to items not included on the attached agenda, and unless otherwise expressly indicated below, the proxy shall be deemed granted to the chair of the Board of Directors, applying the rules on voting direction and conflicts of interest contained in the "PROXY" section of this card (including the proxy representative substitution rules).

Check the NO box if you do not wish to grant this proxy and do not authorise a replacement, in which case it shall be deemed that you abstain: NO

**Signature of shareholder casting absentee vote**

In ..... on ..... 2020

**GRANT OF PROXY – For shareholders who wish to grant their proxy for the General Meeting**

The shareholder holding this card grants their proxy to:

.....

In the event of a substitution of the proxy representative, and unless the shareholder does not authorize such substitution, the first-appointed proxy representative must provide the details of the substitute proxy representative here:..... ID (DNI)/Passport no. ....

(All proxies received by the Company without a statement naming the person to whom it is granted shall be deemed granted to the chair of the Board of Directors (including the proxy representative substitution rules)). For this proxy to be valid, the delegating shareholder must sign at the place designated for that purpose.

To give precise voting instructions to the proxy representative, check the corresponding box in the following table. **If any of such boxes are not completed, it shall be deemed that the specific instruction given to the proxy representative is to vote in favour of the resolution proposed by the Board of Directors.** Check the corresponding boxes:

Item on the agenda	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
For																	
Against																	
Abstain																	
Blank																	

Item on the agenda	18.1	18.2	18.3	18.4	19	20
For						
Against						
Abstain						
Blank						

Coverage of proxy: unless otherwise expressly stated below, the proxy covers resolutions not proposed by the Board of Directors and resolutions not included on the attached agenda. Check the NO box only if you do not wish to extend the coverage of the proxy, in which case it shall be deemed that the shareholder instructs the proxy representative to abstain: NO

In the event of the extension of the proxy, and in the absence of precise instructions by the shareholder, the proxy representative shall interpret that the instructions are to abstain from those agreement’s proposals on the agenda which have not been formulated by the Board of Directors. While, if the proxy shall be exercised by a member of the Board of Directors (or by its deputy secretary) and the Board of Directors shall have taken a stance in favor or against the concerned proposals through an express agreement, it is understood that the shares vote for or against these, as the case may be.

To the previous effects, the shareholder instructs that the sense of the vote is as follows: .....

In respect of those matters not included in the agenda that may arise in the General Meeting of Shareholders according to the law, the representative will exercise the vote in the sense that he/she understands more favorable to the interests of the represented, in the context of the corporate interest.

Matters in which the proxy representative is affected by a conflict of interest: if the proxy representative appointed pursuant to the preceding instructions has a conflict of interest and the shareholder being represented has not given specific voting instructions as provided in this card, and unless the following NO box is checked, the proxy shall be deemed to have been granted, in connection with the conflicted matters, jointly and successively to the chair of the General Meeting of Shareholders, to the secretary for the Meeting and to the Deputy secretary of the Board of Directors. If the following NO box is checked, the shareholder shall be deemed to instruct the proxy representative to abstain in connection with such conflicted matters: NO

Information regarding conflicts of interest of directors acting as proxy representatives: for purposes of the provisions of sections 523 and 526 of the Corporate Enterprises Act (*Ley de Sociedades de Capital*) it is noted that the members of the Board of Directors shall have a potential conflict of interest with respect to items four (examination and approval of the corporate management and the activities of the Board of Directors), six (only the person whose ratification and re-election is proposed), seven (only the person whose ratification and re-election is proposed), eight (only the person whose ratification and re-election is proposed), nine (only the person whose ratification and re-election is proposed), ten (only the person whose ratification and re-election is proposed), seventeen (approval of the amendment of the Policy of remuneration of directors) and twenty (consultative vote on the Annual Report on Remuneration of Directors) of the agenda; as well as in the case that the removal or filing of a corporate liability action (*acción social de responsabilidad*) against any member of the Board of Directors is submitted to the General Meeting of Shareholders.

Prevalence: in the case of signing the sections corresponding to grant of proxy and absentee voting, absentee voting will prevail and the proxy granting will be without effect.

Signature of shareholder

Signature of proxy representative

In ..... on ..... 2020

In ..... on ..... 2020

## Agenda for the 2020 Annual General Meeting of Shareholders

### **ITEMS RELATING TO THE ANNUAL ACCOUNTS AND TO CORPORATE MANAGEMENT:**

**One.-** Examination and approval, if appropriate, of the individual annual accounts (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and notes) of Siemens Gamesa Renewable Energy, Sociedad Anónima, as well as of the consolidated annual accounts of the Company and its subsidiaries (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and notes), for the financial year ended on 30 September 2019.

**Two.-** Examination and approval, if appropriate, of the individual management report of Siemens Gamesa Renewable Energy, Sociedad Anónima and of the consolidated management report of the Company and its subsidiaries for the financial year ended on 30 September 2019.

**Three.-** Examination and approval, if appropriate, of the consolidated statement of non-financial information of Siemens Gamesa Renewable Energy, Sociedad Anónima for the financial year ended on 30 September 2019.

**Four.-** Examination and approval, if appropriate, of the corporate management and the activities of the Board of Directors during the financial year ended on 30 September 2019.

### **ITEM RELATING TO SHAREHOLDER REMUNERATION:**

**Five.-** Examination and approval, if appropriate, of the proposed allocation of profits/losses and distribution of dividends of Siemens Gamesa Renewable Energy, Sociedad Anónima for the financial year ended on 30 September 2019.

### **ITEMS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:**

**Six.-** Ratification of the appointment by co-option and re-election of Mr Andreas C. Hoffmann as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of proprietary non-executive director, for the bylaw-mandated four-year term.

**Seven.-** Ratification of the appointment by co-option and re-election of Mr Tim Oliver Holt as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of proprietary non-executive director, for the bylaw-mandated four-year term.

**Eight.-** Ratification of the appointment by co-option and re-election of Mr Harald von Heynitz as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of independent non-executive director, for the bylaw-mandated four-year term.

**Nine.-** Ratification of the appointment by co-option and re-election of Ms Maria Ferraro as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of proprietary non-executive director, for the bylaw-mandated four-year term.

**Ten.-** Ratification of the appointment by co-option and re-election of Mr Andreas Nauen as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of executive director, for the bylaw-mandated four-year term.

**Eleven.-** Setting of the number of members of the Board of Directors at ten.

### **ITEM RELATING TO THE RE-ELECTION OF THE COMPANY'S STATUTORY AUDITOR:**

**Twelve.-** Re-election of Ernst & Young, Sociedad Limitada as statutory auditor of Siemens Gamesa Renewable Energy, Sociedad Anónima and of its consolidated Group for financial year 2020.

### **ITEMS RELATING TO THE EXPRESS AUTHORISATIONS AND DELEGATIONS BEING REQUESTED FOR THE BOARD OF DIRECTORS:**

**Thirteen.-** Authorisation to the Board of Directors for the acquisition of own shares.

**Fourteen.-** Authorisation to the Board of Directors, with express power of substitution, to increase the share capital upon the terms and within the limits set forth in section 297.1.b) of the Corporate Enterprises Act, with the power to exclude pre-emptive rights, limited to a maximum nominal amount of 20% of the share capital, including such amount as may arise from the approval and implementation of the proposed resolution set forth in item sixteen of the agenda.

**Fifteen.-** Authorisation to the Board of Directors, with express power of substitution, to issue simple debentures and other fixed-income securities that are neither exchangeable for nor convertible into shares, as well as to guarantee the issue of securities by the Company's subsidiaries, with a limit of 800 million euros for notes and of 2,000 million euros for other fixed-income securities.

**Sixteen.-** Authorisation to the Board of Directors, with express power of substitution, for a term of five years, to issue debentures or bonds that are exchangeable for and/or convertible into shares of the Company or of other companies and warrants on newly-issued or outstanding shares of the Company or of other companies, with a maximum limit of 1,500 million euros. The authorisation includes the delegation of such powers as may be required to: (i) determine the basis of and terms and conditions applicable to the conversion, exchange or exercise; (ii) increase share capital to the extent required to accommodate requests for conversion; and (iii) exclude the pre-emptive rights of the shareholders in connection with the issues, limited to a maximum nominal amount of 20% of the share capital, including such amount as may arise from the approval and implementation of the proposed resolution set forth in item fourteen of the agenda.

### **ITEM RELATING TO THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS:**

**Seventeen.-** 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 *novodécies* of the Corporate Enterprises Act.

### **ITEMS RELATING TO GENERAL MATTERS:**

**Eighteen.-** Amendment of the Regulations for the General Meeting of Shareholders.

**18.1** Amendment of articles 9, 11, 17, 27, 28 and 29 regarding the right to receive information and to make presentations at a General Meeting.

**18.2** Amendment of article 15 regarding the public request for proxy representation.

**18.3** Amendment of articles 6, 7, 8, 23, 24, 31 and 36 to make other technical improvements.

**18.4** Amendment of article 20 and introduction of new additional provision regarding remote attendance at the General Meeting.

**Nineteen.-** Delegation of powers for the formalisation and implementation of all the resolutions adopted by the shareholders at the General Meeting of Shareholders, for the conversion thereof into a public instrument and for the interpretation, correction, supplementation or further development thereof until all required registrations are accomplished.

**ITEM SUBMITTED TO A CONSULTATIVE VOTE:**

**Twenty.-** Consultative vote on the Annual Report on Remuneration of Directors of Siemens Gamesa Renewable Energy, Sociedad Anónima for financial year 2019.