

**REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF SIEMENS GAMESA RENEWABLE ENERGY, S.A. REGARDING THE RATIFICATION AND RE-ELECTION OF MR TIM OLIVER HOLT AS A PROPRIETARY NON-EXECUTIVE DIRECTOR OF THE COMPANY**

In Zamudio (Biscay), on 10 February 2020, the Appointments and Remuneration Committee (the “**Committee**”) of Siemens Gamesa Renewable Energy, S.A. (the “**Company**”) unanimously resolves to issue and submit to the Board of Directors this report regarding the ratification and re-election on an interim basis (*cooptación*) of Mr Tim Oliver Holt a director of the Company with the status of proprietary non-executive director, for submission to the shareholders at the General Shareholders’ Meeting of the Company (the “**Meeting**”).

**1. OBJECT AND REGULATORY FRAMEWORK**

Pursuant to section 529 decies.6 of the Corporate Enterprises Act (Ley de Sociedades de Capital), article 13.2. of the Regulations of the Board of Directors and article 6.2.a) of the Regulations of the Appointments and Remuneration Committee, proposed appointments of directors adopted by the Board through the co-option procedure or for submission to the shareholders at a Meeting must be preceded, in the case of proprietary directors, by a favourable report of the Committee. In addition, this Committee must issue an opinion regarding whether the category assigned to each director should be maintained in the event of re-election.

This report is thus issued in compliance with the aforementioned provisions.

**2. REPORT**

For such purposes as may be appropriate, it is noted for the record that prior to the issuance hereof, at its meeting of 10 February 2020 this Committee has issued the mandatory report regarding the appointment on an interim basis (*cooptación*) of Mr Tim Oliver Holt as a member of the Board of Directors of the Company, which provided the reasons supporting his appointment and stated that the requirements therefor were complied with. Attached as an **Annex** is a copy of said report.

In the opinion of the Committee, the reasons supporting the aforementioned report fully apply in order to assess the suitability of ratifying the appointment on an interim basis (*cooptación*) and re-election of Mr Tim Oliver Holt as a proprietary non-executive director of the Company.

**3. CONCLUSION**

In consideration of the foregoing, and *ad cautelam* for the event that the Board of Directors nominates Mr Tim Oliver Holt as proprietary non-executive director and, consequently, decides to propose to the General Shareholders’ Meeting the ratification of his appointment on an interim basis (*cooptación*) and his re-election, the Committee unanimously resolves to confirm the favourable report previously issued regarding the appointment of Mr Tim Oliver Holt as a director on an interim basis (*cooptación*), which is attached hereto as **Annex**, and, based thereon, to issue this reasoned proposal regarding his ratification and re-election as an proprietary non-executive director of the Company.

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**ANNEX**

**Report of the Appointments and Remuneration Committee of Siemens Gamesa Renewable Energy, S.A. regarding the appointment by co-option of Mr Tim Oliver Holt as a proprietary non-executive director on an interim basis (cooptación) and regarding his appointment as a member of the Audit, Compliance and Related Party Transactions Committee**

**FAVOURABLE REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF SIEMENS GAMESA RENEWABLE ENERGY, S.A. REGARDING THE INTERIM APPOINTMENT OF MR TIM OLIVER HOLT AS A PROPRIETARY NON-EXECUTIVE DIRECTOR AND REGARDING HIS APPOINTMENT AS A MEMBER OF THE AUDIT, COMPLIANCE AND RELATED PARTY TRANSACTIONS COMMITTEE**

In Zamudio (Biscay), on 10 February 2020, the Appointments and Remuneration Committee (the “**Committee**”) of Siemens Gamesa Renewable Energy, S.A. (“**Siemens Gamesa**” or the “**Company**”) unanimously resolves to issue and submit to the Board of Directors this favourable report regarding the appointment by co-option of Mr Tim Oliver Holt as a director of the Company with the classification of proprietary non-executive director and regarding his appointment as a member of the Audit, Compliance and Related Party Transactions Committee (the “**ACRPTC**”).

**1. OBJECT AND REGULATORY FRAMEWORK**

Pursuant to section 529 decies.6 of the Corporate Enterprises Act (Ley de Sociedades de Capital), article 13.2. of the Regulations of the Board of Directors and article 6.2.a) of the Regulations of the Appointments and Remuneration Committee, proposed appointments of directors adopted by the Board through the co-option procedure must be preceded, in the case of proprietary directors, by a favourable report of the Committee.

This report is thus issued in compliance with the aforementioned provisions.

**2. THE CANDIDATE. NOTEWORTHY EXPERIENCE FOR HOLDING THE POSITION THEREOF AT THE COMPANY**

Mr Tim Oliver Holt holds an engineering degree in aerospace engineering from the Technical University in Berlin, as well as an MBA from Northwestern University’s Kellogg School of Management.

He currently holds the position of Chief Operating Officer (COO) of Siemens Gas & Power. Mr Holt also served as the Chief Executive Officer (CEO) of Siemens Power Generation Services Division, from 2016 to 2019.

He previously held various roles in the Siemens AG group, such as CEO of Wind & Renewable Energy Services, Vice President of Business Development for the Power Generation Services Division, as well as a variety of roles in sales, engineering and strategy.

**3. RATIONALE**

In the opinion of the Committee, and based on the report prepared by “PricewaterhouseCoopers Asesores de Negocios, S.L.”, Mr Tim Oliver Holt meets the requirements established by law and the Company’s *Corporate Governance Rules* to serve on the Board of Directors as a proprietary non-executive director; specifically, in the opinion of the Committee, he meets the requirements of good character, solvency, competence and experience established in the *Corporate Governance Rules* of Siemens Gamesa.

In addition, the Committee has verified that the candidate has sufficient availability of time for the proper performance of the duties thereof.

The Committee has also verified that he is not affected, either directly or indirectly, by any of the grounds for disqualification from or prohibition against holding his position and that he does not have interests that conflict with or are in opposition to the company’s interest as set out in provisions of a general nature or in Siemens Gamesa’s *Corporate Governance Rules*.

Furthermore, in preparing this report, the Committee has taken into account the suitability of Mr Tim Oliver Holt’s professional profile in view of the specific characteristics of the business and the industry in which the Company operates.

Additionally, in the opinion of the Committee, the appointment by co-option of Mr Tim Oliver Holt as a director of the Company by the Board of Directors in order to fill the vacancy left by the resignation, to the extent applicable, of Ms Lisa Davis would comply with the provisions of the Company's *Corporate Governance Rules* as regards the required proportion between executive and non-executive directors, because his appointment would not change the proportion between executive and non-executive directors (2/11), the latter representing a very ample majority of the Board.

Following the appointment of Mr Tim Oliver Holt by co-option, 15.38% of the Board of Directors would be made up of executive directors, and 84.62% would be made up of non-executive directors (46.15% being proprietary directors and 38.46% being independent directors).

The proportion of independent directors will thus comply with recommendation number 17 of the *Good Governance Code of Listed Companies* of February 2015 as it addresses large cap companies, taking into account that the Company currently has a shareholder that controls more than 30% of its share capital.

In addition, the appointment of Mr Tim Oliver Holt as a member of the ACRPTC not only meets the requirements established by law and the Company's *Corporate Governance Rules* but also satisfies the required proportion of independent directors pursuant to article 37.2 of the Company's Bylaws and article 15.1 of the Regulations of the Audit, Compliance and Related Party Transactions Committee, as such Committee is made up of a majority of directors with that status.

#### **4. CONCLUSION**

In view of all of the foregoing, the Committee unanimously resolves to submit to the Board of Directors this favourable report on the appointment of Mr Tim Oliver Holt as a member of the Board of Directors of the Company, with the classification of proprietary non-executive director, as all of the requirements established for such purpose by the *Corporate Enterprises Act* and the *Corporate Governance Rules* of Siemens Gamesa are duly complied with.

Likewise, the Committee unanimously resolves to submit to the Board this proposal for appointment of Mr Tim Oliver Holt as a member of the Audit, Compliance and Related Party Transactions Committee.

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