

**DIRECTOR SELECTION POLICY**

**OF SIEMENS GAMESA RENEWABLE ENERGY, S.A.**

(Text approved by resolution of the Board of Directors dated September 12, 2018)

## **DIRECTOR SELECTION POLICY**

The Board of Directors of Siemens Gamesa Renewable Energy, S.A. (hereinafter "**Siemens Gamesa**" or the "**Company**", and the group of companies of which Siemens Gamesa is the controlling company, the "**Siemens Gamesa Group**") recognises that transparency in all of its conduct, including the director selection process, is essential to its corporate governance strategy. Therefore, the Board of Directors hereby approves this Director Selection Policy, which forms part of its Corporate Governance Rules.

This policy –which is public, specific and verifiable– ensures that proposed appointments or re-elections of directors are based on a prior analysis of the needs of the Board of Directors.

### **1. SCOPE OF APPLICATION**

This Director Selection Policy shall apply to the selection of directors who are natural persons.

If the directors are legal entities, the provisions of this policy shall cover the natural persons who will represent them. However, to the extent possible, candidates for director should be natural persons.

### **2. OBJECTIVES FOR THE SELECTION OF DIRECTORS**

The preparation of appointments or re-elections of directors shall be based on an analysis of the needs of the Company and of the Siemens Gamesa Group, which must be performed by the Board of Directors with the advice of and a report from the Appointments and Remuneration Committee.

This report from the Appointments and Remuneration Committee shall be published upon the call to the General Shareholders' Meeting at which the ratification, nomination or re-election of each director will be voted upon.

Additionally, persons will be sought who meet the conditions contained in section 4 below and whose appointment favours diversity of gender, knowledge and experience within the Board of Directors.

### **3. SELECTION PROCESS. ASSISTANCE FROM EXTERNAL ADVISORS**

Any director may suggest candidates for the position of director provided that they meet the requirements set forth in this policy. The Company may also rely on assistance from external advisors to validate the candidates for director.

### **4. CONDITIONS TO BE MET BY CANDIDATES**

Candidates for director of the Company must have independence of mind, a prestigious professional reputation, good character, solvency, competence and experience.

Furthermore, the selection of candidates should seek a proper balance within the Board of Directors as a whole that enriches decision-making and the contribution of different viewpoints to the debate on the issues within its purview.

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Specifically, the following principles must be taken into account in the formulation of proposals or reports in relation to candidates for director:

- a) Principle of good character and ability: The candidates and directors must have the necessary good character, solvency, competence and experience, being especially thorough with regard to those called to fill the position of Independent Director.
- b) Principle of required dedication: Without prejudice to the mandatory limits set forth in the internal regulations of the Company, candidates must demonstrate an appropriate degree of commitment to the demands of their position and be able to devote themselves sufficiently to the proper performance of their duties, in view of their personal circumstances.
- c) Principle of diversity: The selection of directors may not suffer from implied bias that might entail discrimination of any kind, and particularly that might hinder the selection of female directors. Additionally, efforts should be made so that, by the year 2020, the number of female directors represents at least 30% of the total members of the Board of Directors.
- d) Principle of specialisation: The reports on the appointment of directors to be members of the advisory Committees of the Board shall take into account the candidate's training and experience in the field or roles in question, as well as proper balance in the overall composition of the Board.

#### **5. DISQUALIFICATIONS OF CANDIDATES FOR DIRECTOR**

The following may not be considered as candidates for director or, where applicable, natural person representing a corporate director:

- a) Persons who are involved in any instance of disqualification or prohibition governed by law or provisions of a general nature.
- b) Persons holding the position of director at more than three companies with shares admitted to trading on domestic or foreign securities markets.
- c) Persons who during the two years prior to their potential appointment, without prejudice to the required legal term, have held: (i) senior management positions in the public sector, or (ii) positions of responsibility in industry regulatory bodies or industries in which the Siemens Gamesa Group acts or in which the Company does business.
- d) Generally, persons who have interests in any way opposed to those of the Company or the Siemens Gamesa Group.

#### **6. VERIFICATION OF COMPLIANCE WITH THIS POLICY**

The Company shall report the results on verification of compliance with this policy in the Annual Corporate Governance Report and in the annual report of the Appointments and Remuneration Committee.

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