



# Draft resolution of item four on the agenda

Draft resolution of item four  
on the agenda of the  
“**Gamesa Corporación  
Tecnológica, S.A.**”  
Extraordinary General  
Shareholders' Meeting



## PROPOSAL FOUR AGREEMENT FOUR

**Item Four on the Agenda: "Approval of setting the number of directors on the Board of Directors at thirteen (13) and of the appointment of new members of the Company's Board of Directors resulting from the Merger, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia:**

- 4.1. Setting the number of directors on the Board of Directors at thirteen (13), conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**
- 4.2. Appointment of Ms Rosa María García García as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**
- 4.3. Appointment of Ms Mariel von Schumann as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**
- 4.4. Appointment of Ms Lisa Davis as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**
- 4.5. Appointment of Mr Klaus Helmrich as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**
- 4.6. Appointment of Mr Ralf Thomas as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**
- 4.7. Appointment of Mr Klaus Rosenfeld as a non-executive independent director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**
- 4.8. Appointment of Ms Swantje Conrad as a non-executive independent director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**



**4.1.- Setting the number of directors on the Board of Directors at thirteen (13), conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

According to Article 242.1 of the *Capital Companies Act*, which establishes that the General Shareholders' Meeting is entitled to set the number of members of the Board of Directors (that shall be a number between 5 and 15 according to the bylaws), to approve that the number of members of the Board of Directors of the Company is set at thirteen (13).

This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.

**4.2.- Appointment of Ms Rosa María García García as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

To appoint, according to article 529 decies of the *Capital Companies Act* and the internal corporate governance rules of the Company, Ms Rosa María García García as member of the Board of Directors, as non-executive proprietary director, following the favourable report from the Appointments Committee, for the period of four years established in the bylaws, who shall accept her role under one of the forms provided for by law.

This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.

**4.3.- Appointment of Ms Mariel von Schumann as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

To appoint, according to article 529 decies of the *Capital Companies Act* and the internal corporate governance rules of the Company, Ms Mariel von Schumann as member of the Board of Directors, as non-executive proprietary director, following the favourable report from the Appointments Committee, for the period of four years established in the bylaws, who shall accept her role under one of the forms provided for by law.

This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.

**4.4.- Appointment of Ms Lisa Davis as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

To appoint, according to article 529 decies of the *Capital Companies Act* and the internal corporate governance rules of the Company, Ms Lisa Davis as member of the Board of Directors, as non-executive proprietary director, following the favourable report from the Appointments Committee,

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for the period of four years established in the bylaws, who shall accept her role under one of the forms provided for by law.

This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.

**4.5.- Appointment of Mr Klaus Helmrich as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

To appoint, according to article 529 decies of the *Capital Companies Act* and the internal corporate governance rules of the Company, Mr Klaus Helmrich as member of the Board of Directors, as non-executive proprietary director, following the favourable report from the Appointments Committee, for the period of four years established in the bylaws, who shall accept his role under one of the forms provided for by law.

This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.

**4.6.- Appointment of Mr Ralf Thomas as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

To appoint, according to article 529 decies of the *Capital Companies Act* and the internal corporate governance rules of the Company, Mr Ralf Thomas as member of the Board of Directors, as non-executive proprietary director, following the favourable report from the Appointments Committee, for the period of four years established in the bylaws, who shall accept his role under one of the forms provided for by law.

This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.

**4.7.- Appointment of Mr Klaus Rosenfeld as a non-executive independent director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

To appoint, according to article 529 decies of the *Capital Companies Act* and the internal corporate governance rules of the Company, Mr Klaus Rosenfeld as member of the Board of Directors, as non-executive independent director, following the proposal from the Appointments Committee, for the period of four years established in the bylaws, who shall accept his role under one of the forms provided for by law.



This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.

**4.8.- Appointment of Ms Swantje Conrad as a non-executive independent director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.**

To appoint, according to article 529 decies of the *Capital Companies Act* and the internal corporate governance rules of the Company, Ms Swantje Conrad as member of the Board of Directors, as non-executive independent director, following the proposal from the Appointments Committee, for the period of four years established in the bylaws, who shall accept her role under one of the forms provided for by law.

This agreement is conditional upon the registration of the public deed of Merger with the Commercial Registry of Bizkaia, to which item One on the agenda makes reference.