



Draft resolution of item three on the agenda

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



PROPOSAL THREE AGREEMENT THREE

Item Three on the Agenda: "Approval of the distribution of an extraordinary cash dividend, charged to the share premium and other distributable reserves, amounting to a gross maximum of EUR 3.5976 per share with right to receive it (and therefore a maximum aggregate gross amount of EUR 1,004,697,388.11), conditional on registration of the Merger deed with the Commercial Registry of Bizkaia. Reduction of the amount of the extraordinary merger dividend by the amount resulting from the ordinary dividends approved or effectively distributed by the Company to its shareholders before the registration of the public deed of Merger with the Commercial Registry of Bizkaia."

To approve the distribution of an extraordinary cash dividend for a maximum gross amount of EUR 3.5976 per share with right to receive it (and, therefore, equivalent to a maximum gross aggregate amount of EUR 1,004,697,388.11) (the "**Extraordinary Merger Dividend**").

The payment of the Extraordinary Merger Dividend by Gamesa will be made against the share premium and other distributable reserves, including those generated as a consequence of the Merger that is approved in this General Shareholder's Meeting under item One of the agenda.

However, the gross amount from the Extraordinary Merger Dividend shall be reduced by any additional ordinary dividend actually distributed by Gamesa to its shareholders between the date on which this General Shareholder's Meeting is held, and the date on which the deed of Merger is registered with Commercial Registry of Bizkaia (the "**Merger Effective Date**").

The payment of the Extraordinary Merger Dividend will take place within 12 business days following the Merger Effective Date and will be made to those individuals or entities who (i) are registered as shareholders of Gamesa with the relevant participating entity at the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal) ("**IBERCLEAR**") as of close of the fifth trading session of the Spanish Stock Exchanges following the Merger Effective Date and (ii) hold shares already existing as of the day before the Merger Effective Date. Therefore the Siemens Wind Power Parent shareholder (or shareholders) will not be entitled to receive the Extraordinary Merger Dividend in any case.

The payment of said dividend shall be performed according to the system indicated by IBERCLEAR, granting for such actions to the Board of Directors, with express powers of substitution, to fix the specific amount of the dividend according to that which has been previously established, to designate the entity which should act as a payment agent, and perform the other necessary or convenient operations for the best results of the distribution.

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.