

## **GAMESA CORPORACIÓN TECNOLÓGICA, S.A.- SIGNIFICANT EVENT**

**As per section 17 of Regulation (EU) No. 596/2014 on market abuse and article 228 of the restated text of the Securities Market Law approved by the Royal Legislative Decree 4/2015, of 23 October (texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre) and complementary regulations, the Company announces the following statement:**

### **GAMESA CORPORACIÓN TECNOLÓGICA, S.A. EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of Gamesa Corporación Tecnológica, Sociedad Anónima ("**Gamesa**" or the "**Company**") agreed in its meeting of September 19, 2016 to call an Extraordinary General Shareholders' Meeting of the Company, which will be held on first call on October 24, 2016 at sixteen hours (16:00), in the Auditorium of the **Building 101** (Barco Building) **of the Technological Park of Bizkaia**, located in **Zamudio (Bizkaia)**, Ibaizabal Bidea, or in the event of there not being the quorum of attendance required by Law, it will be held at the second call on **the following day, October 25, 2016**, at the same time and place, with the purpose of deliberate and take agreements about the issues included in the following

#### ***Agenda***

#### **ITEMS RELATING TO THE MERGER BY ABSORPTION OF SIEMENS WIND HOLDCO, SOCIEDAD DE RESPONSABILIDAD LIMITADA (SOCIEDAD UNIPERSONAL) BY THE COMPANY:**

**One.-** Approval of the merger by absorption of Siemens Wind Holdco, Sociedad de Responsabilidad Limitada (Sociedad Unipersonal) ("**Siemens Wind Power Parent**"), as absorbed company, by Gamesa Corporación Tecnológica, Sociedad Anónima ("**Gamesa**" or the "**Company**"), as the absorbing company, with the extinction of the absorbed company and the *en bloc* transfer of all of its assets and liabilities, by universal succession, to the absorbing company, being expressly established that the exchange will be covered with newly-issued shares in Gamesa, pursuant to the terms and conditions of the common draft terms of merger (*proyecto común de fusión*) executed by the Board of Directors of Gamesa and the sole director of Siemens Wind Power Parent on 27 June 2016, and posted on the website of Gamesa and deposited with the Commercial Registry of Barcelona by the sole director of Siemens Wind Power Parent (the "**Merger**" and the "**Common Terms of Merger**", respectively), together with, as the case may be, any information on any significant changes to the assets or liabilities of the companies involved in the Merger between the date of the Common Terms of Merger and the date of the General Shareholder's Meeting that will resolve on the Merger.

To this end:

- 1.1.** Approval of the individual balance sheet of the Company for the year ended 31 December 2015 and approved by the General Shareholder's Meeting held on second call on 22 June 2016, as the Merger balance sheet.

- 1.2. Approval of the Common Terms of Merger by absorption of Siemens Wind Power Parent by the Company signed by the Board of Directors of the Company and the sole director of Siemens Wind Power Parent on 27 June 2016.
- 1.3. Approval of the resolutions of the Merger (*acuerdo de fusión*) by absorption of Siemens Wind Power Parent by Gamesa, with the dissolution without liquidation of the former and the transfer *en bloc* of its assets and liabilities to the latter, which shall acquire them by universal succession, being expressly established that the exchange will be covered with the delivery of the newly-issued Gamesa shares under the terms and conditions of the Common Terms of Merger, all of them be subject to the terms and conditions established on the Common Terms of Merger.
- 1.4. Approval of a capital increase by the Company of a nominal amount of EUR 68,318,681.15, through the issuance of 401,874,595 new shares with a nominal value of EUR 0.17 each, of the same and single class and series as those currently in circulation, to cover the exchange of the Merger, with an amendment of Article 7 of the Bylaws and the delegation to the Board of Directors to carry out the capital increase.
- 1.5. Approval of the request for admission to trading of the new shares issued to cover the exchange on the stock markets of Madrid, Barcelona, Valencia and Bilbao through the Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market).
- 1.6. Option in relation to the tax neutrality regime.
- 1.7. Delegation of powers with regard to the Merger resolutions, with express powers of substitution.

**Two.** Amendment to the Company's Bylaws:

- 2.1. Amendment of Articles 2.2, 35.2, 37.2 and 37.4 of the Bylaws, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 2.2. Approval of the restated text of the Company's Bylaws, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.

**Three. 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.

**Four.** 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.

**ITEM RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:**

**Five.** Ratification of the appointment by cooption and re-election of Mr Gerardo Codes Calatrava as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years.

**ITEM RELATING TO GENERAL MATTERS:**

**Six.** Delegation of powers of attorney for the formalisation, execution and raising into public status the resolutions adopted by the Extraordinary Shareholder's General Meeting, and for their interpretation, correction, completion or development until such time as they are filed.

**I. Shareholder's Guide**

In the frame of the commitments of Gamesa Corporación Tecnológica, Sociedad Anónima included in its Corporate Governance Policy, and with the aim to promote the informed participation of the shareholders in the Shareholders' General Meeting, the Board of Directors of the Company approved a Shareholder's Guide in which the regulation of the functioning of the General Shareholders' Meeting is systemized and developed.

The Shareholder's Guide is available for all shareholders in the corporate webpage of the Company ([www.gamesacorp.com](http://www.gamesacorp.com)) and in the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Bizkaia)).

## **II. Right to attend the meeting, to proxy representation and to distance voting**

All holders of at least one (1) share with voting right may attend the General Shareholders' Meeting and participate in its deliberations, with the right to be heard and to vote, so long as they have caused such shares to be registered in their name in the corresponding book-entry registry five (5) days prior to the day on which the Shareholders' General Meeting is expected to be held in its first or second call, as it may be, which means, before twenty-four (24) hours of 19 or 20 of October, respectively.

Every shareholder having the right to attend may be represented at the General Shareholders' Meeting by another person, shareholder or not, by granting a proxy in writing or by postal or electronic correspondence that provides sufficient evidence of the identity of the shareholder granting the proxy.

Shareholders having the right to attend may likewise cast their vote regarding proposals relating to the items included in the Agenda by postal (sending to Gamesa Corporación Tecnológica, Sociedad Anónima the assistance, proxy voting or distance voting card to the Shareholder's Office, located in the Building 222 of the Technological Park of Bizkaia, Ibaizabal Bidea, 48170 Zamudio (Bizkaia) Spain) or electronic (through communication issued under his/her recognized electronic signature on the basis of an electronic certificate issued for such purpose by the Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda, AC CAMERFIRMA, S.A. or the Agencia Notarial de Certificación (ANCERT), in respect of which there is no evidence of revocation, through the software available on the Company's corporate website [www.gamesacorp.com](http://www.gamesacorp.com)) correspondence.

The rights to attend the Meeting, to proxy representation and to distance voting shall be exercised pursuant to the provisions of the Capital Companies Act, the By-Laws and the General Shareholders' Meeting Regulations and in accordance with the instructions contained in the Shareholder's Guide.

The model-form of assistance, proxy representation and distance voting card is available for all shareholders in the corporate webpage of the Company ([www.gamesacorp.com](http://www.gamesacorp.com)) and in the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Bizkaia)).

## **III. Right to present new proposals of agreement**

According to Article 519 of the Capital Companies Act the shareholders that represent, at least, three (3) per cent of the share capital may present justified resolution proposals about issues included or that must be included in the Agenda, whose disclosure to the rest of shareholders will be assured through its publication on the corporate website ([www.gamesacorp.com](http://www.gamesacorp.com)) uninterruptedly up to the holding of the General Shareholders' Meeting.

The exercise of this right shall be carried out through a reliable notification –addressed to the Secretary of the Board of Directors- that may be received in the registered office within the five (5) days following the date of publication of the present notice of call.

In any case, the exercise of this right will be carried out according to the Capital Companies Act, the By-Laws and the Regulations of the Shareholder's General Meeting and in accordance with the instructions contained in the Shareholder's Guide.

#### **IV. Right to information**

Pursuant to Article 518 of the Capital Companies Act, and, in respect of the Merger documents, Articles 39 and 40.2 and related provisions of *Act 3/2009, of 3 April, on structural modifications of corporations* (the "**Spanish Structural Changes Act**") and as advanced in the Common Terms of Merger, from the day prior to publication of this call notice the following documentation and information will be continuously available for access, downloadable and printable on the corporate website ([www.gamesacorp.com](http://www.gamesacorp.com)) in electronic format:

- 1) the Common Terms of Merger by absorption of Siemens Wind Power Parent by the Company;
- 2) the report by the Company's Board of Directors on the Common Terms of Merger, including the justification of the proposals of modification of the Bylaws resulting from the Merger;
- 3) the report by the sole director of Siemens Wind Power Parent on the Common Terms of Merger;
- 4) the report on the Common Terms of Merger issued by Deloitte, Sociedad de Responsabilidad Limitada, as the independent expert appointed by the Commercial Registry of Bizkaia;
- 5) the individual and consolidated annual financial statements and management reports of Gamesa for the last three financial years, together with the reports issued by the corresponding accounts auditor;
- 6) the annual financial statements of Siemens Wind Power Parent for the financial year ending 31 December 2015, together with the report issued by the corresponding accounts auditor;
- 7) the Merger balance sheets of the Company and Siemens Wind Power Parent, corresponding to the last annual balance sheet of each entity for the financial year closed on 31 December 2015, with the corresponding auditor's reports (auditor's report that, in case of Siemens Wind Power Parent, is not mandatory);
- 8) the current versions of the Bylaws, Regulations of the Shareholder's General Meeting, the Regulations of the Board of Directors and other internal regulations of the Company, and the current Bylaws of Siemens Wind Power Parent;
- 9) the full text of the Bylaws of the Company following the Merger, highlighting the proposed modifications;
- 10) the identity of the directors of the Company and Siemens Wind Power Parent, and the date on which they took up their positions, and of those that will be proposed to hold the position of member of the Board as a consequence of the Merger;

- 11) the pro-forma consolidated financial information of Siemens Wind Power Parent as of 31 December 2015 (which includes the audited combined statement of financial position of Siemens Wind Power Business as of that date), prepared for information purposes, with the report on its limited review issued by Ernst & Young;
- 12) the agreement entered into by Iberdrola, Sociedad Anónima, Iberdrola Participaciones, Sociedad Anónima (Sociedad Unipersonal) and Siemens Aktiengesellschaft on 17 June 2016, filed with the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) and Gamesa on that date for the purposes of Article 531.1 of the Capital Companies Act, which is deposited with the Commercial Registry of Bizkaia and contains extra-corporation shareholders' agreements (*pactos parasociales*);
- 13) the framework report by the Company's Board of Directors on the proposal of appointment and ratification and re-election of directors included in points Four two to Four eight and Five of the agenda, where there are also included the individual reports and the professional and biographic profile and other mandatory information of each of the members of the board whose appointment is proposed under the above referred points of the agenda;
- 14) the reports by the Appointments Committee of the Company on, respectively: (a) the appointment of Ms Rosa María García García as a non-executive proprietary director; (b) the appointment of Ms Mariel von Schumann as a non-executive proprietary director; (c) the appointment of Ms Lisa Davis as a non-executive proprietary director; (d) the appointment of Mr Klaus Helmrich as a non-executive proprietary director; (e) the appointment of Mr Ralf Thomas as a non-executive proprietary director; and (f) ratification of the appointment by cooption and re-election of Mr Gerardo Codes Calatrava as a non-executive proprietary director;
- 15) the proposals by the Appointments Committee on, respectively: (a) the appointment of Mr Klaus Rosenfeld as a non-executive independent director; and (b) the appointment of Ms Swantje Conrad as a non-executive independent director;
- 16) the full text of the proposed resolutions for the items on the agenda;
- 17) the Shareholder's Guide approved by the Board of Directors;
- 18) the model-form of assistance, proxy representation, and distance voting card;
- 19) frequently asked questions;
- 20) the Regulations of the Electronic Shareholders' Forum; and
- 21) the number of shares and voting rights at the date of the call notice for the General Shareholder's Meeting.

Additionally, this call notice for the General Shareholder's Meeting was uploaded to the corporate website at the time of its publication in the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) and in the Official Gazette of the Commercial Registry, pursuant to Article 519 of the Capital Companies Act.

Pursuant to Article 32.3 of the Spanish Structural Changes Act, the Common Terms of Merger was made available, downloadable and printable, on the Company's corporate website on 27 June 2016 and deposited on the Commercial Registry of Barcelona on 5 July 2016, being announced such circumstances in the Official Gazette of the Commercial Registry on 7 July 2016 (with respect to the insertion of the Common Terms of Merger on the Gamesa's corporate website) and on 13 July 2016 (with respect to the deposit of the Common Terms of Merger on the Commercial Registry of Barcelona).

Pursuant to Article 520 of the Capital Companies Act, shareholders may ask the Board of Directors for such clarifications as they deem appropriate with regard to the publically-available information disclosed by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the date of the last General Shareholder's Meeting. Such requests may be made in writing up to the fifth day before the planned date of the General Shareholder's Meeting and verbally during the Meeting.

In compliance with the second paragraph of Article 539.2 of the Capital Companies Act, an Electronic Shareholders' Forum will be made available on the Company's website ([www.gamesacorp.com](http://www.gamesacorp.com)) from the publication of this call notice. The operating rules and the form to be completed to make use of the Forum will be available on the said website.

For further information on the General Shareholder's Meeting, shareholders should contact the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Bizkaia, Spain) / Telephone: (34) 900 504 196 (opening times: mornings from 9:00 am to 2:00 pm; afternoons from 4:00 pm to 6:00 pm; Fridays from 9:00 am to 2:30 pm) / Email: [info\\_accionista@gamesacorp.com](mailto:info_accionista@gamesacorp.com)).

#### **V. Minimum information on the Common Terms of Merger by absorption of Siemens Wind Power Parent by the Company**

Pursuant to Article 40.2 of the Spanish Structural Changes Act, with regard to Article 31, the minimum legally-required information on the Common Terms of Merger to be submitted for approval to the General Shareholder's Meeting is set out below. The full content of this is available on the Company's website.

##### **1<sup>st</sup>. The name, type and registered office of the companies involved in the merger, and the company resulting from the Merger, and the details identifying their registration with the Mercantile Registry**

Gamesa Corporación Tecnológica, Sociedad Anónima, as absorbing company, is a Spanish listed public limited liability company (*sociedad anónima cotizada*) with registered office at Zamudio (Spain), Parque Tecnológico de Bizkaia, Edificio 222, holding tax identification number A-01011253, and registered with the Commercial Registry of Bizkaia, at Volume 5147, Sheet 7, Section 8, Page BI-56858.

Siemens Wind HoldCo, Sociedad de Responsabilidad Limitada (Sociedad Unipersonal), as absorbed company, is a Spanish private limited liability company (*sociedad de responsabilidad limitada*) with registered office in Zamudio (Spain), calle Laida, Edificio 205, planta 1<sup>a</sup>, holding a tax identification number B-66447954 and registered with the Commercial Register of Bizkaia, at Volume 5636, Sheet 94, Section 8, Page BI-68482.

**2<sup>nd</sup>. The rate at which the share exchange will be executed, any complementary consideration that may have been foreseen in cash and, as the case may be, the exchange procedure**

The exchange ratio for the shares of Gamesa and Siemens Wind Power Parent shall be one share of Gamesa, with a nominal value of EUR 0.17, for each share of Siemens Wind Power Parent, with a nominal value of EUR 0.17, without provision for any supplemental cash remuneration. It is stated that the current nominal value of the shares of Siemens Wind Power Parent (EUR 1) will be reduced to EUR 0.17.

In application of the foregoing, the Siemens Wind Power Parent shareholder (or shareholders) will have the right to receive 401,874,595 shares in Gamesa, each with a nominal value of EUR 0.17, representing approximately 59 % of Gamesa's share capital after the date of registration of the public deed of the Merger with the Commercial Registry of Bizkaia, whilst the remaining shareholders of Gamesa will hold in aggregate approximately 41 % of such resulting share capital.

The exchange of the shares of Siemens Wind Power Parent for the shares of Gamesa and therefore, the delivery to the Siemens Wind Power Parent shareholder (or shareholders) of the shares in Gamesa to which it is entitled will be carried out pursuant to the procedures established in the applicable regulations, and in particular, in Royal Decree 878/2015, of 2 October. Gamesa will bear any costs arising from said exchange. The abovementioned delivery shall be immediately after all of the following events have taken place:

- (i) the Merger has been approved at the General Shareholders' Meeting of Gamesa and by the Siemens Wind Power Parent shareholder (or shareholders);
- (ii) the conditions precedent referred in the Common Terms of Merger have been satisfied (or waived, as the case may be);
- (iii) the public deed of Merger and consequent increase of capital of Gamesa has been granted before a Notary Public; and
- (iv) the public deed of Merger has been registered with the Commercial Register of Bizkaia.

In order for the Siemens Wind Power Parent shareholder (or shareholders) to receive the shares in Gamesa in accordance with the exchange ratio described, an agent participating in IBERCLEAR will be appointed by Gamesa.

The Siemens Wind Power Parent shareholder (or shareholders) shall evidence its ownership of the Siemens Wind Power Parent shares to the agent in the form that will be requested by the agent. Likewise, the Siemens Wind Power Parent shareholder (shareholders) shall carry out any other actions required for the effectiveness of the exchange, including without limitation, the communication to the agent of the securities account opened at any of the IBERCLEAR participants which will be the depositary of the Gamesa shares received by it.

The delivery of Gamesa shares to the Siemens Wind Power Parent shareholder (or shareholders) will be made by recording them in the securities account designated by the Siemens Wind Power Parent shareholder (or shareholders).

Gamesa will request the admission to trading of the new Gamesa shares to be issued to cover the exchange. Such request for admission will take place immediately after the date of payment of the extraordinary merger dividend referred to in the item Three of agenda.



**3<sup>rd</sup>. The effect that the Merger will have on contributions from industry or accessory provisions in the companies extinguished, and the compensation to be granted, if any, to the partners affected in the resulting Company. The rights in the resulting Company to be granted to parties with special rights or holders of titles other than those representing capital, or the options these will be offered**

For the purposes of Articles 31.3<sup>rd</sup> and 31.4<sup>th</sup> of the Spanish Structural Changes Act, it is hereby stated that neither Gamesa nor Siemens Wind Power Parent have industry contributions, ancillary benefits, privileged special shares, compensations for shareholders or persons who have special rights other than the mere ownership of the shares. Consequently no special right or any type of option shall be awarded or offered.

The Gamesa shares to be issued to the Siemens Wind Power Parent shareholder (or shareholders) pursuant to the Merger will not award any special rights.

**4<sup>th</sup>. The benefits of any kind in the resulting Company that might be granted to any independent experts involved in the Merger, and to the directors of the companies being merged, the absorbing company or the new company**

With respect to Article 31.5<sup>th</sup> of the Spanish Structural Changes Act, it is stated that no benefits of any type will be extended to the independent expert or to the directors of either of the companies taking part in the Merger, including those whose appointment will be submitted for approval by the General Shareholders' Meeting of Gamesa which will resolve on the Merger

**5<sup>th</sup>. The date from which the holders of the new shares will have the right to share in the company's earnings, and any special factors relating to this right**

The shares to be issued by Gamesa to the Siemens Wind Power Parent shareholder (or shareholders) in order to cover the exchange shall give their holders the right to participate in the profits of Gamesa upon the same terms as the other shares of Gamesa outstanding, from the date of registration of the public deed of the Merger with the Commercial Registry of Bizkaia, stating however that the Siemens Wind Power Parent shareholder (or shareholders) will not be entitled to receive the extraordinary merger dividend (referred to in point Three of the agenda) resolved, as the case may be, by the General Shareholders' Meeting of the Company and which will be distributed after the date of registration of the public deed of the Merger with the Commercial Registry of Bizkaia.

**6<sup>th</sup>. The date from which the Merger will have accounting effect, pursuant to the provisions of the General Chart of Accounts**

The date from which the transactions of the acquired company shall be deemed for accounting purposes to have taken place on behalf of the acquiring company will be that which is determined for in accordance with the General Chart of Accounts (*Plan General de Contabilidad*) approved by Royal Decree 1514/2007 of 16 November, and in particular, its rule 19.

**7<sup>th</sup>. The Bylaws of the Company following the Merger**

The Merger will not entail any change to the current Bylaws of Gamesa, other than (i) the change of Gamesa's share capital figure (Article 7) as a consequence of the capital increase to cover the exchange and (ii) other mechanical and not substantive changes. For purposes of Article 31.8<sup>th</sup> of the Spanish Structural Changes Act, the Bylaws of Gamesa as they will read upon effectiveness of the Merger were attached to the Common Terms of the Merger as Annex 2, as it is set forth in said Common Terms of the Merger.

**8<sup>th</sup>. Information on the value of the assets and liabilities of each company transferred to the resulting Company**

As a result of the Merger, Siemens Wind Power Parent shall be dissolved without liquidation, and its assets and liabilities shall be transferred *en bloc*, by way of universal succession, to Gamesa.

For the purposes of the provisions of Article 31.9<sup>th</sup> of the Spanish Structural Changes Act, the assets and liabilities transferred by the acquired company will be recorded in the accounts of the acquiring company at the corresponding value in accordance with the General Chart of Accounts adopted by Royal Decree 1514/2007 of 16 November and, in particular, Section 19 thereof, at the date of the Merger for accounting purposes referred to in Section 6<sup>th</sup> above.

**9<sup>th</sup>. The dates of the financial statements of the merged companies used in establishing the terms and conditions of the Merger**

For the purposes of Article 31.10<sup>th</sup> of the Spanish Structural Changes Act, it is hereby stated that the terms and conditions on which the Merger is to take place have been determined considering the accounts as at 31 December 2015 of Gamesa and Siemens Wind Power Parent. In the case of Siemens Wind Power Parent, the pro-forma consolidated financial information referred to in the Common Terms of the Merger (and made available to the Company's shareholders as indicated in Section IV above) has also been considered.

**10<sup>th</sup>. The potential consequences of the Merger for jobs, and any impact on the gender composition of the Company's governing bodies or its social responsibilities.**

The Merger is not expected to have any direct impact on the employees of Gamesa. In the case of Siemens Wind Power Parent, upon occurrence of the carve-out completion referred to in the Common Terms of the Merger, it will be a holding company only and it is not expected to employ any individual.

In any case, it is stated for the record that the merging companies will comply with their obligations in accordance with the provisions of labor regulations, as the case may be. Notice of the Merger will also be given to public entities where appropriate, and in particular to the General Social Security Revenue Office (*Tesorería General de la Seguridad Social*).

In the decision process regarding the composition of Gamesa's Board of Directors after the Transaction, the recommendations on gender diversity included in the Good Governance Code of Listed Companies have been considered.

It is expected that the Merger will not lead to a deterioration of Gamesa's social responsibility policy, contained in its Global policy of corporate social responsibility, Policy of diversity and inclusion, Hiring policy and relationship with suppliers, contractors and collaborators, and the Climate change policy.

**VI. Participation of a Notary Public in the General Shareholders' Meeting**

The Board of Directors has approved to request the presence of a Notary Public to prepare the Minutes of the General Shareholders' Meeting.

## VII. Personal data protection

The personal data that the shareholders provide to Gamesa Corporación Tecnológica, Sociedad Anónima in order to exercise their rights to be informed, to attend, to proxy and to vote at the General Shareholders' Meeting or to grant proxies, or the personal data provided for such purposes by the credit entities and investment services companies that are depositaries or custodians of the shares held by such shareholders, and also the personal data provided by the entities that according to the stock market regulations may be in charge of the register of securities represented by book entries, shall be handled by the Company in order to manage the development, compliance with and control of the existing shareholding relationship (in particular, but not limited, to the call to and holding of the General Shareholders' Meeting). For such purposes, the data shall be included in files for which Gamesa Corporación Tecnológica, Sociedad Anónima is responsible. This data will be given to the Notary Public exclusively for the preparation of the minutes of the General Shareholders' Meeting.

In every case and when legally applicable, the owner of the data will be entitled to exercise the rights of access, rectification, opposition and deletion of the data collected by Gamesa Corporación Tecnológica, Sociedad Anónima. Such rights may be exercised, on such terms and in compliance with such requirements as are established by applicable law for such purpose, by addressing a letter to Gamesa Corporación Tecnológica, Sociedad Anónima, Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Bizkaia, Spain).

If the shareholder includes personal data referring to other individuals in the attendance, proxy and voting card, the shareholder must inform them of the terms set forth in the preceding paragraphs and comply with any other requirements that may be applicable for the proper provision of those personal data to the Company, without the Company having to take any additional action.

The proceedings of the General Shareholders' Meeting shall be recorded by audiovisual means in order to facilitate the viewing and listening in the Meeting and the appropriate dissemination thereof. Such recording shall be retransmitted and shall be available to the public on the Company's website ([www.gamesacorp.com](http://www.gamesacorp.com)). By entering to the venue of celebration of the General Shareholders' Meeting, the assistant person expresses its consent to the treatment through these channels of its personal data.

Although this notice contemplates two calls to Meeting, the Board of Directors informs the shareholders that it is expected that the General Shareholders' Meeting will be held on second call on **October 25, 2016 at sixteen hours (16:00)** at the Auditorium of the **Building 101** (Barco Building) of the **Parque Tecnológico de Bizkaia**, (Ibaizabal Bidea, **Zamudio (Bizkaia)**).

Zamudio (Vizcaya), September 21, 2016

Ignacio Martín San Vicente  
Executive Chairman