

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.