



# Agreements

Agreements approved in the  
2016 Shareholders' General  
Meeting of  
**"Gamesa Corporación  
Tecnológica, S.A."**



## AGREEMENT ONE

**Item One on the Agenda: "Examination and approval, if applicable, of the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report) of Gamesa Corporación Tecnológica, Sociedad Anónima, and of the consolidated Annual Accounts with its dependent companies (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report), for the fiscal year ended on December 31, 2015."**

To approve the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report) of Gamesa Corporación Tecnológica, Sociedad Anónima ("**Gamesa**" or the "**Company**"), and of the consolidated Annual Accounts of the Company with its dependent companies (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report), for the fiscal year ended on December 31, 2015.

The individual and consolidated Annual Accounts of the Company that are submitted for examination and approval coincide with those audited by the Company and Group's Auditors, ERNST & YOUNG, S.L., and those formulated by the Board of Directors and were signed by all the Directors on February 24, 2016.

NOTICE. The present document is a translation of a duly approved document in Spanish- language, and it is only provided for informational purposes. Shall a discrepancy between the present translation and the original document in Spanish-language appear, the text of the original Spanish-language document shall always prevail.

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## AGREEMENT TWO

**Item Two on the Agenda: "Examination and approval, if applicable, of the individual management report of Gamesa Corporación Tecnológica, Sociedad Anónima, and of the consolidated management report with its dependent companies for the fiscal year ended on December 31, 2015."**

To approve the individual management report of the Company and of the consolidated management report of the Company with its dependent companies for the fiscal year ended on December 31, 2015, reports formulated by the Board of Directors on February 24, 2016.

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### **AGREEMENT THREE**

**Item Three on the Agenda: "Examination and approval, if applicable, of the management and actions of the Board of Directors during the fiscal year ended on December 31, 2015."**

To approve the management and actions of the Board of Directors during the fiscal year ended on December 31, 2015.

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## AGREEMENT FOUR

**Item Four on the Agenda: "Examination and approval, if applicable, of the proposal for the allocation of profit/losses and the distribution of dividends of Gamesa Corporación Tecnológica, Sociedad Anónima for the fiscal year ended on December 31, 2015."**

To approve the proposal for the allocation of profit/losses of the Company for the fiscal year ended on December 31, 2015, for an amount of 76,883,218.15 € to be distributed as follows:

	Euros
Appropriation Bases:	
Results for the year (Benefit)	76,883,218.15 €
TOTAL	76,883,218.15 €
Distribution:	
Voluntary reserves	34,322,655.01 €
Dividend	42,560,563.14 €
TOTAL	76,883,218.15 €

To approve the distribution of a gross cash dividend per share of 0.1524 euros. Payment of the dividend will be made through the system laid down by the Sociedad de Gestión de los Sistemas de Registro Compensación y Liquidación de Valores, S.A. Unipersonal (Management Company for Securities Registry, Clearance and Settlement) (IBERCLEAR), being the Board of Directors hereby authorized for such purpose, with express power of substitution, to establish the specific date for payment of the dividend, to designate the entity that is to act as paying agent, and to take such other steps as may be required or appropriate for the successful completion of the distribution.

The payment of the aforementioned dividend is foreseen to take place on July 4, 2016.

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## AGREEMENT FIVE

**Item Five on the Agenda: "Ratification of the appointment by cooption and re-election of Ms. Gema Góngora Bachiller as director of the Company, as a non-executive proprietary director, for the statutory period of four years."**

To ratify the appointment of Ms. Gema Góngora Bachiller as director appointed by cooption by agreement of the Board of Directors of May 27, 2015, and re-elect her, with the previous favourable report of the Appointments Committee, for the period of four years established in the By-Laws, as non-executive proprietary director.

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## AGREEMENT SIX

**Item Six on the Agenda: "Re-election of Mr. Ignacio Martín San Vicente as director of the Company, as an executive director, for the statutory period of four years."**

To re-elect Mr. Ignacio Martín San Vicente as director for the period of four years established in the By-Laws. The re-election of the director, as executive director, is submitted by the Board of Directors to the Shareholders' General Meeting with the prior favourable report of the Appointments Committee.

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## AGREEMENT SEVEN

**Item Seven on the Agenda: "Re-election of Ms. Sonsoles Rubio Reinoso as director of the Company, as a non-executive proprietary director, for the statutory period of four years."**

To re-elect Ms. Sonsoles Rubio Reinoso as director for the period of four years established in the By-Laws. The re-election of the director, as non-executive proprietary director, is submitted by the Board of Directors to the Shareholders' General Meeting with the prior favourable report of the Appointments Committee.

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## AGREEMENT EIGHT

**Item Eight on the Agenda: "Delegation of powers to formalize and execute all resolutions adopted by the Shareholders' General Meeting, for conversion thereof into a public instrument, and for the interpretation, correction supplementation thereof or further elaboration thereon until the required registrations are made."**

Without prejudice of the aforementioned delegations, it is delegated to the Board of Directors, with the express power of delegation to any of their members, the precise powers to rectify, develop and execute, whenever it considers appropriate, each of the agreements reached by the Shareholder's General Meeting.

Likewise the Board of Directors is empowered to determine all the other circumstances that may be required, adopting and executing the needed agreements related to them, publishing the announcements and giving the guarantees that shall be indispensable for the effects included in Law, as well as formalize the specific documents and fulfilling as many actions as deem necessary, with compliance to as many requirements as the ones according to Law for the most plenty execution of the agreements of the Shareholders' General Meeting.

Additionally, it is agreed to jointly and severally empower the Chairman and Chief Executive Officer and the Secretary to the Board of Directors, so that any one of them, solely, is able to formalise and legalise the agreements reached by the Shareholder's General Meeting, including the deposit of annual accounts, the management and the audit reports corresponding to the Company and its consolidated Group. They may thus subscribe the public or private attested documents that are necessary or suitable (including those for clarification, total or partial rectification and solution of defects of errors) for exact compliance and for their registration, including partial registration, in the Companies Register or in any other necessary register or body.

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## AGREEMENT NINE

**Item Nine on the Agenda: "Voting, with a consultative character, of the 2015 Annual Report about the Remuneration of the members of the Board of Directors of Gamesa Corporación Tecnológica, Sociedad Anónima."**

Vote, with a consultative character, the 2015 Annual Report about the Remuneration of the members of the Board of Directors, which full text was at disposal of the shareholders with the rest of the documents regarding the Shareholders' General Meeting since the date of its call.

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