

### **FREQUENTLY ASKED QUESTIONS**

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### 1. CALL TO MEETING, QUORUM, AND PRESIDING COMMITTEE

#### WHEN WILL THE NEXT SHAREHOLDERS' GENERAL MEETING BE HELD?

The Shareholders' General Meeting of Gamesa Corporación Tecnológica, S.A. (**'Gamesa**" or the **'Company**") is scheduled to be held on June 21, 2016, at 12:00, on first call or, if the required quorum is not present, the next day, June 22, 2016, at the same place and time, on second call. However, the Shareholders' General Meeting will in all likelihood be held on second call.

#### WHERE WILL THE GENERAL SHAREHOLDERS' MEETING BE HELD?

At the Auditorium of the Building 101 (Barco Building) of the Technological Park of Bizkaia, Ibaizabal Bidea, Zamudio (Vizcaya).

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### HOW IS THE CALL TO THE GENERAL SHAREHOLDERS' MEETING ANNOUNCED?

Notice of the call to meeting was published on May 12, 2016 in the Official Bulletin (*Boletín Oficial*) of the Commercial Registry (*Registro Mercantil*), on the corporate website of Gamesa (<u>www.gamesacorp.com</u>), on the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (the "CNMV") (<u>www.cnmv.es</u>).

# WHAT IS THE REQUIRED QUORUM FOR THE MEETING TO BE VALIDLY CONVENED AND FOR THE SHAREHOLDERS TO APPROVE THE ITEMS ON THE AGENDA?

A quorum for the Shareholders' General Meeting on first call of 25% of the share capital is enough for the Shareholders' General Meeting to be validly constituted.

To approve the By-Laws amendment the attendance of shareholders representing 25% of the share capital shall be sufficient at the Meeting held

On second call, the Shareholders' General Meeting may be validly constituted with any quorum.

The agreements proposals included in all items on the agenda will be approved by simple majority of the votes of the shareholders present or represented in the Shareholders' General Meeting, and an agreement is approved when it obtains more votes in favor than against of the share capital present or represented.

# WHAT TIME DOES ADMISSION BEGIN AT THE PREMISES WHERE THE SHAREHOLDERS' GENERAL MEETING WILL BE HELD?

At 11:45 a.m. on the day set for the holding of the Meeting.

# IS ACCESS TO THE PREMISES WHERE THE MEETING IS HELD ALLOWED ONCE THE MEETING HAS STARTED?

From the moment of the beginning of the Shareholders' General Meeting, the shareholders attending the meeting may enter the proceedings as invitees but will not be included in the list of attendees and, therefore, will not be able to exercise any of the rights that a shareholder present in person or by proxy may exercise during the celebration of the Shareholders' General Meeting.

# WHO CHAIRS THE SHAREHOLDERS' GENERAL MEETING? WHO IS PART OF THE PRESIDING COMMITTEE?

The chairman of the Shareholders' General Meeting shall be the chairman of the Board of Directors or, in his absence, the vice-chairman of the Board of Directors and, in the absence of both, the person appointed by the presiding committee.

The secretary of the Shareholders' General Meeting shall be the secretary of the Board of Directors or, in his absence, the person appointed by the presiding committee.

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The presiding committee shall be made up of the chairman of and the secretary for the Shareholders' General Meeting and by the other members of the Board of Directors attending the Meeting.

### 2. RIGHT TO ATTEND THE MEETING

### WHO HAS THE RIGHT TO ATTEND AND VOTE IN THE SHAREHOLDERS' GENERAL MEETING?

All holders of voting shares may attend the Shareholders' General Meeting with the right to be heard and to vote, provided their shares have been registered in their name in the respective book-entry registry not later than 00:00 hours of 16 or 17 June 2016, depending on whether the Shareholders' General Meeting is held on first or second call, respectively. In the event that, as is likely, the Shareholders' General Meeting is held on second call, the relevant date for such purpose would be June 17, 2016.

The shareholders may attend the Shareholders' General Meeting in person or through a proxy-holder. Alternatively, they may carry out a distance voting before the Shareholders' General Meeting, without having to attend in person.

The attendance, proxy and distance voting card and the Shareholder's Guide approved by the Board of Directors, both available on the corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>) include the precise information for the shareholders to exercise the aforementioned rights.

# WHY MUST MY SHARES BE REGISTERED FIVE DAYS PRIOR TO THE HOLDING OF THE SHAREHOLDERS' GENERAL MEETING?

Because it is the means through which the Company can verify your status as shareholder as of the date on which the Shareholders' General Meeting is held.

# WHAT MUST I BRING WITH ME TO ATTEND THE SHAREHOLDERS' GENERAL MEETING IN PERSON?

In order to enter the Shareholders' General Meeting you must bring:

- (a) the attendance, proxy-granting, and distance voting card approved by the Board of Directors of the Company, or the card or form issued or used by financial intermediaries or by the managing entities for or depositaries of the shares; or
- (b) a validation certificate issued by an intermediary or by the financial institution that is the depositary manager of the shares; or
- (c) any other equivalent means of providing evidence or any other document that the Company considers to be sufficiently valid for such purpose, provided there are no reasonable doubts regarding the identity of the shareholder and the number of shares held by such shareholder.

You must also bring your DNI (National Identity Document) or any other official identification document generally accepted for such purpose.

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#### WHAT MUST I DO IF I DO NOT RECEIVE OR IF I LOSE THE ATTENDANCE CARD?

If you do not receive or if you lose your attendance card, you may contact the Office of the Shareholder (info\_accionista@gamesacorp.com) or your depositary in order to have a new card issued or to receive information on alternative accreditation systems.

## CAN I ASK THE OFFICE OF THE SHAREHOLDER FOR A NEW ATTENDANCE CARD FOR OTHER SHAREHOLDERS WHO HAVE NOT RECEIVED IT OR WHO HAVE LOST IT?

Those shareholders that may have lost or wish to require an assistance card shall directly address themselves to the Shareholder's Office, not being valid that a third person requests it for them (unless enough power is validly shown).

### WHAT TREATMENT GIVES THE COMPANY TO THE PERSONAL DATA OF ITS SHAREHOLDERS?

The personal data that the shareholders give Gamesa o that may be given to Gamesa in the frame of the celebration of the Shareholders' General Meeting, will be incorporated to an informatics file owned by the Company, with the aim to manage the development, fulfillment and the control of the shareholder relation.

The shareholders may execute the access, amendment, cancellation and opposition rights, in the terms established in the current legislation and addressing on writing to Gamesa (Parque Tecnológico de Bizkaia, Edificio 222, Ibabizabal Bidea, 48170 Zamudio (Vizcaya)).

If the shareholder includes personal data referring to other persons in the card or accreditation media of representation, the shareholder may inform them of the aforementioned details and fulfill with any other requirement that may be applicable for the correct cession of the personal data to the Company, not having the Company to carry out any other additional action in terms of information or consent.

The act of the Shareholders' General Meeting will be object of audiovisual recoding and will be available to the public through the corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>) in the terms established in the Shareholder's Guide. By getting access to the place of celebration of the Shareholders' General Meeting, the attendant gives his/her consent for the treatment of his/her personal data through those channels.

# WHAT MUST I DO IF I HAVE TO CHANGE ANY OF MY PERSONAL DETAILS ON THE ATTENDANCE CARD?

You must contact the Office of the Shareholder (info\_accionista@gamesacorp.com) or your depositary.

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### 3. RIGHT TO RECEIVE INFORMATION

### WHAT DOCUMENTATION AM I ENTITLED TO RECEIVE IN CONNECTION WITH THE SHAREHOLDERS' GENERAL MEETING?

As from the date of the publication of the call to the Shareholders' General Meeting, the shareholders have the right to examine at the registered office of the Company, to request the immediate delivery or sending to them without charge (which delivery may be carried out by e-mail with confirmation of receipt, if the shareholder accepts this form of delivery), and to obtain through the corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>) a copy of the individual annual financial statements and management report of the Company and of the consolidated annual financial statements and management report of the Company and its subsidiaries, together with the respective audit reports, for fiscal year 2015, of the proposed resolutions, and of the other documents that must mandatorily be made available to the shareholders in connection with the holding of this Shareholders' General Meeting.

# HOW MAY I BECOME APPRISED OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS IN CONNECTION WITH THE ITEMS ON THE AGENDA?

From the date of publication of the call to the Shareholders' General Meeting, the full text of the proposed resolutions on the items included on the agenda of the call to meeting together with the mandatory reports of the Board of Directors on the proposed resolutions that require them or that have otherwise been deemed appropriate are made continuously available to the shareholders on the corporate website (<a href="https://www.gamesacorp.com">www.gamesacorp.com</a>).

In addition, the rest of the documents and information that on the occasion of the call of the Shareholders' General Meeting shall be legally put at the shareholders' disposal are also available to the shareholders on the Company's corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>).

### IF I HAVE ANY QUESTIONS CONCERNING THE INFORMATION, WHO CAN I ASK?

You can contact Gamesa's Office of the Shareholder (address: Parque Tecnológico de Bizakia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Vizcaya) / telephone: (34) 900 504 196 (hours: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 / e-mail: info accionista@gamesacorp.com).

## CAN I ASK QUESTIONS PRIOR TO OR DURING THE SHAREHOLDERS' GENERAL MEETING? WHOM AND CONCERNING WHAT MATTERS?

Until June 16 or 17, 2016, inclusive, you may request in writing the information or clarifications that you deem are required, or ask the written questions you deem relevant, regarding the matters included in the agenda of the call to meeting, the information accessible to the public which has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders' Meeting, i.e. since May 8, 2015, and regarding the auditors' reports on the Company's individual annual financial statements and management report and the consolidated annual financial statements and management report of the Company and its subsidiaries for fiscal year 2015.

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You may also request information or clarifications concerning such matters once the shareholder participation period begins during the course of the Shareholders' General Meeting.

In both cases, questions must be addressed to the Chairman of the Shareholders' General Meeting, which, in light of the contents thereof, may direct the answer to whom he/she considers more appropriate according to the *Shareholders' General Meeting Regulations*.

### WHEN AND HOW WILL MY QUESTIONS BE ANSWERED?

Any questions you ask up to and including June 16 or 17, 2016 will be answered in writing prior to or on the day that the Shareholders' General Meeting is held.

Requests for information made during the course of the Shareholders' General Meeting will be answered at that time. However, if they cannot be properly answered during the Shareholders' General Meeting, you will receive a written reply within seven days of the Meeting.

### 4. RIGHT TO PROXY REPRESENTATION

## CAN I BE REPRESENTED BY ANOTHER PERSON AT THE SHAREHOLDERS' GENERAL MEETING? NEED SUCH PERSON ALSO BE A GAMESA SHAREHOLDER?

Every shareholder having the right to attend may be represented at the General Shareholders' Meeting by another person, who need not be a shareholder.

### HOW MAY I BE REPRESENTED AT THE SHAREHOLDERS' GENERALMEETING?

The Company makes the following alternatives available to shareholders wishing to grant a proxy:

- (a) Deliver the attendance, proxy-granting, and distance voting card in advance at the Shareholder's Office (Parque Tecnológico de Bizakia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Vizcaya)).
- (b) Send the attendance, proxy-granting, and distance voting card by postal correspondence addressed to the Company at Parque Tecnológico de Bizakia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Vizcaya).
- (c) Complete the form on the proxy-granting software application available on the corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>), by electronic communication using your recognized electronic signature, based on the electronic certificate issued for this purpose by the Royal Spanish Mint (<a href="fabrica Nacional de Moneda y Timbre">fabrica Nacional de Moneda y Timbre</a>), AC CAMERFIRMA, S.A. or the Notary Certification Agency (<a href="Agencia Notarial de Certificación">Agency (Agencia Notarial de Certificación</a>) and in respect of which no revocation has been recorded.
- (d) Deliver the card at the office of your depositary acting as intermediary in order for such depositary to forward it to the Company.

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(e) Deliver the card to the proxy-holder for accreditation and registration at the registration desks available for such purpose, starting one hour prior to the time set for commencement of the Shareholders' General Meeting.

### WHAT ARE THE DEADLINES FOR GRANTING A PROXY FROM A DISTANCE?

Proxies granted by means of postal correspondence or through electronic means must, as a general rule, be received by the Company 24 hours in advance to the date and time set for the holding of the Shareholders' General Meeting on first call or on second call, as it may correspond, which means, before 12:00 p.m. of June 20 or 21, 2016.

Before the end of such period, you may, through the corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>) and under your recognized electronic signature, change, view, or cancel a previously-granted proxy, following the instructions provided on such website and provided it is technically feasible.

#### MAY THE PROXY GRANTED BE REVOKED?

Proxies are always revocable. Attendance by the shareholder granting the proxy at the Shareholders' General Meeting, whether in person or by having cast a vote from a distance on a date subsequent to the date on which the proxy was granted, shall have the effect of revoking the proxy granted. Proxies may also be cancelled by express revocation carried out by the same means used to grant the proxy, and must be revoked before 12:00 pm on the day prior to the date set for the holding of the Shareholders' General Meeting on first or second call, as it may correspond.

In the event that, as is likely, the General Shareholders' Meeting is held on second call, the revocation should be received before 12:00 pm on June 21, 2016.

#### 5. RIGHT TO VOTE

# HOW MANY VOTES IS EACH SHAREHOLDER (OR THE SHAREHOLDER'S PROXY) ATTENDING THE MEETING ENTITLED TO?

Each share present at the Shareholders' General Meeting in person or by proxy shall carry the right to one vote, without prejudice to the reasons for restriction on or exclusion of voting because of a conflict of interest or for other reasons, if any, provided by law or the Corporate Governance Rules.

#### WHERE AND HOW MUST I VOTE?

Proposed resolutions will be voted at the end of the Shareholders' General Meeting. Unless you state otherwise, you will be deemed to vote in favour of the proposals submitted by the Board of Directors.

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### **CAN I VOTE FROM A DISTANCE?**

Yes. The Company makes the following alternatives available to shareholders entitled to attend the Shareholders' General Meeting who wish to vote from a distance on the proposed resolutions regarding items included on the agenda of the call to meeting:

- (a) Deliver the attendance, proxy-granting, and distance voting card in advance at the Shareholder's Office (Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Vizcaya)).
- (b) Send the attendance, proxy-granting, and distance voting card by postal correspondence addressed to the Company (Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Vizcaya)).
- (c) Complete the electronic voting form available on the corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>), by electronic communication or by means of data transmission using the shareholder's recognised electronic signature, based on the electronic certificate issued by the Royal Spanish Mint (<a href="Fabrica Nacional de Moneda y Timbre">Fabrica Nacional de Moneda y Timbre</a>), CAMERFIRMA or the Notary Certification Agency (<a href="Agencia Notarial de Certificación">Agency (Agencia Notarial de Certificación</a>) and in respect of which no revocation has been recorded.
- (d) Deliver the card at the office of your depositary acting as intermediary in order for such depositary to forward it to the Company.

If you cast your vote by any of these means, you will be deemed present for purposes of the establishment of a quorum for the Shareholders' General Meeting.

### **UNTIL WHEN CAN I VOTE FROM A DISTANCE?**

If you elect to exercise your right to vote by postal correspondence or electronic means, your vote must be received by the Company, as general rule, with at least 24 hours of anticipation in relation to the date and time set for the holding of the Shareholders' General Meeting on first or second call, as it may correspond, which means, before 12:00 pm of June 20 or 21, 2016, respectively.

At the same time, before the end of the above-mentioned period you may, through the corporate website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>) and under your recognised electronic signature, change, view, or cancel the vote previously cast by electronic means, following the instructions provided on such corporate website and provided it is technically feasible.

# IF I VOTE FROM A DISTANCE AND PROPOSALS ARE MADE THAT DIFFER FROM THOSE OF THE BOARD OF DIRECTORS OR THAT CONCERN ITEMS NOT INCLUDED ON THE AGENDA OF THE CALL TO MEETING, HOW WILL MY SHARES BE VOTED?

In this case and unless you expressly provide otherwise, you will be deemed to have granted a proxy to the chairman of the Shareholders' General Meeting, who will be the one of the Board of Directors, and the rules governing conflicts of interest and those governing direction of the vote and absence of the proxy-holder will apply, as appropriate.

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## 6. RIGHT TO REQUEST PUBLICATION OF A SUPPLEMENT TO THE CALL AND TO SUBMIT WELL-FOUNDED PROPOSALS FOR RESOLUTIONS

### CAN I PROPOSE MATTERS FOR INCLUSION ON THE AGENDA? HOW?

Yes. Shareholders representing at least 3% of the share capital may request the publication of a supplement to the call to the Shareholders' General Meeting including one or more items on the agenda of the call to meeting, accompanied by the rationale therefore or by a well-founded proposal for a resolution, on the terms provided for by law and the Corporate Governance Rules.

#### HOW MUST THIS RIGHT BE EXERCISED? IS THERE A DEADLINE FOR DOING SO?

The right to request the publication of a supplement to the call to meeting must be exercised by duly authenticated notice addressed to the attention of the secretary of the Board of Directors of the Company, which must be received at the registered office within five (5) calendar days of the publication of the date of the notice of call.

The written notice whereby such rights are exercised must set forth the individual or corporate complete name of the requesting shareholder or shareholders and must be accompanied by appropriate documentation verifying the requesting party's status as a shareholder, in order for such information to be compared with the information provided by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A Unipersonal* (Iberclear), as well as by the text of the proposed item or items. The Board of Directors may require that the shareholder attach, if not already attached, the well-founded proposal or proposals for resolutions, and the report or reports providing the rationale for such proposed resolutions whenever required by law.

The supplement must be published in the same manner as the notice of call, not less than fifteen calendar days prior to the date set for the holding of the Shareholders' General Meeting on first call.

# CAN I SUBMIT WELL-FOUNDED PROPOSALS FOR RESOLUTIONS IN CONNECTION WITH ITEMS INCLUDED ON THE AGENDA? HOW AND WITHIN WHAT PERIOD?

Yes. Shareholders representing at least 3% of the share capital may submit well-founded proposals for resolutions on matters that are already included or must be included in the agenda of the notice of call on the terms provided for by law and the Corporate Governance Rules. The Company shall ensure the dissemination to the other shareholders of such proposals for resolutions and of the documentation, if any, attached thereto, in accordance with the provisions of law.

Such right must be exercised through the same channels and within the same periods as the right to request the publication of a supplement to the call to meeting.

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### 7. PARTICIPATION DURING THE GENERAL SHAREHOLDERS' MEETING

### MAY I PARTICIPATE DURING THE MEETING? ON WHAT TERMS MUST I DO SO?

Yes. If you wish to participate during the holding of the General Shareholders' Meeting, you may do so upon request, to be made at the time specified by the chairman of the General Shareholders' Meeting and, in any event, before the commencement of the shareholder participation period.

Shareholders' requests for participation shall be submitted to the Office of the Shareholder, accompanied by evidence of the shareholder's name and surname or their corporate name, as the case may be, and of the number of shares held or represented by them.

### 8. PUBLICITY OF THE SHAREHOLDERS' GENERAL MEETING

# HOW CAN I KNOW THE QUORUM AND THE RESULTS OF THE VOTES AT THE SHAREHOLDERS' GENERAL MEETING?

Both the quorum for the establishment of the Shareholders' General Meeting and the outcome of the votes will be available on the Company's website (<a href="www.gamescorp.com">www.gamescorp.com</a>) within five days of the end of the Shareholders' General Meeting.

## HOW CAN I ACCESS THE RESOLUTIONS ADOPTED AT THE SHAREHOLDERS' GENERAL MEETING?

The resolutions approved at the Shareholders' General Meeting will be available on the Company's website (<a href="www.gamesacorp.com">www.gamesacorp.com</a>) within five days of the end of the Shareholders' General Meeting. For further information, you may contact Gamesa's Office of the Shareholder (<a href="mailto:info">info</a> accionista@qamesacorp.com).

### 9. <u>ATTENDANCE FEE AND ATTENDANCE GIFT</u>

### WILL AN ATTENDANCE FEE BE PAID?

The Company will not pay an attendance fee to the shareholders present in person or by proxy at the Shareholders' General Meeting.

### WILL I RECEIVE AN ATTENDANCE GIFT?

The Company will not deliver a gift to the shareholders that attend the Shareholders' General Meeting.

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### 10. ELECTRONIC SHAREHOLDERS' FORUM

### WHAT IS THE ELECTRONIC SHAREHOLDERS' FORUM?

It is a tool provided by the Company on its website (<u>www.gamesacorp.com</u>) to facilitate communication among its shareholders in connection with the call to and until the holding of each Shareholders' General Meeting.

#### WHO CAN USE THE ELECTRONIC SHAREHOLDERS' FORUM?

Access to and use of the Electronic Shareholders' Forum is reserved exclusively for individual shareholders of the Company, as well as for voluntary shareholder associations validly established and registered in the special registry provided for such purpose at the National Securities Market Commission according to the current legislation.

# HOW MAY I ACCESS THE ELECTRONIC SHAREHOLDERS' FORUM? HOW CAN I REGISTER IN THE ELECTRONIC SHAREHOLDERS' FORUM?

In order to be able to access and use the Electronic Shareholders' Forum, the above-mentioned shareholders and voluntary shareholder associations must register as "Registered Users" by filling in the respective registration form, providing evidence of their status as shareholders of the Company or as a duly organised voluntary shareholder association registered with the CNMV in the manner spelled out in such form.

In the case of shareholders that are legal entities and of voluntary shareholder associations, due evidence must be provided in the form, in the manner established for such purpose, of the authority of the person seeking to access the Electronic Shareholders' Forum.

### WHAT KIND OF COMMUNICATIONS CAN I SEND?

Users of the Electronic Shareholders' Forum may only send, for publication therein, communications for the following purposes:

- (a) Proposals intended to be submitted as a supplement to the agenda announced in the call to the Shareholders' General Meeting.
- (b) Requests of support for such proposals.
- (c) Initiatives to reach the percentage required to exercise a minority right provided for in the law or in the Corporate Governance Rules.
- (d) Proxy offers or solicitations.

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# CAN I EXERCISE MY RIGHTS AS A SHAREHOLDER THROUGH THE ELECTRONIC SHAREHOLDERS' FORUM?

All rights and powers that the shareholders wish to exercise must be exercised through the legally established channels, as provided, as to all applicable matters, in the law and in the internal regulations of the Company, such that the Electronic Shareholders' Forum is not, in any case, a valid channel for such purpose.

#### CAN I GIVE NOTICES TO THE COMPANY THROUGH THE ELECTRONIC SHAREHOLDERS' FORUM?

The Electronic Shareholders' Forum is not a channel of communication between the Company and its users. Accordingly, no communication made through or published in the Electronic Shareholders' Forum may be deemed, in any case, to be a notice to the Company for any purpose and, in particular, for purposes of the exercise of any right that the users thereof may have, whether individually or collectively, nor shall any such communication satisfy the requirements established in the law and in the Corporate Governance Rules of the Company for the exercise of any of such rights or for the development of initiatives and actions by the shareholders.

### WHERE MAY I FIND FURTHER INFORMATION ON THE ELECTRONIC SHAREHOLDERS' FORUM?

If you wish to obtain further information on Gamesa's Electronic Shareholders' Forum, you may view its Regulations on the Company's website (<a href="https://www.gamesacorp.com">www.gamesacorp.com</a>).

### 11. SHAREHOLDER'S REMUNERATION

### WHAT IS GAMESA'S SHAREHOLDER COMPENSATION POLICY?

The shareholder's remuneration policy<sup>1</sup> establishes that not existing circumstances that justify its amendment, the remuneration of the shareholder shall be linked to the evolution of the benefit off Gamesa.

In this sense, the Company's general policy is to maintain its pay-out at the level it has been applying historically, which is around 25% of the net profits in the consolidated annual financial statements of the companies' Group of which Gamesa is the dominant company, in any of the forms of compensation described in the Shareholder's Remuneration Policy.

### WHAT WILL BE THE TOTAL SHAREHOLDER COMPENSATION FOR FISCAL YEAR 2015?

The compensation proposed by the Board of Directors to the shareholders at the Shareholders' General Meeting with a charge to fiscal year 2015 will amount to 0.1524 euro gross per share through the payment of a cash dividend.

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<sup>&</sup>lt;sup>1</sup> http://www.gamesacorp.com/recursos/doc/accionistas-inversores/gobierno-corporativo/politicas-corporativas/corp-governance-policies/remuneration-policy-of-the-shareholder.pdf



### WHEN WILL GAMESA COMPENSATE ITS SHAREHOLDERS?

The payment of the cash dividend proposed to the shareholders at the Shareholders' General Meeting is foreseen to take place on July 4, 2016.

#### WHEN DO I HAVE TO HOLD THE SHARES TO RECEIVE COMPENSATION?

In order to benefit from the cash dividend, you must hold the shares in your name in the correspondent accounting note register at the closing of the day determined by the Board of Directors (to be publicly disclosed with sufficient anticipation), as provided in the respective resolution adopted by the shareholders at the Shareholders' General Meeting, the proposal for which will be available to the public on the Company's corporate website (www.gamesacorp.com) from the date of publication of the call to Meeting.

### 12. INFORMATION ABOUT THE ITEMS ON THE AGENDA

- 1. Approval of the Company's individual and consolidated with its dependent companies annual accounts of fiscal year 2015. Where is the most relevant information to be found?
  - View the Annual Financial Report of the Company for the fiscal year 2015. http://www.gamesacorp.com/en/investors-and-shareholders/financial-information/
- 2. Approval of the Company's individual and consolidated with its dependent companies management report of fiscal year 2015. Where is the most relevant information to be found?
  - View the Annual Financial Report of the Company for the fiscal year 2015. http://www.gamesacorp.com/en/investors-and-shareholders/financial-information/
- 3. Approval of the Company's management and acting of the Board of Directors during fiscal year 2015. Where is the most relevant information to be found?
  - View the Annual Financial Report of the Company for the fiscal year 2015. <a href="http://www.gamesacorp.com/en/investors-and-shareholders/financial-information/">http://www.gamesacorp.com/en/investors-and-shareholders/financial-information/</a>
- 4. Approval of the allocation of profit and loses and the distribution of the dividend of fiscal year 2015. Where is the most relevant information to be found?
  - View the Annual Financial Report of the Company for the fiscal year 2015. <a href="http://www.gamesacorp.com/en/investors-and-shareholders/financial-information/">http://www.gamesacorp.com/en/investors-and-shareholders/financial-information/</a>
- 5. Ratification of the appointment by cooption and re-election as Director of Ms. Gema Góngora Bachiller (as external proprietary director), as well as the re-election as Directors of Mr. Ignacio Martín San Vicente (as executive director) and Ms. Sonsoles Rubio Reinoso (as external proprietary director). Where is the most relevant information to be found?

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View the Board of Directors' and Appointments Committee's reports regarding these proposals. <a href="http://www.gamesacorp.com/en/investors-and-shareholders/corporate-governance/general-meetings/">http://www.gamesacorp.com/en/investors-and-shareholders/corporate-governance/general-meetings/</a>

6. Delegation of faculties. Where is the most relevant information to be found?

View the agreements proposals. <a href="http://www.gamesacorp.com/en/investors-and-shareholders/corporate-governance/general-meetings/">http://www.gamesacorp.com/en/investors-and-shareholders/corporate-governance/general-meetings/</a>

7. Consultative voting of the Annual Report about the remuneration of the directors on fiscal year 2015. Where is the most relevant information to be found?

View the Annual Report about the remuneration of the directors on fiscal year 2015. <a href="http://www.gamesacorp.com/recursos/doc/accionistas-inversores/gobierno-corporativo/informes-gobierno/informe-remuneraciones-en/2015-annual-report-about-remuneration.pdf">http://www.gamesacorp.com/recursos/doc/accionistas-inversores/gobierno-corporativo/informes-gobierno/informe-remuneraciones-en/2015-annual-report-about-remuneration.pdf</a>

#### 13. OTHER GENERAL QUESTIONS

### WHERE CAN I OBTAIN FURTHER INFORMATION ON THE SHAREHOLDERS' GENERAL MEETING?

In order to obtain further information on the Shareholders' General Meeting, you can:

- (a) Check the corporate website (<u>www.gamesacorp.com</u>);
- (b) Contact the Office of the Shareholder through any of the following means:
  - (i) By telephone: + (34) 900 504 196 (hours: mornings from 9:00 am to 2:00 pm; afternoons from 4:00 pm to 6:00 pm; Friday, from 9:00 am to 2:30 pm).
  - (ii) Personally at: Technological Park of Bizkaia, Building 222, Ibaizabal Bidea, 48170 Zamudio (Vizcaya).
  - (iii) By e-mail: info\_accionista@gamesacorp.com.

During the conduct of the Shareholders' General Meeting, the Office of the Shareholder will be located at the Auditorium of Building 101 (Barco Building) of the Technological Park of Bizkaia (Ibaizabal Bidea), Zamudio (Vizcaya).

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