



Notice of call: 2016 Shareholders' General Meeting

Notice of call to the 2016
Shareholders' General
Meeting of "**Gamesa
Corporación Tecnológica,
S.A.**"



GAMESA CORPORACIÓN TECNOLÓGICA, SOCIEDAD ANÓNIMA 2016 SHAREHOLDERS' ORDINARY GENERAL MEETING

The Board of Directors of Gamesa Corporación Tecnológica, Sociedad Anónima agreed in its meeting of May 4, 2016 to call the Shareholders' Ordinary General Meeting of the company, which will be held at the first call on Tuesday June 21, 2016 at 12:00 p.m. in the Auditorium of the **Building 101** (Barco Building) **of the Technological Park of Bizkaia**, located in **Zamudio (Vizcaya)**, Ibaizabal Bidea, and in the event of there not being the quorum of attendance required by Law, it will be held at the second call on **Wednesday June 22, 2016** at **12:00 p.m.**, at the same place and time, with the purpose of deliberate and take agreements about the issues included in the following

Agenda

ITEMS RELATING TO THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT OF THE COMPANY:

ONE.- 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.

TWO.- 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.

THREE.- Examination and approval, if applicable, of the management and actions of the Board of Directors during the fiscal year ended on December 31, 2015.

ITEM RELATING TO THE ALLOCATION OF RESULTS:

FOUR.- 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.

ITEMS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:

FIVE.- 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.

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SIX.- Re-election of Mr. Ignacio Martín San Vicente as director of the Company, as an executive director, for the statutory period of four years.

SEVEN.- 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.

ITEM RELATING TO GENERAL MATTERS:

EIGHT.- 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.

ITEM SUBMITTED FOR CONSULTATIVE VOTING:

NINE.- 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.

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 Shareholders' General Meeting is systemized and developed.

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

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 Shareholders' General 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 twelve (12) a.m. of June 16 or 17, respectively.

Every shareholder having the right to attend may be represented at the Shareholders' General 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.

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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, Ibaibabal Bidea, 48170 Zamudio (Vizcaya) 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) 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 Law, the By-Laws and the Shareholders' General 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) and in the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Vizcaya)).

III. Right to supplement the notice of call to meeting and presentation of new agreement proposals

According to article 519 of the Capital Companies Law the shareholders that represent, at least, three (3) per cent of the share capital, may request the publication of a supplement of the notice of call of the Shareholders' General Meeting including one or more items in the Agenda, as long as the new items are accompanied by a justification or, if applicable, by a justified agreement proposal. The supplement of the notice of call will be published, at least, fifteen (15) days in advance to the date indicated for the first call of the Shareholders' General Meeting.

Likewise, the shareholders that represent, at least, three (3) per cent of the share capital may present, in the same period of time mentioned in the previous section, justified agreement proposals about issues included or that shall 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).

The exercise of these rights 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 these rights will be carried out according to the Capital Companies Law, the By-Laws and the Shareholders' General Meeting Regulations and in accordance with the instructions contained in the Shareholder's Guide.

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IV.- Right to receive information

The following documents and information are made available to the shareholders in electronic format and interrupted on the corporate website (www.gamesacorp.com) in accordance with the Company's commitment of respect for and protection of the environment:

(1) the notice of call to the Shareholders' General Meeting; (2) the communication of the significant event (*hecho relevante*) sent to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) in relation to the call of the Shareholders' General Meeting; (3) the full text of the proposed agreements of all the items included on the Agenda; (4) the individual Annual Financial Statements of Gamesa Corporación Tecnológica, Sociedad Anónima and the Annual Consolidated Financial Statements of the Company and its subsidiaries for the fiscal year ended on December 31, 2015, as well as the respective auditor's reports; (5) the Company's individual management report and the consolidated management report of the Company and its subsidiaries of the fiscal year ending on December 31, 2015; (6) the directors' liability statement provided for in Sections 118 and 124 of the Securities Market Law that, with the documents mentioned in the two previous sections, constitute the annual financial report of the Company for fiscal year 2015; (7) the frame report of the Board of Directors about the ratification and re-election of directors included in items five, six and seven, in which likewise the individual reports and the professional and biographical profile and other mandatory information of each of the directors whose ratification, if necessary, and re-election is proposed in the aforementioned items of the agenda; (8) the favorable reports of the Appointments Committee about, respectively; (i) the ratification of the appointment and the re-election of Ms. Gema Góngora Bachiller as non-executive proprietary director; (ii) the re-election of Mr. Ignacio Martín San Vicente as executive director; and (iii) the re-election of Ms. Sonsoles Rubio Reinoso as non-executive proprietary director; (9) the Annual Report about the Remuneration of the members of the Board of Directors for the fiscal year 2015 included in the item nine of the Agenda; (10) the Annual Corporate Governance Report of 2015; (11) the annual activities report of the Audit and Compliance Committee of 2015; (12) the annual activities report of the Appointments and Remuneration Committee of 2015; (13) the report about the independence of the auditor; (14) the report of the Audit and Compliance Committee about its interventions during 2015 regarding the related party transactions; (15) the sustainability report of 2015; (16) the shareholder's guide approved by the Board of Directors; (17) the restated current texts of the By-Laws, the Shareholders' General Meeting Regulations, the Board of Directors Regulations and other internal regulations; and (18) the model-form of assistance, proxy representation and distance voting card.

Additionally, the shareholders will have at their disposal on the corporate website (www.gamesacorp.com) the information related to the total number of shares and voting rights at the date of the publication of the notice of call.

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Without prejudice to the foregoing, and according to article 272 of the Capital Companies Law, since the date of publication of the call, the shareholders have the right to examine the following documents at the registered office of the Company and to request that such documents be delivered or sent to them immediately and without charge (these documents may be sent by e-mail, with confirmation of receipt, if the shareholder accepts such delivery): the individual and consolidated annual financial statements and management reports of Gamesa Corporación Tecnológica, Sociedad Anónima, together with the corresponding auditor's reports regarding the fiscal year 2015, and the duly reports of the Board of Directors, as well as the other documents that must be made available to the shareholders in connection with the holding of this Shareholders' General Meeting.

According to article 520 of the Capital Companies Law, the shareholders may request to the Board of Directors, on writing until the fifth previous day to the date of the Shareholders' General Meeting, or verbally during its celebration, the clarifications that they may deem necessary about the information available to the public that the Company may have submitted to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) from the celebration of the previous Shareholders' General Meeting and about the auditor's report and managements reports, individual of the Company and consolidated with its dependent companies, of the fiscal year 2015.

In order to fulfil the second paragraph of Article 539.2 of the Capital Companies Law, from the publication of this call an Electronic Shareholders' Forum will be put into operation on the website of the Company (www.gamesacorp.com). The regulations and the form that shall be filled out to participate in it are available on the website of the Company.

For further information regarding the Shareholders' General Meeting, the shareholders may contact the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, 48170 Zamudio (Vizcaya, Spain) / Telephone: (34) 900 504 196 (hours: mornings from 9:00 a.m. to 14:00 p.m.; afternoons from 16:00 p.m. to 18:00 p.m.; Fridays from 9:00 a.m. to 14:30 p.m.) / E-mail: info_accionista@gamesacorp.com)

V.- Participation of a Notary Public in the Shareholders' General Meeting

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

VI.- 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 Shareholders' General 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 Shareholders' General Meeting). For such purposes, the data shall be included in files for which Gamesa Corporación Tecnológica,

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Sociedad Anónima is responsible. This data will be given to the Notary Public exclusively for the preparation of the minutes of the Shareholders' General 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 (Vizcaya, 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 Shareholders' General Meeting shall be recorded by audiovisual means in order to facilitate the viewing and listening in on 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). By entering to the venue of celebration of the Shareholders' General 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 Shareholders' General Meeting will be held on second call on **June 22, 2016**, Wednesday, at **12:00 p.m.** at the Auditorium of the **Building 101** (Barco Building) of the **Parque Tecnológico de Bizkaia**, (Ibaizabal Bidea, Zamudio (Vizcaya).

Zamudio (Vizcaya), May 12, 2016

Carlos Rodríguez-Quiroga Menéndez
The Secretary of the Board of Directors

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