

**REPORT OF THE APPOINTMENTS COMMITTEE OF GAMESA CORPORACIÓN  
TECNOLÓGICA, S.A. REGARDING THE PROPOSAL  
TO REELECT SONSOLES RUBIO REINOSO  
AS PROPRIETARY DIRECTOR OF THE COMPANY**

Zamudio, Biscay, on 29 March 2016; the Appointments Committee (the "**Committee**") of Gamesa Corporación Tecnológica, S.A. ("**Gamesa**" or the "**Company**") unanimously agreed to issue and submit to the Board of Directors the present favorable report regarding the reelection of Sonsoles Rubio Reinoso as proprietary director of the Company for a statutory period of four years, a proposal that is scheduled to be presented to the next General Shareholders Meeting of the Company for approval.

**1. Introduction**

The present report is issued in compliance with articles 529 decies 6 of the Spanish Corporate Enterprises Act and 6.2 (b) of the Regulations of the Appointments Committee, which state that this Committee shall report proposals for reelection of proprietary directors for their submission to the General Shareholders Meeting and concerning their continuance as members of advisory committees.

Further, this Committee must reach a decision regarding the maintenance of the category assigned to each director in case of reelection.

Sonsoles Rubio Reinoso was last reelected as director of Gamesa by the General Shareholders Meeting on 29 June 2012 for a statutory term of four years, expiring in 2016.

In this regard, the Committee has examined the appropriateness of her reelection and the continuance of the circumstances that had determined her secondment to the category of proprietary director, and thus the necessary verifications and assessments were conducted for said purpose, whose conclusions are in the present report.

**2. Continuance of the requirements to be a director of the Company and compliance with the *Director Selection Policy***

In keeping with the Director Selection Policy, with a view to advising the Board of Directors in the examination of the needs of the Company to determine the appropriateness to reelect, in particular, Sonsoles Rubio Reinoso as board director, the Committee has expressly verified the continuing satisfaction thereby of the requirements that directors at Gamesa must meet: independence of criteria, renowned professional prestige, character and ability, moral solvency, competence and experience.

In particular, the Committee has found that the conduct and professional career of the candidate is fully aligned with the principles set forth in Gamesa's Director Selection Policy and Code of Conduct, and that she is not involved in any cause of incompatibility or unsuitability to hold the post.

The Committee has likewise examined the degree of dedication that Mrs. Rubio Reinoso has given to her post as director during her recent term in addition to performance, concluding favorably regarding the particulars thereof and with a very positive appraisal of the quality of the candidate's work.

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Additionally, the Committee has analyzed the current needs of the Board of Directors, considering the businesses operated by the Gamesa Group and its geographical scope, together with its own needs for managing a multinational entity such as the Company, the requirements arising from its commitment to social involvement and the principles of *Corporate Social Responsibility*.

Based on the conclusions of said examination, the Board of Directors should comprise members with a broad experience in the sectors of finance and internal auditing who have a deep understanding of the internal workings of large multinational companies, which Mrs. Rubio Reinoso has more than demonstrated in her extensive professional career in these fields.

Specifically, the Committee has favorably valued the knowledge and experience of the candidate for reelection, and expects her to continue contributing to the excellence of the Company's Board of Directors and the creation of sustainable value by Gamesa. The Committee therefore finds that her reelection and continuance as member of the Audit and Compliance Committee is appropriate.

### **3. Assessment of the suitable balance in the Board of Directors**

The Committee considers that the reelection of Mrs. Rubio Reinoso as director will preserve a plurality of perspectives in the Board of Directors so as to enrich discussions, debates and decision-making processes.

The diversity in the composition of the Board of Directors would also be preserved with the presence of three female directors (i.e., 27% of the total) in line with the goal to have the number of female directors represent at least 30% of the total members of the body by 2020.

### **4. Category of the director**

The Committee has verified that the circumstances determining the secondment of Mrs. Rubio Reinoso to the category of proprietary director have not changed.

### **5. Conclusion**

The Committee has unanimously concluded to issue a favorable report regarding the reelection of Sonsoles Rubio Reinoso as proprietary director of the Company and her continuance as member of the Audit and Compliance Committee for a statutory term of four years.

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