

Announcement: Call to the 2019 Annual General Meeting of Shareholders

Announcement of the call to
the 2019 Annual General
Meeting of Shareholders of
“**Siemens Gamesa
Renewable Energy, S.A.**”

**SIEMENS GAMESA RENEWABLE ENERGY, SOCIEDAD ANÓNIMA
2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

At its meeting of 20 February 2019, the Board of Directors of Siemens Gamesa Renewable Energy, Sociedad Anónima resolved to call the Annual General Meeting of Shareholders of the Company, to be held on **Wednesday 27 March 2019 at 12:00**, on first call, at the Mitxelena Auditorium of **Bizkaia Aretoa** in Bilbao, Avenida Abaindoibarra 3, or, in the event that the legally required quorum is not met, on Thursday 28 March 2019 at 12:00, on second call, at the same place, in order to deliberate and adopt resolutions regarding the matters included in the following

Agenda

ITEMS RELATING TO THE ANNUAL ACCOUNTS AND TO CORPORATE MANAGEMENT:

One.- Examination and approval, if appropriate, of the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and notes) of Siemens Gamesa Renewable Energy, Sociedad Anónima, as well as of the consolidated Annual Accounts of the Company and its subsidiaries (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and notes), for the financial year ended on 30 September 2018.

Two.- Examination and approval, if appropriate, of the individual management report of Siemens Gamesa Renewable Energy, Sociedad Anónima and of the consolidated management report of the Company and its subsidiaries for the financial year ended on 30 September 2018.

Three.- Examination and approval, if appropriate, of the sustainability report of Siemens Gamesa Renewable Energy, Sociedad Anónima for the financial year ended 30 on September 2018.

Four.- Examination and approval, if appropriate, of the management and activities of the Board of Directors during the financial year ended on 30 September 2018.

ITEM RELATING TO SHAREHOLDER REMUNERATION:

Five.- Examination and approval, if appropriate, of the proposed allocation of profits/losses and distribution of dividends of Siemens Gamesa Renewable Energy, Sociedad Anónima for the financial year ended on 30 September 2018.

ITEMS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:

Six.- Ratification of the appointment by co-option and re-election of Mr Miguel Ángel López Borrego as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of proprietary non-executive director, for the bylaw-mandated four-year term.

Seven.- Ratification of the appointment by co-option and re-election of Mr Pedro Azagra Blázquez as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of proprietary non-executive director, for the bylaw-mandated four-year term.

Eight.- Ratification of the appointment by co-option and re-election of Mr Rudolf Krämmer as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of independent non-executive director, for the bylaw-mandated four-year term.

Nine.- Re-election of Mr Andoni Cendoya Aranzamendi as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of independent non-executive director, for the bylaw-mandated four-year term.

Ten.- Re-election of Ms Gloria Hernández García as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of independent non-executive director, for the bylaw-mandated four-year term.

ITEM RELATING TO THE RE-ELECTION OF THE COMPANY'S STATUTORY AUDITOR:

Eleven.- Re-election of Ernst & Young, Sociedad Limitada as statutory auditor of Siemens Gamesa Renewable Energy, Sociedad Anónima and of its consolidated Group for financial year 2019.

ITEMS RELATING TO THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS:

Twelve.- Approval of a new Policy of Remuneration of Directors of Siemens Gamesa Renewable Energy, Sociedad Anónima for financial years 2019, 2020 and 2021.

Thirteen.- Approval, as the case may be, of the amendment of the Long-Term Incentive Plan for the period running from fiscal year 2018 through 2020, which involves the delivery of shares of Siemens Gamesa Renewable Energy, Sociedad Anónima tied to the achievement of certain strategic objectives, addressed to the CEO, Top Management, certain Managers and employees of Siemens Gamesa Renewable Energy, Sociedad Anónima and, as if appropriate, of the subsidiaries.

ITEM RELATING TO GENERAL MATTERS:

Fourteen.- Delegation of powers for the formalisation and implementation of all the resolutions adopted by the shareholders at the General Meeting of Shareholders, for the conversion thereof into a public instrument and for the interpretation, correction, supplementation or further development thereof until all required registrations are accomplished.

ITEM SUBMITTED TO A CONSULTATIVE VOTE:

Fifteen.- Consultative vote on the Annual Director Remuneration Report of Siemens Gamesa Renewable Energy, Sociedad Anónima for financial year 2018.

INFORMATION TO BE PROVIDED TO THE SHAREHOLDERS AT THE GENERAL MEETING OF SHAREHOLDERS:

Information will be provided to the shareholders at the General Meeting of Shareholders regarding the amendments to the Regulations of the Board of Directors approved on 23 March 2018.

I.- Shareholder's Guide

Within the framework of the commitments assumed by Siemens Gamesa Renewable Energy, Sociedad Anónima in its Corporate Governance Policy, and in order to encourage the informed participation of the shareholders at the General Meeting of Shareholders, the Board of Directors of the Company has approved a Shareholder's Guide that systematises and further develops the regulations governing the proceedings at the General Meeting of Shareholders.

The Shareholder's Guide is available to all shareholders on the Company's corporate website (www.siemensgamesa.com) and at the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)).

II.- Rights to Attend, to Proxy Representation and to Absentee Voting

The holders of at least one (1) share having the right to vote may attend the General Meeting of Shareholders and take part in the deliberations thereat, with the right to be heard and to vote, provided that they have the shares registered in their name in the respective book-entry register five (5) calendar days in advance of the day set for the holding of the General Meeting of Shareholders on first or second call, as applicable, i.e. before 24:00 on 22 or 23 March, respectively.

All shareholders having the right to attend may be represented at the General Meeting of Shareholders by another person, whether or not a shareholder, by giving a proxy in writing or by postal or electronic correspondence in a manner such that adequate evidence of the identity of the shareholder giving the proxy is provided.

Shareholders having the right to attend may also cast an absentee vote on the proposals relating to items included in the agenda, either by post (by sending the attendance, proxy and absentee voting card to the Shareholder's Office of Siemens Gamesa Renewable Energy, Sociedad Anónima, located at Edificio 222, Parque Tecnológico de Bizkaia, Ibaizabal Bidea, 48170 Zamudio (Biscay)) or electronically (by means of a valid digital certificate (electronic national identity document (DNI) or electronic certificate issued by the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda (FNMT-RCM)*)), in respect of which no revocation has been recorded; or with user code and password), using the application available on the corporate website (www.siemensgamesa.com).

The rights to attend, to proxy representation and to absentee voting shall be exercised pursuant to the provisions of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), the By-Laws and the Regulations for the General Meeting of Shareholders, and in accordance with the instructions contained in the Shareholder's Guide.

The sample form of attendance, proxy and absentee voting card is available to all shareholders on the Company's corporate website (www.siemensgamesa.com) and at the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)).

III. Supplement to the Call to Meeting and Submission of New Proposed Resolutions

Pursuant to the provisions of section 519 of the Corporate Enterprises Act, shareholders representing at least three (3) per cent of the share capital may request the publication of a supplement to the call to the General Meeting of Shareholders including one or more items in the agenda, provided that the new items are accompanied by the rationale therefor or, if applicable, by a well-founded proposed resolution. The supplement to the call to meeting shall be published at least fifteen (15) days in advance of the date set for the holding of the General Meeting of Shareholders on first call.

In addition, shareholders representing at least three (3) per cent of the share capital may, within the same period set forth in the preceding paragraph, submit well-founded proposed resolutions regarding matters already included or that should be included in the agenda, the dissemination to the other shareholders of which shall be ensured by means of the publication thereof on the corporate website (www.siemensgamesa.com).

Such rights must be exercised by means of duly authenticated notice, addressed to the attention of the Secretary of the Board of Directors, which must be received at the registered office within five (5) days of the date of publication of this call to meeting.

In any event, such rights shall be exercised pursuant to the provisions of the Companies Act, the By-Laws and the Regulations for the General Meeting of Shareholders, and in accordance with the instructions contained in the Shareholder's Guide.

IV.- Right to Receive Information

The documents and information listed below are made available to the shareholders, in electronic format and on a continuous basis, on the corporate website (www.siemensgamesa.com) in accordance with the Company's commitment to respect and protect the environment:

(1) the announcement of the call to the General Meeting of Shareholders; (2) the notice of significant event (hecho relevante) sent to the National Securities Market Commission in connection with the call to the General Meeting of Shareholders; (3) the full text of the proposed resolutions relating to the items included on the agenda; (4) the individual annual accounts of Siemens Gamesa Renewable Energy, Sociedad Anónima and the consolidated annual accounts of the Company and its subsidiaries for the financial year ended on 30 September 2018, as well as the respective audit reports; (5) the individual management report of the Company and the consolidated report of the Company and its subsidiaries for the financial year ended 30 September 2018; (6) the Sustainability Report of Siemens Gamesa Renewable Energy, Sociedad Anónima for financial year 2018; (7) the statement of responsibility of the directors provided for in sections 118 and 124 of the Securities Market Act (*Ley del Mercado de Valores*) which, together with the documents mentioned in the three preceding sections, constitutes the annual financial report of the Company for the financial year ended 30 September 2018; (8) the master report of the Board of Directors regarding the ratification and/or re-election directors in items six, seven, eight, nine and ten of the agenda, including the individual reports and the required professional and biographical profile of each of the directors for which any ratification and/or re-election is proposed under said items on the agenda; (9) the favourable report of the Appointments and Remuneration Committee regarding the ratification of the appointment by co-option and re-election of Mr Miguel Ángel López as a proprietary non-executive director; (10) the favourable report of the Appointments and Remuneration Committee regarding the ratification of the appointment by co-option and re-election of Mr Pedro Azagra Blázquez as a proprietary non-executive director; (11) the reasoned proposal of the Appointments and Remuneration Committee regarding the ratification of the appointment by co-option and re-election of Mr Rudolf Krämmer as an independent non-executive director; (12) the reasoned proposal of the Appointments and Remuneration Committee regarding the re-election of Mr Andoni Cendoya Aranzamendi as an independent, non-executive director; (13) the reasoned proposal of the Appointments and Remuneration Committee regarding the re-election of Ms Gloria Hernández García as an independent non-executive director; (14) the proposed new Policy of Remuneration of Directors for financial years 2019, 2020 and 2021, the approval of which is proposed under item twelve of the agenda, and the reasoned report thereon; (15) the report relating to item thirteen on the agenda for the General Meeting of Shareholders regarding the proposed approval of the amendment of the Long-Term Incentive Plan for the period running from fiscal year 2018 through 2020, which involves the delivery of shares of Siemens Gamesa Renewable Energy, Sociedad Anónima tied to the achievement of certain strategic objectives; (16) the Annual Director Remuneration Report for financial year 2018 included in item fifteen on the agenda; (17) the report on the amendments to the Regulations of the Board of Directors approved by the Board of Directors at its meeting of 23 March 2018, which includes the new text thereof; (18) the Annual Corporate Governance Report for financial year 2018; (19) the annual activities report of the Audit, Compliance and Related Party Transactions Committee for financial year 2018; (20) the annual activities report of the Appointments and Remuneration Committee for financial year 2018; (21) the annual report on the independence of the statutory auditor; (22) the report of the Audit, Compliance and Related Party Transactions Committee regarding its activities in connection with related-party transactions during financial year 2018; (23) the annual report on the application of the Policy on Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors; (24) the report on the level of compliance with the Global Corporate Social Responsibility Policy; (25) the Shareholder's Guide approved by the Board of Directors; (26) the current restated texts of the By-Laws, the Regulations for the General Meeting of Shareholders, the Regulations of the Board of Directors and other internal rules; and (27) the sample form of attendance, proxy and absentee voting card.

In addition, the information regarding the total number of shares and voting rights as of the date of publication of the announcement of the call to meeting shall be available to the shareholders on the corporate website (www.siemensgamesa.com).

Without prejudice to the foregoing and pursuant to section 272 of the Corporate Enterprises Act, as from the date of publication of the announcement on the call to meeting, shareholders are entitled to examine at the registered office and to request the immediate delivery or shipping 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) of a copy of the individual and consolidated annual accounts and management reports of Siemens Gamesa Renewable Energy, Sociedad Anónima, together with the respective audit reports for the financial year ended 30 September 2018, as well as of the proposed resolutions and reports of the Board of Directors, which include the proposal for a new Policy of Remuneration of the Directors and the corresponding report of the Appointments and Remuneration Committee, as well as the other documents that must be made available to the shareholders in connection with the holding of this General Meeting of Shareholders.

Pursuant to section 520 of the Corporate Enterprises Act, shareholders may request of the Board of Directors, in writing, until the fifth day prior to the date set for the holding of the General Meeting of Shareholders, or verbally during the holding thereof, the clarifications that they deem are required regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Meeting of Shareholders, and regarding the audit reports on the individual annual accounts and management report of the Company and on the consolidated annual accounts and management report of the Company and its subsidiaries for financial year ended 30 September 2018.

In order to comply with the provisions of the second paragraph of section 539.2 of the Corporate Enterprises Act, an Electronic Shareholders' Forum shall be enabled on the Company's website (www.siemensgamesa.com) as from the publication of this call to meeting. The regulations governing its operation and the form that must be completed to participate therein are available on the Company's website.

For further information on the General Meeting of Shareholders, shareholders can contact the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Biscay, Spain) / Telephone: (+34 900 802 492) (hours: Monday to Friday from 10:00 to 19:00) / E-mail: info_accionista@siemensgamesa.com).

V.- Participation of a Notary at the General Meeting of Shareholders

The Board of Directors has resolved to request the presence of a Notary to prepare the notarial minutes of the General Meeting of Shareholders.

VI.- Personal data protection

The personal data that appear in this document or in any other document for the general meeting, those that the shareholders and any representatives thereof provide to Siemens Gamesa Renewable Energy, Sociedad Anónima upon the exercise or delegation of their rights to receive information, to attend, to proxy representation and to vote at the General Meeting of Shareholders, or those that are provided for these purposes by the financial institutions and by the investment services companies that are depositaries or custodians of the shares held by such shareholders as well as by the entities in charge of the book-entry registers pursuant to securities market regulations, and the data obtained through the recording of the general meeting (i.e. image and voice) will be processed by Siemens Gamesa Renewable Energy, Sociedad Anónima in order to manage and control both the shareholding relationship and the call to and holding, audiovisual recording and public dissemination of the general meeting on the corporate website (www.siemensgamesa.com), as well as to comply with its obligations under the law. The processing is necessary for said purposes, and the legitimacy of such processing rests upon performance of the shareholding relationship and compliance with obligations under the law.

If a shareholder includes personal data of individuals other than the shareholder in the attendance, proxy and absentee voting card, and if a third party attends the general meeting, the data subject must advise them of the details set forth in this clause and comply with any other requirements that may apply for the proper transfer of such personal data to Siemens Gamesa Renewable Energy, Sociedad Anónima, without the latter having to take any additional action vis-à-vis the interested parties. The legal bases underpinning the processing of data of such third parties are the same as those applicable to the shareholders as described above.

The notary who will attend the general meeting and prepare the minutes thereof will have access to the data, which data may be provided to third parties in exercise of the right to receive information contemplated by law or accessed by the public to the extent they appear in the documentation available on the corporate website (www.siemensgamesa.com) or are mentioned at the General Meeting of Shareholders, the proceedings of which may be subject to public dissemination on said website and on accredited media. By attending the general meeting (whether in person or remotely), attendees agree to the taking of photographs, the audiovisual recording of their image and/or voice, as well as to the reproduction and/or publication and dissemination thereof upon the terms set forth above. The legal basis underpinning the processing of data consisting of image and/or voice is both the legitimate interest of Siemens Gamesa Renewable Energy, Sociedad Anónima in recording and broadcasting the general meeting, as set forth in the transparency rules and principles applicable thereto, and the consent of the shareholder who decides to attend the general meeting despite other alternative means for the exercise of such shareholder rights being available thereto.

As a general rule, the personal data will be processed during the course of the shareholding relationship, as well as for a period of 6 years thereafter solely to handle any legal or contractual actions that may be commenced, unless a greater limitation period exceptionally applies to any legal or contractual action.

Data subjects may send requests for exercise of the rights of access, correction, erasure, objection, restriction of processing, portability, or to withdraw consent previously given, as well as any other rights recognised by data protection regulations, by written communication addressed to Siemens Gamesa Renewable Energy, Sociedad Anónima, Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Biscay, Spain) or by contacting the Data Protection Officer at the e-mail address dataprotection@siemensgamesa.com. Data subjects may also file claims with the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*) (www.aepd.es).

Although this announcement provides for two calls to meeting, the Board of Directors informs the shareholders that the General Meeting of Shareholders will, in all likelihood, be held on first call on Wednesday **27 March 2019**, at **12:00**, at the Mitxelena Auditorium of **Bizkaia Aretoa**, (Avenida Abaindoibarra 3, Bilbao).

Zamudio (Biscay), 22 February 2019

Carlos Rodríguez-Quiroga Menéndez
Secretary of the Board of Directors