

Shareholder's Guide

Shareholder's Guide
"Siemens Gamesa
Renewable Energy,
S.A."

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I. INTRODUCTION

The organisation, operation and exercise of shareholder rights at the General Meeting of Shareholders of Siemens Gamesa Renewable Energy, S.A. (hereinafter, the “**Company**”) are governed by the Corporate Enterprises Act (*Ley de Sociedades de Capital*) (hereinafter, the “**LSC**”) and the legal provisions in further development thereof, as well as by the By-Laws, the Regulations for the General Meeting of Shareholders and other Corporate Governance Rules of the Company.

Within the framework of the commitments assumed by the Company in its Corporate Governance Policy, and in order to encourage the informed participation of the shareholders at the General Meeting of Shareholders (section 2.1 of this policy), the Board of Directors of the Company, at its meeting of 20 February 2019, decided to approve this Shareholder’s Guide, a document that systematises and further develops the regulation of the operation of 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 Company’s Shareholder’s Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)).

The Shareholder’s Guide is approved and published for purposes of the holding of the Company’s General Meeting of Shareholders, which has been called by the Board of Directors to be held at the Mitxelena Auditorium of Bizkaia Aretoa (Avenida Abandoibarra 3, Bilbao) on 27 March 2019, **at 12:00, on first call**, or if the required quorum is not reached, on 28 March 2019, on second call, at the same place and time. It is expected that the General Meeting of Shareholders will be held on first call.

Without prejudice to the powers of the Chair and of the Presiding Committee of the General Meeting of Shareholders under law, the By-Laws and the regulations as from the valid establishment thereof, the Company’s Board of Directors resolves by the approval of the present Guide to authorise the Chair of the Board of Directors and the secretary thereof such that on behalf of the Board of Directors, either of them, acting severally, may:

- (i) interpret and apply the Shareholder’s Guide and resolve all queries and questions that may be asked in relation thereto;
- (ii) take whatever actions are required in relation to the verification, justification and publication of a supplement to the call to meeting, including the power to require the shareholder or shareholders to attach the text of the reasoned proposed resolution or resolutions or any reasoned report or reports on the proposals relating to the items to be included in the agenda of the call to meeting, as well as the power to resolve any questions or issues that may arise in relation to said supplement to the call to meeting or the publication thereof;
- (iii) respond to advance requests for information made by shareholders pursuant to section IV of this Shareholder’s Guide;
- (iv) during the period between the date of publication of the announcement of the call to meeting and the date for holding the General Meeting of Shareholders, accept or reject the validity of cards or means of verifying proxies in accordance with the Company’s Corporate Governance Rules, without prejudice to the power to delegate these powers to the heads of the services in charge of verifying proxies and absentee voting;

- (v) accept or reject the proxies contained in cards and means of verification received by the Company, by any means of remote communication, after the deadline referred to in section VII.2.3 below and before the Chair of the General Meeting of Shareholders declares the quorum to be final and the valid constitution of the General Meeting of Shareholders to be therefore confirmed. The proxies referred to in section VII.2.2 of this guide that are sent by electronic correspondence are excluded from the foregoing;
- (vi) during the period between the date of publication of the announcement of the call to meeting and the date for holding the General Meeting of Shareholders, accept or reject the validity of absentee votes pursuant to the Company's Corporate Governance Rules;
- (vii) accept or reject the validity of absentee votes cast after the deadline referred to in the first paragraph of section VIII.2.3 and before the Chair of the General Meeting of Shareholders declares the quorum to be final and the valid constitution of the General Meeting of Shareholders to be therefore confirmed. The proxies referred to in section VIII.2.2 below that are sent by electronic correspondence are excluded from the foregoing; and
- (viii) resolve all concerns and issues that arise regarding the interpretation of the rules relating to proxies and absentee voting, in order to preserve the will of the shareholders, as well as the political and economic rights thereof, in all cases.

II. ANNOUNCEMENT OF THE CALL TO THE GENERAL MEETING OF SHAREHOLDERS

The announcement of the call to the General Meeting of Shareholders was published in the Official Bulletin (*Boletín Oficial*) of the Commercial Registry (*Registro Mercantil*), on the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) and on the Company's corporate website (www.siemensgamesa.com), as provided by law and the By-Laws.

The Company promotes the use of channels of information like the corporate website that are more respectful of the environment, prioritising the use of digital media provided that the law so allows. Along these lines, the documentation listed below is made available to the shareholders, in electronic format and on a continuous basis, as from the publication of the announcement:

(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).

If not prohibited by law or the corporate governance system, a portion of the documentation listed above may be published in the days following the announcement of the call to meeting.

Siemens Gamesa prioritises the use of the corporate website to make the documentation available to the shareholders on a sustainable basis at no charge. In any case, the Company shall ensure respect for the right of the shareholders to examine at the registered office and to request the immediate delivery or shipping 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 annual accounts and management report of Siemens Gamesa Renewable Energy, Sociedad Anónima and the consolidated annual accounts and the consolidated management report of Siemens Gamesa Renewable Energy, Sociedad Anónima, together with the respective audit reports, for financial year 2018, which covers the period between 1 October 2017 and 30 September 2018, the proposed resolutions and required reports of the Board of Directors or of the Appointments and Remuneration Committee, as well as the other documents that must be made available to the shareholders on occasion of the holding of this General Meeting of Shareholders.

After the publication of the announcement of the call to meeting, a translation into English of the full text or a summary of the main documents related to the General Meeting of Shareholders is published on the corporate website (www.siemensgamesa.com). In the event of a discrepancy between the English translation and the Spanish version, the latter will prevail.

III. REQUESTS FOR PUBLICATION OF A SUPPLEMENT TO THE CALL TO MEETING AND SUBMISSION OF REASONED PROPOSED RESOLUTIONS

As provided by law and the Company's corporate governance rules, shareholders representing at least three (3) per cent of the share capital may:

- (i) Request the publication of a supplement to the call to the General Meeting of Shareholders, including one or more items on the agenda, provided that the new items are accompanied by the rationale therefor or, if applicable, by a well-founded proposed resolution.
- (ii) Submit reasoned proposed resolutions on matters that are already included or must be included in the agenda for the General Meeting of Shareholders that has been called.

These rights must be exercised by duly authenticated notice addressed to the attention of the secretary of the Board of Directors, which notice must be received at the Company's registered office within five (5) calendar days of the date of publication of the announcement of the call to the General Meeting of Shareholders, on the terms provided for by law and the Company's corporate governance rules, which shall necessarily include the name and surnames or the corporate name of the applicant shareholder or shareholders (and, if the case, its proxy representative), as well as the shares owned thereby, in order to check this information against the information provided by IBERCLEAR.

If the publication of a supplement to the call to the General Meeting of Shareholders is pertinent, or the publication of new well-founded proposed resolutions is required, the chair and the secretary of the Board of Directors, acting severally, may take any actions necessary for such purpose, including those necessary for the publication of the supplement and to ask the requesting shareholder or shareholders to provide the text of the proposal or proposals and the corresponding report or reports, as well as to resolve any questions or issues that may arise with regard to such supplement or the publication thereof.

In particular, the chair and the secretary of the Board of Directors shall be authorised by the approval of the present Guide by the Board of Directors, acting severally, to publicise through the corporate website the items on the agenda and/or the proposed resolutions submitted in accordance with the preceding sections as soon as possible, within the legally mandated period, as well as to publish a new form of attendance, proxy and absentee voting card that takes them into account. They shall also have the power to cause the dissemination of these proposed resolutions and any documentation attached thereto to the other shareholders, in accordance with the provisions of law.

IV. RIGHT TO RECEIVE INFORMATION PRIOR TO THE GENERAL MEETING OF SHAREHOLDERS

As provided by law, from the publication of the announcement of the call to the General Meeting of Shareholders until the fifth calendar day, inclusive, before the day provided for the holding thereof on first call, i.e. until 23 March 2019, shareholders may make written requests for the information or clarifications that they deem are required regarding (i) the matters included in the agenda for the General Meeting of Shareholders, (ii) the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last General Meeting of Shareholders (i.e. since 23 March 2018), and (iii) the audit reports on the individual annual accounts and management reports of the Company and the individual annual accounts and management reports of the Company consolidated with those of its subsidiaries for financial year 2018.

Pursuant to the provisions of article 11.2 of the Regulations for the General Meeting of Shareholders, written requests for information must include the name and surnames of the shareholder or its corporate name (and if any the identification data of the proxy representative), as well as the shares owned thereby, in order to check this information against the information provided by IBERCLEAR.

Requests for information may be delivered to the registered office or mailed to the Company addressed to the attention of the Shareholder's Office (the address of which is indicated in section XIII 2.3 of this Guide) or by sending an e-mail or other means of electronic written communication addressed to: info_accionista@siemensgamesa.com.

In regard to the advance requests for information addressed to the Company sent by using electronic correspondence through the corporate webpage (www.siemensgamesa.com), the shareholder shall have, to that effect, 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 a user code and password.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for requesting information and responding thereto by electronic correspondence if technical or security reasons so require to protect the corporate interest.

The reply to requests for information shall be channelled through the Shareholder's Office and shall be sent to the postal or e-mail address provided by the shareholder.

The Company is not required to respond to requests for information that do not meet the requirements set forth in this section. The Company will also not be required to respond to requests for information or clarifications in the instances provided for by law or the Corporate Governance Rules.

V. ATTENDANCE AT THE GENERAL MEETING OF SHAREHOLDERS

All shareholders holding at least one (1) share are entitled to attend the General Meeting of Shareholders and to take part in the deliberations thereof. To exercise the right to attend, shareholders must have their shares registered in their name in the respective book-entry register at least 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 midnight (24:00) on 22 March 2019 (if the General Meeting of Shareholders is held on first call, as expected).

This circumstance must be proven by a showing of: (i) the attendance, proxy and absentee voting card (hereinafter, the “**card**”, or collectively, the “**cards**”); (ii) another equivalent means of showing representation; (iii) a certificate verifying ownership issued by the depository or depositaries; or (iv) any other forms allowed by applicable law or the Corporate Governance Rules (for purposes of this Shareholder’s Guide).

The items listed in (ii), (iii) and (iv) shall be referred to individually as a “**verification instrument**” and collectively as the “**verification instruments**”.

Shareholders may attend the General Meeting of Shareholders in person or through a proxy representative (see section VII of this Guide). Alternatively, they may cast an absentee vote prior to the General Meeting of Shareholders (see section VIII of this Guide), without needing to attend in person.

In order to verify the identity of the shareholders or those who validly represent them, at the entrance to the premises for holding the General Meeting of Shareholders, along with the presentation of the card or verification instrument that they use, attendees may be asked for proof of their identity through the presentation of their national identity document or any other generally valid official identification document that the Company finds appropriate for these purposes.

Admission to Bizkaia Aretoa will begin at 10:30 on the day of the General Meeting.

The proceedings of the General Meeting will be simultaneously interpreted into English and Spanish.

VI. PARTICIPATE IN THE MEETING

Without prejudice to the right to receive information prior to the holding of the General Meeting of Shareholders, shareholders may participate during the holding thereof upon the terms provided by applicable law and the Company’s Corporate Governance Rules. Shareholder presentations shall take place during the presentation period when they are called by the Chair or the Secretary for the General Meeting of Shareholders.

Requests by shareholders or their proxy representatives to make presentations shall be made to the Shareholder’s Office, which shall be available for this purpose at the location of the General Meeting of Shareholders (Auditorium of Bizkaia Aretoa) beginning at 10:30 on the day it is held.

Shareholders asking to make a presentation must verify their identity with the Shareholder’s Office by showing their National Identity Document and, if applicable, the company name of the corporate shareholder that they represent, as well as the number of shares that they own or represent.

It is suggested that such requests be submitted as soon as possible after entering the place where the General Meeting of Shareholders will be held (Auditorium of Bizkaia Aretoa) to facilitate preparation of the list of participants.

Without prejudice of the presentations directly formulated at the Shareholder’s Office, once the meeting has started, the Chair will establish the appropriate time, in any case before voting the agreements, to invite the shareholders who want to participate in the deliberation of the items on the agenda to do so, as well as the procedure for the participations.

If you intend to make a presentation during the General Meeting of Shareholders, read the Regulations for the General Meeting of Shareholders (Chapter III) to know the matters with respect to which you can do so, the time for doing so and the guidelines to keep in mind when making your presentation.

The shareholders must use their right reasonably in relation to both the duration of their presentation, which must be brief, and the content thereof, which should adhere to the matters that, according to the General Meeting of Shareholders Regulations, can participate about, and the respect that the proceedings of the General Meeting of Shareholders and the other shareholders in attendance deserve.

The Chair of the General Meeting of Shareholders, or the director appointed thereby, may respond individually or on a collective, summary basis to the various questions of the shareholders, without prejudice to eventual subsequently sending information to the interested parties as provided by law.

The right to obtain information may not be exercised by the shareholders after the end of the corresponding period as stated for this purpose by the Chair of the General Meeting of Shareholders.

Presentations in Spanish will be subject to simultaneous interpreting into English. Shareholders may also make their presentations in English, and in this case their presentations will be subject to simultaneous interpretation into Spanish. Finally, as regards shareholders with hearing limitations who desire to participate, there will be a sign language interpreter for the simultaneous Spanish interpreting of their presentation.

VII. DELEGATION AND PROXY

1. Power of shareholders to be represented

All shareholders having the right to attend the General Meeting of Shareholders may be represented thereat through another person of legal age, whether or not a shareholder, by giving a proxy using any of the methods provided for by Law and the Company's Corporate Governance Rules. If the proxy is granted to third parties, it is recommended that the national identity document number, together with the first name and surnames of the proxy representative, be included in the proxy cards sent to the Company in order to facilitate their identification at the entrances to the General Meeting of Shareholders.

Any proxies received by the Company that do not expressly state the name of the proxy representative shall be deemed to be granted to the Chair of the Board of Directors, in which case the rules for conflicts of interest and direction of the vote (including the rules about substitution of proxy representative) included in the Corporate Governance Rules and in this Guide, will apply.

In any case, the person in whose favour the proxy is granted must exercise it by personally attending the General Meeting of Shareholders. The proxy representative must be identified as such and verify their identity thereof at the registration desks available where the General Meeting of Shareholders is to be held and on the date thereof beginning at 10:30. The proxy representative must also bring the corresponding proxy card signed by the shareholder, unless the shareholder has previously provided notice of the proxy to the Company by one of the methods provided for in this Guide (in which case the representative need not bring the card).

Persons attending on behalf of corporate shareholders must provide evidence of their representative authority by bringing the relevant document of appointment or power-of-attorney.

Representatives are advised to present themselves at the place where the General Meeting of Shareholders is to be held (Mitxelena Auditorium of Bizkaia Aretoa) sufficiently in advance to verify the proxy and validate the sufficiency of the documentation they intend to use to show their representative powers.

Shareholders may authorise or provide for the appointment of a substitute proxy in the event of absence of the first proxy representative or in cases in which the proxy representative is affected by a conflict of interest, and may also authorise the proxy representative to do so with the same requirements for proxy-granting provided for by Law, by the Corporate Governance Rules and by this Guide.

Once the General Meeting of Shareholders has commenced, the powers of the Chair of and the secretary for the General Meeting of Shareholders to accept the validity of the cards or proxy verification instruments may be exercised by delegation by the deputy secretary of the Board of Directors and the heads of the services in charge of verifying proxies and absentee voting.

If the proxy representative does not attend the General Meeting of Shareholders: (a) if the proxy is in favour of a person other than one of the members of the Board of Directors, the secretary of the Board of Directors or the senior managers of the Company, said proxy shall be cancelled; (b) if it is a delegation in the name of one of the members of the Board of Directors other than the Chair thereof, the secretary of the Board of Directors or one of the senior managers of the Company, it shall be deemed that the Chair of the Board of Directors has been automatically appointed as proxy in the alternative, applying the rules for direction of the vote and for conflict of interests -including the rules about substitution of proxy representative- included in the Corporate Governance Rules and in this Guide,

2. Forms of exercising the right to proxy representation

In addition to the forms of proxy representation set out in section VII.1 above, a shareholder may grant a proxy in writing by postal or electronic communication as provided below and in accordance with article 14 of the Regulations for the General Meeting of Shareholders.

The card or verification instrument may also be delivered in the days prior to the General Meeting of Shareholders to the Shareholder's Office, located at Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay), or, if applicable, at the office of the relevant depository.

2.1 Postal correspondence

A shareholder may be represented by proxy at the General Meeting of Shareholders by filling out the card or verification instrument and sending it by post addressed to the Company's Shareholder's Office, located at Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay).

2.2 Via internet

A shareholder may also grant a proxy by sending the completed form to the Company through the software application available on the Company's corporate website (www.siemensgamesa.com). The platform can be accessed by electronic communication issued 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. The shareholder must specify the proxy granted and the identity of the proxy representative and the number of shares owned thereby, the securities account where the shares are deposited and other circumstances described on said website, as well as any voting instructions that the shareholder desires to give to the proxy representative.

A proxy granted by electronic communication may only be granted once. However, before the end of the period set out in the following section, a shareholder may use the shareholder's valid digital certificate or the user code and password on the Company's corporate website (www.siemensgamesa.com) to change, view or cancel a previously-granted proxy, following the instructions provided on said website and provided it is technically feasible.

The validity of the proxy granted by any of the means provided for in this section VII is subject to the information verification process provided for in section IX.2 below.

2.3 Deadline to grant the proxy

A proxy granted by means of postal or electronic correspondence must be received by the Company at least twenty-four (24) hours in advance of the date and time set for the holding of the General Meeting of Shareholders on first call or on second call, as applicable, i.e. before 12:00 on 26 March 2019 (if the General Meeting is held on first call, as expected). Otherwise, the proxy shall be deemed not to have been granted.

However, the Company reserves the right to extend these periods upon the terms set forth in the Regulations for the General Meeting of Shareholders and in the powers delegated by the Board of Directors to the Chair of and the secretary for the General Meeting of Shareholders. The proxies granted by electronic correspondence referred to in section VII 2.2 of this guide are excluded from the foregoing.

Proxies granted by cards (or other verification instruments that the Company deems equivalent) that are presented at the shareholder registration desk, which, as stated, will be open beginning at 10:30 on the day of the General Meeting of Shareholders, shall also be accepted.

3. Scope of proxy representation and conflict of interest

Unless expressly stated otherwise by the shareholder, the proxy shall be deemed granted for all items included in the agenda of the call to meeting, and also covers those permitted by law to be dealt with by the shareholders at the General Meeting even if not included in the agenda.

In the event that a proxy representative is affected by a conflict of interest in connection with any item on the agenda, the proxy representative must inform the shareholder of such circumstance in detail prior to the proxy representative's appointment. The proxy representative may only cast a vote in connection with the items with respect to which the conflict exists if the proxy representative has received specific voting instructions from the shareholder.

For these purposes, it is stated for the record that the members of the Board of Directors or, as the case may be, the deputy secretary of the Board of Directors, shall have a conflict of interest with respect to items four, six, seven, eight, nine, ten, twelve, thirteen and fifteen of the agenda; as well as in the case that the removal or filing of a corporate liability action (*acción social de responsabilidad*) against any member of the Board of Directors is submitted to the General Meeting of Shareholders.

If the conflict of interest is subsequent to the granting of the proxy and the proxy representative did not warn the shareholder of the possible existence thereof, the proxy representative must promptly notify the shareholder thereof. In such case, the proxy representative shall only vote in connection with such items if the proxy representative has received specific new voting instructions.

Unless expressly stated otherwise by the shareholder, if the proxy representative is affected by a conflict of interest and has no specific voting instructions, the shareholder shall be deemed to have appointed the following persons as proxy representatives for such items, severally and successively, in the following order (in the event that any of them is, in turn, affected by a conflict of interest): first, the Chair of the General Meeting of Shareholders, second, the secretary therefor, and finally, the deputy secretary of the Board of Directors.

4. Proxy in favour of the members of the Board of Directors

If the proxy is granted, or deemed to have been granted in accordance with the Corporate Governance Rules and this Guide, to a member of the Board of Directors, notice of the delegation of proxy to the proxy representative shall be deemed to have been given through receipt by the Company of such proxy.

It shall not be necessary for the members of the Board of Directors to provide individualised evidence of their acceptance of the proxies they receive, since all of them have stated by the approval of this Guide their personal decision to accept and exercise all proxies granted to them individually in the absence of having a conflict of interest.

In all cases in which, in accordance with the corporate governance rules and this Guide, a proxy is deemed to have been granted to the Chair of the Board of Directors and the Chair does not attend the General Meeting of Shareholders in person, the proxy shall be deemed to have been granted to whoever acts as Secretary for the General Meeting of Shareholders, and in the absence thereof, to the Deputy Secretary of the Board of Directors, in accordance with the rules established in the Regulations for the General Meeting of Shareholders.

5. Direction of vote

The proxy representative must vote on the proposed resolutions for the General Meeting of Shareholders following the instructions given by the shareholder.

If the shareholder granting the proxy does not provide otherwise, the shareholder shall be deemed to have specifically instructed the proxy representative to vote in favour of each of the proposals made by the Board of Directors in connection with the items on the agenda of the call to meeting.

Unless otherwise expressly stated, the proxy covers resolutions not proposed by the Board of Directors and resolutions not included on the agenda of the call.

In the event of the extension of the proxy, and in the absence of precise instructions by the shareholder, the proxy representative shall interpret that the instructions are to abstain from those agreement's proposals on the agenda which have not been formulated by the Board of Directors. While, if the proxy shall be exercised by a member of the Board of Directors (or by its deputy secretary) and, likewise, the Board of Directors shall have taken a stance in favor or against the concerned proposals through an express agreement, it is understood that the shares vote for or against these, as the case may be.

In respect of those matters not included in the agenda of the call that may arise in the General Meeting of Shareholders according to the law, and unless there is a different instruction from the shareholder expressly appearing in the card or verification instrument, the proxy representative shall cast the vote in the direction that the proxy representative understands is most favourable to the interest of the shareholder, within the framework of the corporate interest.

VII. RIGHT TO VOTE AND ABSENTEE VOTE

1. Right to vote

Pursuant to the Company's Corporate Governance Rules, each share present in person or by proxy at the General Meeting of Shareholders will be entitled to one vote, without prejudice to limitations on voting rights arising from any other applicable provisions.

2. Absentee vote

Shareholders entitled to attend the General Meeting of Shareholders may cast an absentee vote on the proposed resolutions regarding items on the agenda by postal or electronic correspondence in accordance with article 16 of the Regulations for the General Meeting of Shareholders.

Furthermore, shareholders may cast an absentee vote by delivering the card or verification instrument in the days prior to the General Meeting of Shareholders to the Shareholder's Office, located at Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay), or, if applicable, at the office of the relevant depository.

2.1. Postal correspondence

To cast an absentee vote by postal correspondence, a shareholder must complete the card or verification instrument or any other valid medium that verifies the vote and is accepted by the Company in accordance with this Shareholder's Guide.

Once completed, the card or verification instrument may be sent to the Company by postal correspondence addressed to the Company at Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay).

2.2. Electronic correspondence

A shareholder may cast an absentee vote by electronic correspondence as provided in section VII.2.2 of this Guide for granting proxies by electronic correspondence. The absentee vote shall be cast through the software application available on the Company's corporate website (www.siemensgamesa.com) following the instructions appearing therein.

2.3 Deadline for receipt by the Company

To be valid, a vote cast by means of postal or electronic correspondence means must be received by the Company at least twenty-four (24) hours in advance of the date set for the holding of the General Meeting of Shareholders, i.e. before 12:00 on 26 March 2019 (if the General Meeting of Shareholders is held on first call, as expected). Otherwise, the vote shall be deemed not to have been cast (article 17.2 of the Regulations for the General Meeting of Shareholders).

However, the Chair of and the secretary for the General Meeting of Shareholders may accept absentee votes received by the Company by postal communication or any other means of remote communication other than the electronic correspondence referred to in section VIII.2.2 after the deadline referred to in the preceding paragraph and before the commencement of the General Meeting of Shareholders.

3. Calculation of shareholders casting absentee vote

Shareholders who cast an absentee vote shall be considered present for purposes of the establishment of a quorum for the General Meeting of Shareholders and the calculation of the voting majority.

4. Direction of vote

Unless expressly stated otherwise, an absentee vote shall be deemed to refer to all the items on the agenda of the call to meeting and that the shareholder votes in favour of the respective proposed resolutions formulated by the Board of Directors.

As regards resolutions not proposed by the Board of Directors or relating to items not included in the agenda of the call to meeting, unless expressly stated otherwise by the shareholder, shareholders casting an absentee vote shall be deemed to have granted a proxy to the Chair of the Board of Directors, and the rules regarding conflicts of interest, direction of the vote and absence of the proxy representative contained in the Corporate Governance Rules and in this Guide shall apply.

IX. COMMON PROVISIONS FOR PROXY REPRESENTATION AND ABSENTEE VOTING

1. Acceptance of electronic document

The Board of Directors has resolved that an electronic document that the shareholder completes using the Company's corporate website (www.siemensgamesa.com) and that is authorised with the valid digital certificate or by user code and password as provided in section VII. 2.2 shall be recognised as an unalterable copy in electronic format of the card or verification instrument.

2. Verification of information

The validity of proxy-granting and absentee voting through postal or electronic communication is subject to verification of the shareholder's status as such and the number of shares owned thereby, whether through the files provided by IBERCLEAR or through other means that allow the Company to verify the legitimacy and current validity of the proxy or absentee vote.

3. Revocation of proxy and of absentee vote

A proxy granted by postal or electronic correspondence may be cancelled by express revocation of the shareholder using the same medium used to grant the proxy, within the period set forth in section VII.2.3 of this Shareholder's Guide. Attendance by the shareholder granting the proxy at the General Meeting of Shareholders, whether in person or by casting an absentee vote, will have the effect of revoking the proxy granted, whatever the date thereof.

An absentee vote cast by postal or electronic correspondence may be cancelled by express revocation of the shareholder using the same medium used to cast the vote and within the period set forth in section VIII.2.3 of this Shareholder's Guide, or by the attendance of the shareholder at the General Meeting of Shareholders in person.

4. Standards of interpretation for the proxy and the absentee vote

The Chair and the secretary of the Board of Directors, or the Chair of and the secretary for the General Meeting of Shareholders as from the constitution thereof, shall resolve all concerns and issues that arise regarding the interpretation of the proxy and the absentee vote, in order to preserve the will of the shareholder to grant the proxy or cast the absentee vote, as well as the political and economic rights thereof, in all cases.

Unless there is evidence to the contrary, it shall be deemed that any shareholder sending the card or verification instrument by postal communication directly to the Company or through the depository, or who has used the means of proxy delegation or voting by electronic correspondence in accordance with this Shareholder's Guide, has expressed the desire to grant a proxy or cast an absentee vote, as applicable, and will not attend the General Meeting of Shareholders unless the shareholder actually attends.

5. Rules of priority among proxy, absentee vote and presence of shareholder at the General Meeting of Shareholders

To ensure maximum respect for the exercise of shareholder rights and to avoid duplications or errors, the following rules of priority shall apply.

If a shareholder grants a proxy by electronic correspondence and also grants it by using an attendance card or verification instrument issued by the depositories, the latter shall prevail over one using electronic correspondence, regardless of the respective dates of execution thereof.

If a shareholder grants a proxy or casts an absentee vote by electronic correspondence and by postal correspondence, the proxy or vote cast by the latter method shall prevail over the one using electronic communication, regardless of the respective dates of issuance thereof.

If a shareholder signs in the absentee voting section, it shall be deemed that the shareholder has voted, and if the shareholder signs in the proxy section, it shall be deemed that the shareholder has granted a proxy, either to the Chair or to the person indicated for that purpose.

If questions arise regarding the intention of the shareholder, the following rules shall apply:

- If the signature of the shareholder on the card or verification instrument appears both in the voting and proxy sections, it shall be deemed that the shareholder has granted a proxy.
- If the card or verification instrument is sent or delivered only signed, it shall be deemed that the shareholder has granted a proxy to the Board of Directors.
- If the card or verification instrument is sent or delivered signing the absentee voting section, but without filling out all the items, it shall be deemed that the shareholder votes in favour of the respective resolutions proposed by the Board of Directors with respect to the items that are blank.
- If the card or verification instrument contains the signature of the shareholder in the proxy section and the shareholder has included himself or herself as proxy representative, it shall be deemed that the shareholder has granted a proxy to the Chair of the Board of Directors.
- If the card or verification instrument contains the signature of the shareholder in the absentee voting section and in any other space on the card or verification instrument other than the proxy section, it shall be deemed that the shareholder has cast an absentee vote.
- If the card or verification instrument contains the signature of the shareholder in the proxy section and in any other space on the card or verification instrument other than the voting section, it shall be deemed that the shareholder has granted a proxy to the Chair of the Board of Directors.

- If the signed card or verification instrument grants a proxy to a person other than the Chair of the Board of Directors, another member of the Board of Directors or the secretary of the Board of Directors and such person does not attend, said proxy shall be cancelled.
- If the signed card or verification instrument grants a proxy to the Board of Directors or one or more directors not mentioned by name, it shall be deemed that the proxy has been granted to the Chair of the Board of Directors, absent evidence to the contrary.
- If the signed card or verification instrument contains a proxy in favour of a member of the Board of Directors, the Shareholder's Office shall deliver it to the secretary for the General Meeting of Shareholders, who in turn shall inform the director appointed of the number of proxies received in the director's name.
- In all cases in which the proxy is deemed to be granted to the Chair of the Board of Directors pursuant to the foregoing, and if the Chair is not present at the General Meeting of Shareholders, it shall be deemed that the secretary of the Board of Directors or, if the secretary is also not present, the deputy secretary of the Board of Directors has been appointed on an alternative basis.

If several cards or proxy or voting verification instruments of the same shareholder are presented or received, the Company (without prejudice to the instances of revocation provided for in section IX.3 above) shall recognise the validity of the proxy or vote that the Company believes conforms to the intention of the shareholder.

If the Company becomes aware from information provided by IBERCLEAR or obtained by other valid means that more Company shares are registered in the name of a shareholder in the respective book-entry register than those shown on the card, the vote or proxy shall be deemed to apply equally with respect thereto, absent evidence to the contrary. This rule shall not apply to cards issued by entities that are holders of shares of the Company in their capacity as global custodians acting on behalf of their final investors.

If the Company becomes aware, by the same means, that a shareholder has transferred all or part of the shares thereof, the number of shares taken into account for purposes of voting and proxy-granting shall be reduced and the voting instructions set forth on the card shall be adjusted accordingly.

X. PROXIES AND VOTES RECEIVED THROUGH FINANCIAL INTERMEDIARIES, MANAGEMENT INSTITUTIONS AND DEPOSITARIES OF THE INSTRUCTIONS OF THEIR CLIENTS

The cards as well as shareholders' instructions and any other communications related thereto received by the Company through the financial institutions mentioned in this section shall be accepted regardless of the means by which they are received (personal delivery, postal correspondence, fax, swift, e-mail).

The Company shall in no event be liable for errors or technical problems affecting the processing or the transfer by the financial intermediary or management institution or depositary of the instructions of their respective customers.

If a financial intermediary or management institution or depositary sends to the Company an attendance, proxy and absentee voting card or verification instrument of a shareholder duly identified in the document and bearing the signature, stamp and/or mechanical impression of the institution, and unless the shareholder expressly indicates otherwise, it shall be deemed that the shareholder has instructed such institution to exercise the proxy or voting right, as applicable, in the direction indicated in such card or instrument evidencing the proxy or vote.

In the event that the instructions received by the Company from the financial intermediary and management institutions and depositaries pose interpretation problems with respect to compliance with the periods set forth below for the exercise of proxy representation or absentee voting rights or the nature thereof as a proxy or vote, or in the absence of specific, express or clear instructions on the card, it shall be deemed that: (a) the shareholder has granted a proxy to the chair of the Board of Directors; (b) the proxy covers proposed resolutions not submitted by the Board of Directors or related to issues not included in the agenda of the call to meeting; and (c) the rules concerning direction of the vote and conflicts of interest –including the rules regarding the appointment of a substitute proxy– established in the Corporate Governance Rules and in this Guide apply.

To be valid, the cards and instructions that the financial intermediary and management institutions and depositaries of the instructions of their customers send to the Company must be received prior to 27 March 2019, the day established for holding the General Meeting of Shareholders on first call. If it is held on second call contrary to expectations, the cards and instructions must be received before 28 March 2019. The foregoing shall in any event be deemed to be without prejudice to the powers conferred upon the Chair of the Board of Directors and the secretary thereof described in section I of this Guide.

IX. VOTING PROCEDURES

Once the period for presentations by shareholders and for response by the Chair of the General Meeting of Shareholders has ended, the proposed resolutions on the matters included in the agenda of the call to meeting or those other items which according to the law do not need to be included therein, including, if any, resolutions proposed by the shareholders during the course of the meeting and which may properly be admitted and put to a vote in accordance with the law and the Company's Corporate Governance Rules, shall be put to a vote.

The Chair of the General Meeting of Shareholders shall decide, organise and direct the voting procedures and systems, as well as the counting of the votes cast and the announcement of the result, in accordance with applicable law and the Company's Corporate Governance Rules.

In particular, if a shareholder has validly exercised any of the rights to request a supplement to the call to meeting or the presentation of reasoned proposed resolutions, the Chair of the General Meeting of Shareholders, making use of the powers vested therein by the Regulations for the General Meeting of Shareholders, shall submit to a vote the new items or proposed resolutions after the proposed resolutions submitted by the Board of Directors.

As soon as one agreement proposal is approved, all others relating to the same matter which are non-compatible with it, will automatically decline, without having to submit them to voting.

Shareholders and their proxy representatives have the right to have the notary record their vote against, in favour, in blank or their abstention in the minutes of the meeting.

Without prejudice to the foregoing, in order to expedite the meeting, the Chair of the General Meeting of Shareholders may declare proposed resolutions to have been approved or rejected, in whole or in part, as the case may be, if the Chair determines at the time of voting that there is a sufficient number of votes to approve or reject all or part of the proposed resolutions, taking into particular account the absentee votes and the voting instructions contained in the proxies received by the members of the Board of Directors.

The quorum, the outcome of the votes and the resolutions approved will be included on the corporate website (www.siemensgamesa.com) within five days of the end of the General Meeting of Shareholders.

XII. SHAREHOLDER GUARANTEES

1. Verification procedures

The shareholder is exclusively responsible for the custody of the shareholder's valid digital certificate.

Pursuant to the powers set forth in article 24 of the By-Laws and in article 17 of the Regulations for the General Meeting of Shareholders, the Company, through the Board of Directors, reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for requesting information, voting and proxy-granting if technical or security reasons so require. The Company shall not be liable for damage that may be occasioned to shareholders as a result of failures, overloads, fallen lines, connection failures or any other contingency of the same or a similar nature beyond the Company's control that prevents the use of electronic mechanisms for requesting information, voting and proxy-granting.

Shareholders who so desire may call the Shareholder's Office at +34 900 802 492 (hours: Monday to Friday from 10:00 to 19:00) regarding any issue with respect to the General Meeting of Shareholders.

2. Protection of personal data

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).

3. Notarial minutes

The Board of Directors has resolved to request the presence of a Notary to prepare the minutes of the General Meeting of Shareholders, in use of the power set forth in section 203 of the LSC, read together with article 101 of the Regulations of the Commercial Registry.

4. Participation of the secretary of the Board of Directors as Legal Counsel

The Board of Directors has been advised by the secretary of the Board of Directors, who is in turn the Legal Counsel of the Company, in relation to the call to the General Meeting of Shareholders.

5. Electronic Shareholders' Forum

Pursuant to the provisions of Law and the Corporate Governance Rules, an Electronic Shareholders' Forum has been made available on the Company's corporate website (www.siemensgamesa.com), the regulations for which have been published on such website.

Duly verified shareholders and shareholder groups may access the Electronic Shareholders' Forum, the use of which shall conform to its legal purpose and to the assurances and rules of operation established by the Company.

Communications sent to the Electronic Shareholders' Forum shall not be considered valid for purposes of exercising vis-à-vis the Company the rights to request the publication of a supplement to the call to meeting, receive information, proxy representation, voting or any other rights that may be exercised on occasion of the General Meeting of Shareholders.

XIII. OTHER INFORMATION OF INTEREST FOR THE SHAREHOLDERS

1. Expected holding on first call

As indicated, although the announcement of the call to meeting provides for two calls to meeting, pursuant to the provisions of the LSC, the Board of Directors informs the shareholders that the General Meeting of Shareholders will, in all likelihood, be held on first call on 27 March 2019, at 12:00, at Mitxelena Auditorium of the Bizkaia Aretoa (Bilbao).

2. Broadcast of the General Meeting

The proceedings of the General Meeting of Shareholders will be subject to audiovisual recording and broadcast through such media as the Company may determine, and will be available to the public on the Company's corporate website (www.siemensgamesa.com).

Observing the General Meeting of Shareholders through an audiovisual broadcast thereof does not give shareholders any rights other than those established by applicable law and the Company's Corporate Governance Rules.

3. Accessibility to the General Meeting

The Company will provide appropriate means to facilitate access to and egress from the premises where the General Meeting of Shareholders will be held for all attendees with reduced mobility.

Likewise, the shareholders that, because of age, disability or any other impeditive circumstance need additional support to exercise their voting right or to attend the General Meeting of Shareholders, they can contact the Shareholder's Office.

The Company may authorise the entry of companions of shareholders or their proxy representatives with reduced mobility or with special needs for assistance. In this case, the companions will attend the event as guests.

Finally, regarding those shareholders with auditive limitations that wish to participate, a sign language translator will be available for the simultaneous interpretation of the participation into Spanish.

4. Additional information

More information about the General Meeting of Shareholders can be viewed on the Company's corporate website (www.siemensgamesa.com) or obtained by contacting the Shareholder's Office:

- Phone: +34 900 802 429 (hours: Monday to Friday from 10:00 to 19:00).
- Address: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay).
- E-mail: info_accionista@siemensgamesa.com

The Shareholder's Office will be in operation during the General Meeting of Shareholders at same premises at which the General Meeting of Shareholders is held.

In Zamudio, on 20 February 2019