

# **Shareholder's Guide 2020**

## **Frequently asked questions (FAQs)**

**“Siemens Gamesa Renewable Energy, S.A.”**

17 June 2020

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

### **When will the next General Meeting of Shareholders be held?**

The Annual General Meeting of Shareholders of Siemens Gamesa Renewable Energy, S.A. (“**Siemens Gamesa**” or the “**Company**”) is scheduled to be held on 22 July 2020, at 12:00, on first call, or if the required quorum is not reached, on second call, the next day, 23 July 2020, at the same place and time. However, the General Meeting of Shareholders will in all likelihood be held on first call.

### **Where will the General Meeting of Shareholders be held?**

At the Mitxelena Auditorium of Bizkaia Aretoa, Avenida Abandoibarra 3, in Bilbao (Spain).

### **How will the call to the General Meeting of Shareholders be announced?**

The announcement of the call to meeting was published on 19 June 2020 in the Official Bulletin (*Boletín Oficial*) of the Commercial Registry (*Registro Mercantil*), on the Company’s corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) and on the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (the “**CNMV**”) ([www.cnmv.es](http://www.cnmv.es)).

### **What is the quorum required for the valid formation of the General Meeting of Shareholders and for the shareholders to approve the items on the agenda?**

A quorum for the General Meeting on first call of 25% of the subscribed share capital with voting rights is enough for the valid formation of the General Meeting and for the shareholders to approve, in general, all items on the agenda.

However, in order for the shareholders to be able to validly approve an increase or reduction in capital and any other amendment of the By-Laws or the issue of debentures, at least 50% of the subscribed capital with voting rights will be required on first call. An absolute majority will be required in all of these cases. To approve these resolutions, if the General Meeting is held on second call, the attendance of 25% of the share capital will be sufficient, although the favourable vote of two thirds of the capital present in person or by proxy at the General Meeting of Shareholders will be required if less than 50% of the capital is in attendance.

Other resolutions may be adopted on second call with any percentage of capital in attendance and with a simple majority, which means that a resolution is adopted if more votes of the capital present in person or by proxy are in favour than against.

### **What time does admission begin at the venue where the General Meeting of Shareholders will be held?**

At 10:30 on the day of the meeting.

**Can one enter the General Meeting of Shareholders once it has begun?**

As from the beginning of the General Meeting of Shareholders, shareholders who appear at the meeting can enter the premises as guests, but will not be included in the attendance list, and therefore may not exercise any rights of a shareholder present in person or by proxy during the proceedings of the General Meeting of Shareholders.

**Who chairs the General Meeting of Shareholders? Who forms part of the Presiding Committee for the Meeting?**

The chair of the General Meeting of Shareholders will be the chair of the Board of Directors or, in the absence thereof, the vice chair of the Board of Directors, if any, and in the absence of the foregoing, the person appointed by the presiding committee (*mesa*). The secretary for the General Meeting of Shareholders will be the secretary of the Board of Directors or, in the absence thereof, the person appointed by the presiding committee. The presiding committee will be made up of the chair of and the secretary for the General Meeting of Shareholders, as well as the other members of the Board of Directors attending the meeting.

**2. RIGHT TO ATTEND THE MEETING**

**Who has the right to attend and vote at the General Meeting of Shareholders?**

All holders of voting shares who have caused such shares to be registered in their name in the corresponding book-entry register not later than 23:59 on 17 or 18 July 2020, depending on whether the General Meeting of Shareholders is held on first or second call, respectively, may attend the General Meeting of Shareholders, with the rights to be heard and to vote. In the event that, as is likely, the General Meeting of Shareholders is held on first call, the relevant date for such purpose would be 17 July 2020.

Shareholders may attend the General Meeting of Shareholders in person or through a proxy representative. Alternatively, they may cast an absentee vote prior to the General Meeting of Shareholders, without needing to physically attend the meeting.

The announcement of the call to meeting, the attendance, proxy and absentee voting card and the Rules for Conducting the General Meeting of Shareholders approved by the Board of Directors, which are available on the corporate website ([siemensgamesa.com](http://siemensgamesa.com)), contain the information required for shareholders to exercise said rights.

**Can a shareholder be accompanied while attending the General Meeting of Shareholders?**

A shareholder may be accompanied while attending the General Meeting of Shareholders, provided that the companion is also a shareholder with the right to attend (or a proxy-holder). Otherwise, the shareholder must ask the Shareholder's office for an invitation for the companion, which request must be sufficiently justified.

**Why must my shares be registered five days prior to the holding of the General Meeting of Shareholders?**

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

**What must I bring with me to attend the General Meeting of Shareholders in person?**

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

- (a) the attendance, proxy and absentee voting card approved by the Board of Directors of the Company, or the card or form issued or used by financial intermediaries or managers or depositaries of the shares; or
- (b) an accreditation certificate issued by an intermediary or financial institution that is the depository or manager of the shares; or
- (c) any other equivalent verification instrument or document that the Company considers to be sufficiently valid for such purpose, provided there are no reasonable doubts regarding the identity of the shareholder, or the number of shares held by such shareholder.

You must also bring your DNI (National Identity Document) or another identification document, like a passport.

**What should I do if I do not receive or lose the attendance card?**

If you lose or don't receive the card, you can contact the Shareholder's office or your depository to ask them to issue a new card or inform you of alternative accreditation systems.

**Can I ask the Shareholder's Office for a new attendance card for other shareholders who have not received it or who have lost it?**

Those shareholders who have lost or not received the attendance card may request it directly from the Shareholder's office, as no third person can request it for them (unless they can show sufficient representative powers).

**What should I do if the number of shares appearing on the card is not the same as the number of shares I own?**

The attendance, proxy and absentee voting cards for the Meeting are issued with the information appearing in the records on the date of issue thereof. Without prejudice to the rights to which you may be entitled, transactions settled after the date the cards are issued will not be reflected therein.

**If several shareholders appear on the card, how many can go to the General Meeting?**

Only one of them will be entitled to attend the General Meeting, and will be deemed to have been appointed by the other co-owners to exercise shareholder rights. The other owners may attend as guests, for which purpose they should contact the Company's Shareholder's office.

**How does the Company process the personal data of its shareholders?**

The processing of their personal data is regulated in the announcement of the call to meeting and in the Rules for Conducting the General Meeting, which are available on the corporate website (siemensgamesa.com).

If you wish to exercise any of the rights of access, rectification, erasure, objection, restricted processing, portability, withdrawal of consent previously provided, and any other rights recognised by the legal provisions on data protection, you must do so by sending a letter addressed to Siemens Gamesa Renewable Energy, Sociedad Anónima, Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Biscay, Spain) or contacting the Data Protection Officer via the e-mail address: dataprotection@siemensgamesa.com.

**What should I do if I have to change any of my personal details in the attendance card?**

You should contact the Company in the manner specified in the preceding section, the Shareholder's office, or your depository.

**Can I attend electronically?**

See the answers regarding Remote Attendance in section 5.

**3. RIGHT TO RECEIVE INFORMATION**

**What documentation am I entitled to receive in connection with the General Meeting of Shareholders?**

As from the date of publication of the announcement of the call to the General Meeting, shareholders are entitled to examine at the registered office, 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), and to obtain through the corporate website (www.siemensgamesa.com) a copy of the individual and consolidated annual accounts and management reports of the Company, together with the respective audit reports, for the financial year ended 30 September 2019 and the statement of non-financial information (which is included in the consolidated management report).

The same shall apply to the proposed resolutions and reports of the Board of Directors, which include the amendment of the current Policy of Remuneration of Directors and the corresponding report of the Appointments and Remuneration Committee, as well as all other documents that must be made available to the shareholders in connection with the holding of this General Meeting of Shareholders.



### **How can I find out about the resolutions proposed by the Board of Directors in relation to the items on the agenda?**

From the date of publication of the announcement of the call to the General Meeting of Shareholders, the full text of the proposed resolutions corresponding to the items on the agenda of the call to meeting, together with the mandatory reports of the Board of Directors in relation to the proposed resolutions as required by law or otherwise deemed appropriate, are continuously available to the shareholders on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) in electronic format.

### **What other information is available to me?**

On occasion of the holding of this General Meeting of Shareholders, the Company has made available to you the following information, among other items, on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)):

(1) the announcement of the call to the General Meeting of Shareholders; (2) the notice of other relevant information (*otra información 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 2019, as well as the respective reports of the statutory auditor; (5) the individual management report of the Company and the consolidated report of the Company and its subsidiaries for the financial year ended on 30 September 2019; (6) the consolidated statement of non-financial information of Siemens Gamesa Renewable Energy, Sociedad Anónima for the financial year ended on 30 September 2019; (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 on 30 September 2019; (8) the master report of the Board of Directors regarding the ratification and re-election of directors in items six, seven, eight, nine and ten of the agenda, including the individual reports and the required professional profile and biographical data of each of the directors for which any ratification and 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 Andreas C. Hoffmann 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 Tim Oliver Holt 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 Harald von Heynitz as an independent non-executive director; (12) the favourable report of the Appointments and Remuneration Committee regarding the ratification of the appointment by co-option and re-election of Ms Maria Ferraro as a proprietary non-executive director; (13) the favourable report of the Appointments and Remuneration Committee regarding the ratification of the appointment by co-option and re-election of Mr Andreas Nauen as an executive director (14) the report of the Board of Directors relating to the proposed authorisation to increase share capital, the approval of which is proposed under item fourteen of the agenda, (15) the report of the Board of Directors relating to the proposed authorisation to issue simple debentures and other fixed-income securities that are neither exchangeable for nor convertible into shares, as well as to guarantee the issue of securities by the Company's subsidiaries, the approval of which is proposed under item fifteen of the agenda; (16) the report of the Board of Directors relating to the proposed authorisation to issue convertible or exchangeable debentures and bonds, the approval of which is proposed under item sixteen of the

agenda; (17) the proposed amendment of the Policy of Remuneration of Directors for financial years 2019, 2020 and 2021, the approval of which is proposed under item seventeen of the agenda, and the explanatory report thereon; (18) the explanatory report of the Board of Directors regarding the amendments to the Regulations for the General Meeting of Shareholders proposed under item eighteen of the agenda; (19) the Annual Report on Remuneration of Directors for financial year 2019 submitted to consultative voting in item twenty of the agenda; (20) the Annual Corporate Governance Report for financial year 2019; (21) the annual activities report of the Board of Directors and of its committees for financial year 2019; (22) the report on the independence of the statutory auditor; (23) the report of the Audit, Compliance and Related Party Transactions Committee regarding its activities in connection with related-party transactions during financial year 2019; (24) the annual report on the application of the Policy on Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors; (25) the report on the level of compliance with the Global Corporate Social Responsibility Policy; (26) the Rules for Conducting the General Meeting and the shareholder's guide; (27) 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 (28) the sample form of attendance, proxy and absentee voting card.

**If I have questions regarding the information, who can I ask?**

The Shareholder's office.

**Can I ask questions prior to or during the General Meeting of Shareholders? About what issues and who do I ask?**

Until 17 or 18 July 2020, inclusive, you may request in writing the information or clarifications that you deem are required or ask the questions you deem relevant regarding (i) the items included on the agenda, (ii) the information accessible to the public that the Company has provided to the CNMV since the holding of the last General Meeting of Shareholders, and (iii) the audit reports on the individual annual accounts and management reports of the Company and the annual accounts and management report of the Company consolidated with those of its subsidiaries for the financial year ended 30 September 2019.

Requests for information made until 17 or 18 July 2020 may be delivered at the registered office or mailed to the Company addressed to the attention of the Shareholder's office or by sending an e-mail or other means of electronic written communication addressed to: [info\\_accionista@siemensgamesa.com](mailto:info_accionista@siemensgamesa.com). They may also be made through the Company's corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

You may also request information or clarifications concerning such matters verbally during the presentation period of the General Meeting of Shareholders.

In this case, before the presentation period begins, you must tell the Shareholder's Office, which will be available for these purposes at the Meeting venue.

In the case of both information requested prior to the Meeting and information requested during the Meeting, shareholders or their proxy representatives must authenticate their status as such pursuant to the provisions of the Company's Regulations for the General Meeting of Shareholders and the Rules for Conducting the General Meeting. In particular, the request must include the given name and surnames or company name of the shareholder (and of any proxy representative) and the shares owned thereby.

**When and how will my questions be answered?**

Any questions you ask up to and including 17 or 18 July 2020, inclusive, depending on whether the meeting takes place on first or second call, will be answered in writing prior to the day of the General Meeting of Shareholders.

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

**What does the card mean when it refers to “Proposals regarding items not included on the agenda”?**

This refers to those items on which the shareholders may deliberate without being included on the agenda, if so, allowed by law.

**4. RIGHT TO PROXY REPRESENTATION**

**Can I be represented by another person at the General Meeting of Shareholders? Does such person also have to be a shareholder of the Company?**

All shareholders having the right to attend may be represented at the General Meeting of Shareholders by another person, whether or not a shareholder.

**How can I be represented at the General Meeting of Shareholders?**

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

- (a) Deliver the attendance, proxy and absentee voting card in advance at the Shareholder’s office.
- (b) Send the attendance, proxy and absentee voting card by postal correspondence addressed to the Company (Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)).
- (c) Fill out the form in the electronic proxy software application available on the Company’s corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)), which application 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 by using a user code and password.
- (d) Deliver the card at the office of your depositary acting as intermediary in order for such depositary to forward it to the Company.
- (e) Deliver the card to the proxy-holder for accreditation and registration at the registration desks available for this purpose, starting one and a half hours prior to the time set for commencement of the General Meeting of Shareholders.

**What are the deadlines for remotely granting my proxy?**

Proxies granted by means of postal correspondence or through electronic means must, as a general rule, be received by the Company 24 hours in advance 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 21 or 22 July 2020, respectively.

Before the end of said period, you can use your recognised electronic signature on the corporate website ([www.siemensgamesa.com](http://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.

**Can the proxy granted be revoked?**

A proxy is always revocable. Attendance by the shareholder granting the proxy at the General Meeting of Shareholders, whether in person or by casting an absentee vote on a date subsequent to that of the proxy, entails the revocation of the proxy granted.

A proxy may also be cancelled by express revocation carried out using the same means used to grant the proxy, and must be revoked before 12:00 on the day prior to the holding of the General Meeting of Shareholders on first or second call, as applicable.

In the event that, as is likely, the General Meeting of Shareholders is held on first call, the revocation must be received before 12:00 on 21 July 2020.

**If I am the holder of several voting/proxy cards, do I have to carry out the entire proxy/voting process for each of the cards?**

Yes, the process must be carried out for each of the cards.

**5. REMOTE ATTENDANCE**

**What is remote attendance?**

According to section 41.1.d) of the RD-Law 8/2020 if any kind of measures from administrative or sanitary authorities were in place which limit or impede holding the General Meeting of Shareholders with physical attendance of shareholders and their representatives (shall it be a state of alarm or not), the General Meeting of Shareholders 2020 will be held on the same date and time expected in this announcement of the call exclusively through remote attendance.

On hereabove cases, shareholders with the right to attend (or their proxy representatives) may attend and vote at the General Meeting using on-line means that allow for their connection in real time with the venue where it is held.

In other cases different to the mentioned in paragraph above, the option for remote attendance though telematic devices which allow on-line connection with the venue where the General Meeting will take place will not be available

**Where should I access to be able to attend remotely?**

On the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)), on the “General Meeting of Shareholders” page, you should click on the link “Register here for remote attendance”, which will be activated and will allow remote attendance at the General Meeting.

**Who can use the remote attendance mechanisms?**

The shareholders of the Company or those who validly represent them.

**Is there any cost for remote attendance?**

No, this is a free service for the shareholders (or their proxy representatives).

**What do I need to access the remote attendance mechanism?**

Shareholders (or their proxy representatives) who intend to use the remote attendance mechanism must have previously obtained 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.

**Is there any difference between physical attendance and remote attendance?**

Apart from the obvious differences of not having to go to the place where the General Meeting is held, there are no differences for legal purposes. A remote attendee will be deemed to be an attendee of the General Meeting for all purposes.

**Do I need to register before the General Meeting date for remote attendance?**

Yes. A shareholder who desires to remotely attend the Meeting and vote using remote real-time means of communication must access the Company’s corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) on the “General Meeting of Shareholders” page, select the link “Register here for remote attendance” activated for this purpose and register using the relevant connection between 20 July at 09:00 and no later than 21 July at 15:00 if the General Meeting is held on first call as initially expected, or 22 July at 15:00 if held in second call. Once properly finished the registration process the shareholder will receive a confirmation email and the instructions about when and how should connect on the General Meeting date.

**¿Can I attend remotely by proxy representative?**

Yes. In that case shareholder must communicate to the Company which person (with 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) will be the proxy representative and attest such representation by means of sending the corresponding appointment or power of attorney notarial deed to the email address [info\\_accionista@siemensgamesa.com](mailto:info_accionista@siemensgamesa.com) before the end of the prior registration term.

If the shareholder was an individual it be enough the delivery of the attendance, proxy and absentee voting card duly fulfilled with the proxy representative data to the same email address. Once verified the documentation, the Company will register the proxy representative and will send the confirmation email and the instructions about when and how should connect on the General Meeting date.

**As from what time is the use of the remote attendance platform available?**

Shareholders (or their proxy representatives) previously registered on the remote attendance platform will need to connect between 11:00 and 11:30 of the date when the General Meeting is held, on first or second call, and follow the instructions indicated by the electronic platform. No connection will be admitted out of that slot.

**What happens if I connect on 22 July, the day of the first call, but the Meeting is ultimately held on 23 July, on second call?**

In this case, attendees who have connected on first call must complete the connection process again in order to be able to attend the meeting.

**Can a person attending remotely, whether or not they are a shareholder, have proxies granted in their favour?**

Yes, provided that these proxies are received by the Company within the approved deadlines, the software application will present to the remote attendee the proxies granted to them, which shall be deemed to be accepted.

**What should I do if I want to exit from remote attendance at the Meeting and for this to be recorded with the Notary?**

An attendee who wants to state to the Notary that they expressly leave the Meeting must do so using the form available for this purpose in the remote attendance software application. Once they have notified the Notary of their express desire to leave the meeting, all of their subsequent actions will be deemed to have not occurred.

**In this case, what happens to my vote?**

The following instances can occur:

(i) If you cast your vote prior to the disconnection, it will be calculated in the same direction it is cast pursuant to the rules set forth in the Regulations for the Meeting and in the Rules for Conducting the General Meeting.

(ii) If the vote is not cast prior to disconnection, and you do not expressly state to the Notary that you leave the Meeting, it will be deemed to be a vote in favour on all items on the agenda formulated by the Board of Directors, and against all items that were not formulated by the Board of Directors, or those formulated during the General Meeting.

(iii) If the vote is not cast prior to the disconnection, and you expressly state to the Notary that you leave the Meeting, it will be deemed an abstention and any subsequent action will not be considered as made.

**In case of remote attendance, can I also make a presentation at the General Meeting?**

In the exercise of their rights, shareholders (or their proxy representatives) who intend to make presentations at the Meeting and, if applicable, request information or clarifications regarding the items on the agenda, request clarifications regarding 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 statutory auditor's report or to make proposals, shall make it at the time they register in advance through the presentation form made available for this purpose, or by communicating it to the email address [info\\_accionista@siemensgamesa.com](mailto:info_accionista@siemensgamesa.com) before the end of the prior registration term in case of proxy representatives. A remote attendee who wants their presentation to appear in the minutes of the Meeting must so expressly state in the form provided for this purpose.

**Until what time can remote presentations be made?**

Remote presentations will be made at the time of the prior registration so up to 21 July at 15:00, as expected, the General Meeting is held on first call.

**From what time can I cast my vote?**

A shareholder (or their proxy representative) can cast their vote on the proposals included on the agenda as from the time when the General Meeting of Shareholders starts.

**What happens if I vote at the time of valid formation of the Meeting and then there are proposals on items not included on the agenda?**

As to proposed resolutions on those matters not legally required to appear on the agenda, remote attendees may cast their votes beginning at the time at which the secretary for the Meeting reads aloud said proposals in order to proceed to a vote thereon.

**When does the remote voting process end?**

The process will end after a reading by the secretary for the Meeting of summaries of the proposed resolutions (including proposals on items not on the agenda, if any) or when the secretary gives them for read, according to Corporate Governance Internal Rules, or until such later time as indicated by the chair of the General Meeting of Shareholders.

**Will legal entities and persons not residing in Spain be able to attend the Meeting through remote real-time means of communication?**

In both cases they will be able to do it provided that both, non-resident individuals, and the legal representative of legal entities, hold 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 and which in case of legal entities representatives, allows them to act on their behalf.

**What happens if there are several owners of the shares? Who will be considered an attendee?**

In cases of co-owners of a deposit of securities, the first of them to register (whether physically or remotely) shall be deemed an attendee, and therefore any subsequent access by the other co-owners shall be rejected. It is presumed that the co-owner who first registers is designated by the other co-owners to exercise the shareholder rights.

**What should I do if I have a technical problem that prevents me from accessing the remote attendance mechanism?**

In that case, we suggest that you contact the Shareholder's office, which will try to help you. The Company reserves the right to change, suspend, cancel or restrict the mechanisms for remote attendance at the General Meeting if required or imposed for technical or security reasons. In any case, the Company will not be liable for damage that may be occasioned to users as a result of failures, overloads, fallen lines, connection failures or any other similar contingency beyond the Company's control that prevents the use of the mechanisms for remotely attending the General Meeting.

**6. RIGHT TO VOTE**

**How many votes is each shareholder (or their proxy representative) attending the General Meeting of Shareholders entitled to?**

Each share present in person or by proxy at the General Meeting of Shareholders will be entitled to one vote, without prejudice to any grounds for the restriction or exclusion of votes because of a conflict of interest or for any other reasons provided by law or the Corporate Governance Rules.

**Where and how do I vote?**

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

**Can I cast an absentee vote?**

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

- (a) Deliver the attendance, proxy and absentee voting card in advance at the Shareholder's office.
- (b) Send the attendance, proxy and absentee voting card by postal correspondence addressed to the Company (Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)).



- (c) Fill out the form in the electronic voting software application available on the corporate website, which application 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 by using a user code and password.
- (d) Deliver your card at the office of your depositary acting as intermediary in order for such depositary to forward it to the Company.

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

A remote attendee may also vote in the manner provided in the corresponding software application. See section 5 regarding "Remote Attendance".

### **Is absentee voting the same as remote attendance?**

The practical effects are the same, although conceptually they are different methods for participating in the General Meeting. Absentee voting requires the sending of the vote *prior to the holding* of the General Meeting, within the deadlines set forth in the announcement of the call to meeting, the Rules for Conducting the General Meeting and this document. By contrast, remote attendance requires that one register and connect to the platform *during* the General Meeting.

### **Until when can I cast an absentee vote?**

If you elect to exercise your right to vote by postal correspondence or electronic means, your vote must, as a general rule, be received by the Company at least 24 hours in advance of the date and time set for the holding of the General Meeting of Shareholders on first or second call, as applicable, i.e. before 12:00 on 21 or 22 July 2020, respectively.

Before the end of said period, you can use your recognised electronic signature on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) to change, view or cancel a vote previously cast using electronic means, following the instructions provided on said website and provided it is technically feasible.

### **If I cast an absentee vote and proposals are made that differ from those of the Board of Directors or that concern items not included on the agenda of the call to meeting, how will my shares be voted?**

In this case and unless you expressly provide otherwise, you will be deemed to have granted a proxy to the chair of the General Meeting of Shareholders, who in principle will be the chair of the Board of Directors, in which case any rules governing conflicts of interest and rules governing direction of the vote and absence of the proxy-holder will apply.

You can give voting instructions to the proxy representative in relation to items not included on the agenda of the call or in cases of conflict of interest in the attendance, proxy and absentee voting card available on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)). The proxy representative will cast the vote in the direction you have previously indicated, and in the absence thereof, the proxy representative will exercise the vote according to the Regulations for the General Meeting of Shareholders.

### **Can the vote be split?**

Yes. In the following cases:

- (a) if a proxy representative represents several shareholders, based on the instructions given by each shareholder;
- (b) if a proxy representative is also a shareholder, the proxy representative may cast the votes corresponding to the shares they own in a direction different than that of the shares for which the vote has been delegated thereto; and
- (c) if a financial intermediary appears as a shareholder pursuant to the book-entry register but acts on behalf of various persons, in compliance with different voting instructions that it may have received. Said intermediary may delegate the vote to each of the indirect holders or third parties designated thereby, with no limit on the number of proxies granted.

### **What is the difference between abstention and voting in blank?**

An abstention means not voting. By contrast, with a vote in blank the shareholder votes but not in favour or against the proposed resolution.

### **Rules of priority among proxy-granting, absentee voting and personal attendance (physical or remote)**

- Priorities among proxy-granting, absentee voting and personal attendance
  - o Personal attendance (physical or remote) at the Meeting by a shareholder who has previously granted a proxy or cast an absentee vote, whatever the means for doing so, cancels said proxy or vote. Physical personal attendance cancels remote personal attendance. In the case of several owners, the one who first registers (physically or remotely) will prevail.
  - o Furthermore, a vote, whatever the means used to cast it, will cancel any electronic or written proxy, whether prior (which shall be deemed to be revoked) or subsequent (which shall be deemed to have not been granted).
- Priorities based on means for granting the proxy or casting the vote
  - o If a shareholder validly grants an electronic proxy, on the one hand, and by using a printed card, on the other, the latter will prevail over the former, regardless of the respective dates thereof.
  - o Likewise, a vote validly cast using a signed card printed on paper will cancel one cast by electronic means, where prior or subsequent.

## **7. RIGHT TO REQUEST PUBLICATION OF A SUPPLEMENT TO THE CALL TO MEETING AND TO SUBMIT REASONED PROPOSED RESOLUTIONS**

### **Can I propose matters for inclusion on the agenda? How?**

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

### **How should I exercise this right? Is there a deadline for doing so?**

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

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

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

### **Can I submit reasoned proposed resolutions in relation to items already included on the agenda? How and within what period?**

Yes. Shareholders representing at least 3% of the share capital may submit reasoned proposed resolutions regarding matters already included or that should be included in the agenda of the call to meeting, upon the terms provided by law and the Corporate Governance Rules. The Company shall ensure the dissemination to the other shareholders of these proposed resolutions and of any documentation attached thereto, in accordance with the provisions of law.

This right must be exercised through the same channels and within the same periods as the right to request the publication of a supplement to the call to meeting. The exercise of this right must also be properly disseminated in the same manner as the announcement of the call to meeting, not less than fifteen calendar days prior to the date set for the holding of the General Meeting of Shareholders on first call.

## **8. PRESENTATION DURING THE MEETING**

### **Can I make a presentation during the General Meeting of Shareholders? On what terms should I do so?**

Yes. If you wish to make a presentation during the holding of the General Meeting of Shareholders, you may do so upon request, which must be made before the commencement of the presentation period.

Shareholder requests to make presentations must be made to the Shareholder's Office, with the shareholder providing evidence of their given name and surnames or company name and the number of shares owned or represented by them.

Presentations by those attending via electronic means is explained in the corresponding answers in section 5 ("Remote Attendance").

## **9. PUBLICITY OF THE MEETING**

### **How can I find out about the quorum and the results of the votes at the General Meeting of Shareholders?**

Both the quorum and the outcome of the votes will be available on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) within five days of the end of the General Meeting of Shareholders.

### **How can I access the resolutions adopted by the shareholders at the General Meeting of Shareholders?**

The resolutions approved by the shareholders at the General Meeting of Shareholders will be available on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) within five days of the end of the General Meeting. You can contact the Shareholder's office for more information.

## **10. ATTENDANCE BONUS AND ATTENDANCE GIFT**

### **Will an attendance bonus be paid?**

The Company does not pay an attendance bonus to the shareholders present in person or by proxy at the General Meeting of Shareholders.

### **Will I receive an attendance gift?**

The Company does not deliver a gift to the shareholders attending the General Meeting of Shareholders.

## **11. ELECTRONIC SHAREHOLDERS' FORUM**

### **What is the Electronic Shareholders' Forum?**

It is a tool provided by the Company on its corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) to facilitate communication among its shareholders in connection with the call to and until the holding of each General Meeting.

### **Who can use the Electronic Shareholders' Forum?**

Access to and use of the Electronic Shareholders' Forum is reserved exclusively for individual shareholders of the Company, as well as for voluntary shareholder associations validly established and registered on the special register provided for such purpose at the CNMV in accordance with applicable law.

### **How can I access the Electronic Shareholders' Forum? How can I register?**

You can choose from two ways to access the Forum's electronic platform:

- by using 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. Once it is accessed you must register by completing the respective form for registration as a Registered User of the Forum, verifying your identity and status in the manner indicated therein. Once the Company has verified that the requesting party sufficiently meets the requirements to be granted the status of Registered User, confirmation of access to the Forum will be sent thereto.
- by completing the respective form for registration as a Registered User of the Forum, verifying your identity and status in the manner indicated therein. In the case of shareholders that are legal entities and of voluntary shareholder associations, due evidence must be provided of the authority of the person seeking to access the Forum. Once the Company has verified that the requesting party sufficiently meets the requirements to be granted the status of Registered User, they will receive a user code and a password, which are required to access the Forum.

### **What kind of communications can I send?**

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

- (a) proposals intended to be submitted as a supplement to the agenda announced in the call to the General Meeting of Shareholders;
- (b) requests for others to join in such proposals;
- (c) initiatives to reach the percentage required to exercise a minority right as contemplated by law or in the Corporate Governance Rules; or
- (d) voluntary proxy offers or solicitations.

**Can I exercise my rights as a shareholder through the Electronic Shareholders' Forum?**

All rights and powers that the shareholders wish to exercise must be exercised through the legally established channels as provided by law and by the internal rules of the Company, such that the Electronic Shareholders' Forum is not a valid channel for said purposes under any circumstances.

**Can I give notices to the Company through the Electronic Shareholders' Forum?**

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

**Where can I obtain more information about the Electronic Shareholders' Forum?**

If you want to obtain more information about the Company's Electronic Shareholders' Forum, you can view the Regulations of the Electronic Shareholders' Forum on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

**12. INFORMATION REGARDING THE ITEMS ON THE AGENDA**

1. Approval of the individual annual accounts of the Company and the annual accounts of the Company consolidated with those of its subsidiaries for the financial year ended on 30 September 2019. Where is the most relevant information to be found?  
[See the annual financial report of the Company for financial year 2019.](#)
2. Approval of the individual management reports of the Company and the management reports of the Company consolidated with those of its subsidiaries for the financial year ended on 30 September 2019. Where is the most relevant information to be found?  
[See the annual financial report of the Company for financial year 2019.](#)
3. Approval of consolidated non-financial information for 2019. Where is the most relevant information to be found?  
[See the annual financial report of the Company for financial year 2019.](#) The non-financial information forms part of the consolidated management report.

4. Approval of the corporate management and activities of the Board of Directors during the financial year ended on 30 September 2019. Where is the most relevant information to be found?  
[See the annual financial report of the Company for financial year 2019.](#)
5. Approval of the allocation of profits/losses and distribution of dividends for the financial year ended on 30 September 2019. Where is the most relevant information to be found?  
[See the annual financial report of the Company for financial year 2019.](#)
6. Ratification of the appointment by co-option and re-election of Mr Andreas C. Hoffmann as a director (with the classification of proprietary director). Where is the most relevant information to be found?  
[See the reports of the Board of Directors and of the Appointments and Remuneration Committee in relation to this proposal.](#)
7. Ratification of the appointment by co-option and re-election of Mr Tim Oliver Holt as a director (with the classification of proprietary director). Where is the most relevant information to be found?  
[See the reports of the Board of Directors and of the Appointments and Remuneration Committee in relation to this proposal.](#)
8. Ratification of the appointment by co-option and re-election of Mr Harald von Heynitz as a director (with the classification of independent director). Where is the most relevant information to be found?  
[See the reports of the Board of Directors and of the Appointments and Remuneration Committee in relation to this proposal.](#)
9. Ratification of the appointment by co-option and re-election of Ms Maria Ferraro as a director (with the classification of proprietary director). Where is the most relevant information to be found?  
[See the reports of the Board of Directors and of the Appointments and Remuneration Committee in relation to this proposal.](#)
10. Ratification of the appointment by co-option and re-election of Mr Andreas Nauen as a director (with the classification of executive director). Where is the most relevant information to be found?  
[See the reports of the Board of Directors and of the Appointments and Remuneration Committee in relation to this proposal.](#)
11. Approval of the setting of the number of directors at ten. Where is the most relevant information to be found?  
[See the proposed resolutions.](#)

12. Re-election of Ernst & Young, S.L. as statutory auditor. Where is the most relevant information to be found?  
[See the proposed resolutions.](#)
13. Approval of express authorisations and delegations to the Board of Directors. Where is the most relevant information to be found?  
[See the proposed resolutions and corresponding explanatory reports.](#)
14. Approval of amendments to the Regulations for the General Meeting. Where is the most relevant information to be found?  
[See the proposed resolutions and corresponding explanatory report.](#)
15. Approval of an amendment to the Policy of Remuneration of Directors 2019-2021. Where is the most relevant information to be found?  
[See the proposed resolutions.](#)
16. Delegation of powers. Where is the most relevant information to be found?  
[See the proposed resolutions.](#)
17. Consultative vote regarding the Annual Report on Remuneration of Directors for financial year 2019. Where is the most relevant information to be found?  
[See the Annual Report on Remuneration of Directors for financial year 2019.](#)

### **13. SHAREHOLDER REMUNERATION**

#### **What will be the total shareholder remuneration for financial year 2019?**

The remuneration proposed by the Board of Directors to the shareholders at the General Meeting of Shareholders with a charge to financial year 2019 will be 0.05173 euro (gross) per share (provided that the number of shares is not changed prior to the date on which the dividend is paid) through the payment of a cash dividend.

#### **When does Siemens Gamesa remunerate its shareholders?**

The payment of the cash dividend proposed to the shareholders at the General Meeting of Shareholders is expected to take place on 30 July 2020.



## **14. OTHER GENERAL QUESTIONS AND CONTACT INFORMATION**

### **Will the General Meeting of Shareholders be broadcast?**

The proceedings of the General Meeting will be subject to audio-visual recording and broadcast through such media as the Company may determine, and will be available to the public on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

Observing the General Meeting through an audio-visual broadcast thereof does not give shareholders any rights other than those established by applicable law and the Company's Corporate Governance Rules. See the provisions regarding remote attendance in section 5.

### **What facilities will be provided to access the General Meeting of Shareholders?**

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

In addition, shareholders can contact the Shareholder's Office if they need additional support to exercise their voting rights or to attend the General Meeting due to age, disability or any other impediment.

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, as regards shareholders with hearing limitations who desire to participate, there will be a sign language interpreter for the simultaneous interpreting of their presentation into Spanish.

### **Where can I obtain more information about the General Meeting of Shareholders?**

For more information about the General Meeting of Shareholders, you can:

- a) check the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com));
- b) check the Regulations for the General Meeting of Shareholders and the Rules for Conducting the General Meeting.
- c) contact the Shareholder's Office through any of the following means:
  - (i) By telephone: (900 802 429) (hours: Monday to Friday from 10:00 to 19:00).
  - (ii) In person at: Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay).
  - (iii) By email: [info\\_accionista@siemensgamesa.com](mailto:info_accionista@siemensgamesa.com)

The Shareholder's Office will be in operation during the General Meeting of Shareholders at the Mixelena Auditorium of Bizkaia Aretoa, Avenida Abandoibarra 3, Bilbao.

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