

REASONED PROPOSAL OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE OF SIEMENS GAMESA RENEWABLE ENERGY, S.A. ON THE RATIFICATION AND RE-ELECTION OF MR FRANCISCO BELIL CREIXELL AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

In Zamudio (Bizkaia), on 17 February 2022, the Appointments and Remunerations Committee (the “**Committee**”) of Siemens Gamesa Renewable Energy, S.A. (the “**Company**”) unanimously resolves to issue and submit to the Board of Directors this reasoned proposal on the ratification of the appointment on an interim basis (co-option) of Mr Francisco Belil Creixell and re-election as a director of the Company with the classification of independent non-executive director for submission to the shareholders at the General Meeting of Shareholders of the Company (the “**Meeting**”).

1. OBJECT AND REGULATORY FRAMEWORK

Pursuant to section 529 *decies.4* of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), article 13.2 of the Regulations of the Board of Directors and article 6.1.a) of the Regulations of the Appointments and Remunerations Committee, proposed appointments of directors adopted by the Board through the co-option procedure or for submission to the General Meeting of Shareholders must be preceded, in the case of independent directors, by a reasoned proposal of the Committee. In addition, this Committee must issue an opinion regarding whether the category assigned to each director should be maintained in the event of re-election.

This reasoned proposal is hence issued in compliance with the aforementioned regulation.

2. PROPOSAL

For such purposes as may be appropriate, it is noted for the record that prior to the issuance hereof, at its meeting of 17 February, 2022, this Committee has issued the mandatory proposal regarding the appointment on an interim basis (co-option) of Mr Francisco Belil Creixell as a member of the Board of Directors of the Company, which provided the reasons supporting his appointment and stated that the requirements therefor were complied with. Attached as an **Annex** is a copy of said proposal.

In the opinion of the Committee, the reasons supporting the aforementioned proposal fully apply in order to assess the suitability of ratifying the appointment on an interim basis (co-option) and re-election of Mr Francisco Belil Creixell as an independent non-executive director of the Company.

3. CONCLUSION

In view of all of the foregoing, and *ad cautelam* for the event that the Board of Directors nominates Mr Francisco Belil Creixell as an independent non-executive director and, consequently, decides to propose to the General Meeting of Shareholders the ratification of his appointment on an interim basis (co-option) and his re-election, the Committee unanimously resolves to confirm the reasoned proposal previously issued regarding the appointment of Mr Francisco Belil Creixell as a director on an interim basis (co-option), which is attached hereto as Annex, and, based thereon, to issue this proposal regarding his ratification and re-election as an independent non-executive director of the Company.

ANNEX

Reasoned proposal of the Appointments and Remunerations Committee of Siemens Gamesa Renewable Energy, S.A. on the appointment of Mr. Francisco Belil Creixell as an independent non-executive director of the Company and as a member of the Appointments and Remunerations Committee

REASONED PROPOSAL OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE OF SIEMENS GAMESA RENEWABLE ENERGY, S.A. ON THE APPOINTMENT OF MR FRANCISCO BELIL CREIXELL AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY AND AS A MEMBER OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE

In Zamudio (Bizkaia), on 17 February, 2022, the Appointments and Remunerations Committee (the “**Committee**”) of Siemens Gamesa Renewable Energy, S.A. (the “**Company**”) unanimously resolves to issue and submit to the Board of Directors this reasoned proposal on the appointment by co-option of Mr Francisco Belil Creixell as a director of the Company with the classification of independent non-executive director and as a member of the Appointments and Remunerations Committee.

1. OBJECT AND REGULATORY FRAMEWORK

Pursuant to section 529 *decies.4* of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), article 13.2 of the Regulations of the Board of Directors and article 6.1.a) of the Regulations of the Appointments and Remunerations Committee, proposed appointments of directors adopted by the Board through the co-option procedure must be preceded, in the case of independent directors, by a reasoned proposal of the Committee. It is also for this Committee to propose the category allocated to each director when he is appointed.

Moreover, according to article 6.1.c) of the Regulations of the Appointments and Remunerations Committee, proposed appointments of independent directors as members of the consultive committees should be supported by a reasoned proposal issued by the Committee.

This reasoned proposal is hence issued in compliance with the aforementioned regulation.

2. THE CANDIDATE: NOTEWORTHY EXPERIENCE FOR THE PERFORMANCE OF THE CANDIDATE’S POSITION IN THE COMPANY

Mr Francisco Belil Creixell has an Engineering degree from the Universidad Politécnica in Barcelona. Afterwards, he studied at the University of Pittsburgh (PA, USA) and INSEAD (Fontainebleau, France).

Mr Francisco Belil Creixell developed part of his professional career in the Bayer Group, where he held several responsibilities inside the company in Mexico, Germany and Spain, for more than 20 years. Later, he held various positions at Siemens Group. Among others, he served as Vice President and CEO for Siemens Spain from 2006 to 2008. As of 2008, he was appointed CEO for the Southwest Europe Region of Siemens Group until 2011.

Additionally, the candidate served as an independent director, Chairman of the Audit and Control Committee and member of the Appointments, Remuneration and Corporate Governance Committee of Naturgy, from May 2015 to February 2022, and served as a member of the Board of Directors of Uriach (from November 2012 to December 2021).

Currently he is part of the governance bodies and advisory committees of several nonprofit organizations and business associations.

According to the good practices described in CNMV’s Technical Guide 1/2019 on Nomination and Remuneration Committees, during the process to evaluate the suitability of this candidate the Chairman of Committee and one of its members have met with Mr Francisco Belil Creixell before issuing this proposal. The Committee has been supported by Spencer Stuart as external

independent advisers in this evaluation.

3. RATIONALE FOR THIS REASONED PROPOSAL

In the opinion of the Committee, and based on the report prepared by “PricewaterhouseCoopers Asesores de Negocios, S.L.”, Mr Francisco Belil Creixell meets the requirements established by law and the Company’s Corporate Governance Rules to serve on the Board of Directors as an independent non-executive director; specifically, in the opinion of the Committee, he meets the requirements of renowned reputation, credibility, solvency, competence and experience established in the Corporate Governance Rules of Siemens Gamesa.

Furthermore, according to the good practices described in Technical Guide 1/2019 on Nomination and Remuneration Committees, the Committee declares that the name of Mr Francisco Belil Creixell as a candidate was suggested by the Chairman of the Board of Directors. As set out in the aforementioned Technical Guide, the Committee, assisted by Spencer Stuart and PricewaterhouseCoopers, has obtained the information deemed appropriate to ensure that the independence of the candidate is not compromised.

Regarding the past connections between Siemens and Mr Francisco Belil Creixell, no restrictions would apply to the candidate’s independence given: (i) the number of years elapsed since the end of his professional relationship with Siemens, and (ii) the nonexistence of any present or recent past relationships or links of any nature with the Siemens group.

The Committee has verified that the candidate has sufficient availability of time for the proper performance of the duties thereof.

The Committee has also verified that he is not affected, either directly or indirectly, by any of the grounds for disqualification from or prohibition against holding his position and that he does not have interests that conflict with or are in opposition to the company’s interest as set out in provisions of a general nature or in Siemens Gamesa’s *Corporate Governance Rules*.

In preparing this proposal, the Committee has taken into account the suitability of Mr Francisco Belil Creixell’s professional profile in view of the specific characteristics of the business and the industry in which the Company operates.

With regards to the skill matrix, the candidate would specifically reinforce some capabilities, such as, accounting, audit and risk management and human resources, culture, talent and remuneration systems capacities, acquired as a member of the Board of Directors and consultative committees of Naturgy.

Additionally, in the opinion of the Committee, the appointment by co-option of Mr Francisco Belil Creixell’s as a director of the Company by the Board of Directors in order to fill the vacancy left by Mr Klaus Rosenfeld, once the resignation becomes effective, would comply with the provisions of the Company’s *Corporate Governance Rules* as regards the required proportion between executive and non-executive directors, because his appointment would not change the proportion between executive and non-executive directors (1 to 9), with the latter representing a very large majority on the Board.

Following the appointment of Mr Francisco Belil Creixell by co-option and taking into consideration the ongoing nomination processes that the Committee is analysing, 10% of the Board of Directors would be made up of executive directors, and 90% would be made up of non-executive directors (50% being proprietary directors and 40% being independent directors).

The proportion of independent directors will thus comply with recommendation number 17 of the *Good Governance Code of Listed Companies* of June 2020 as it addresses large cap companies, taking into account that the Company currently has a shareholder that controls

more than 30% of its share capital.

Notwithstanding the foregoing, the appointment of Mr Francisco Belil Creixell would not contribute to the improvement of gender diversity within the Board. In this respect, the Spanish *Good Governance Code of Listed Companies* recommends that female directors represent at least 40% of the total number of members by 2022. Following his appointment, female directors would still represent 30% of the members of the Board.

On the other hand, based on the report issued by “PricewaterhouseCoopers Asesores de Negocios, S.L.”, the Committee considers that Mr Francisco Belil Creixell meets the necessary requirements to be appointed as a member of the Appointments and Remunerations Committee. The Committee has confirmed with the candidate that he has enough time available to adequately perform the tasks applicable to this Committee. In addition to this, given his personal and professional track record, and his experience in a similar position in Naturgy, the Committee has concluded that his profile is specifically suitable for this role.

4. CLASSIFICATION

In accordance with section 529 *duodecies.4* of the *Corporate Enterprises Act*, the Committee proposes that, the classification of Mr Francisco Belil Creixell, if appointed as a member of the Board of Directors, should be “independent non-executive”, since all the requirements established therefore in the *Corporate Enterprises Act* and in Siemens Gamesa’s *Corporate Governance Rules* are met.

5. CONCLUSION

In view of all of the foregoing, the Committee unanimously resolves to submit to the Board of Directors this reasoned proposal on the appointment of Mr Francisco Belil Creixell as a member of the Board of Directors of the Company, with the classification of independent non-executive director, as all of the requirements established for such purpose by the *Corporate Enterprises Act* and the *Corporate Governance Rules* of Siemens Gamesa are duly complied with.

Furthermore, the Committee hereby unanimously agrees to submit this reasoned proposal to the Board of Directors on Mr Francisco Belil Creixell’s appointment as a member of the Appointments and Remunerations Committee.

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