

**RULES FOR CONDUCTING THE
GENERAL MEETING OF SHAREHOLDERS
OF SIEMENS GAMESA RENEWABLE ENERGY, S.A.**

(Restated text formulated after the amendments approved by the Board of Directors on 28 April 2023)

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RULES FOR CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS OF SIEMENS GAMESA RENEWABLE ENERGY, S.A.

Article 1. Introduction

- 1.1 The organisation, operation and exercise of shareholder rights at each General Meeting of Shareholders of Siemens Gamesa Renewable Energy, S.A. ("**Siemens Gamesa**" or the "**Company**") are governed by the Corporate Enterprises Act (*Ley de Sociedades de Capital*) (the "**LSC**"), as well as by the By-Laws, the Regulations for the General Meeting of Shareholders (the "**Regulations for the Meeting**") and other Corporate Governance Rules of the Company.
- 1.2 The Board of Directors of Siemens Gamesa has approved these rules for conducting the General Meeting of Shareholders, which systematise and further develop the regulations governing the operation of the General Meeting of Shareholders provided for in the By-Laws and the Regulations for the Meeting (the "**Rules**").
- 1.3 Furthermore, on occasion of each call to General Meeting, the Board of Directors may approve and publish supplementary documents or guides, whatever the format thereof, that supplement and further specify the provisions of these Rules to facilitate an understanding by the shareholders of the manner and conditions for the exercise of their rights and of the proposed resolutions submitted for their consideration.
- 1.4 These Rules shall be available to the shareholders on the Company's corporate website (www.siemensgamesa.com).

Article 2. Interpretation

- 2.1 Generally, the Board of Directors shall have all powers of interpretation regarding these Rules.
- 2.2 As from the call to the General Meeting, without prejudice to the powers of the Board of Directors under law, By-laws or regulations and, if applicable of the chair and the presiding committee of the Meeting, each of the chair and the secretary of the Board of Directors may:
 - (i) interpret and apply the Rules 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, if appropriate, of a supplement to the call to meeting, including the power to require, if mandatory, that the shareholder or shareholders 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 Article 5 of these Rules;
 - (iv) during the period between the date of publication of the announcement of the call to meeting and the date for holding the Meeting, accept or reject the validity of cards or instruments for 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 verification instruments received by the Company, after the deadline referred to in article 9.3(i) and before the chair of the Meeting declares the quorum to be final and the valid formation of the Meeting to be therefore confirmed. The proxies referred to in article 9.2(iv) below that are issued 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 Meeting, 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 article 10.2(v) and before the chair of the Meeting declares the quorum to be final and the valid formation of the Meeting to be therefore confirmed. The absentee votes referred to in article 10.2(iv) below that are sent by electronic correspondence are excluded from the foregoing;
- (viii) accept or reject on-line attendance and the validity of the votes of shareholders, or their proxy representatives, who attend remotely if the Board of Directors has decided to activate the ability to attend remotely pursuant to the provisions of Article 7 on occasion of the call to the General Meeting; and
- (ix) resolve all concerns and issues that arise regarding the interpretation of the rules relating to proxies and absentee voting, as well as remote attendance at the Meeting through real-time means of communication, if so resolved, in order to preserve the will of the shareholders, as well as the political and economic rights thereof, in all cases.

Article 3. Announcement of the call to Meeting and documentation that must be made available on occasion of the call to meeting

- 3.1 The announcement of the call to Meeting shall be published on the Company's corporate website (www.siemensgamesa.com), as provided by law and the By-Laws.
- 3.2 If the Board of Directors has resolved to activate remote real-time participation at the General Meeting of Shareholders, reference shall be made thereto in the announcement of the call to meeting.
- 3.3 As from the publication of the announcement of the call to meeting, the documentation required by law and the By-Laws, as well as such other documentation that the Board of Directors decides, shall be made available through said corporate website on a continuous basis and on the terms established by the law.
- 3.4 These Rules, and any other supplementary documents to these or guides that the Board of Directors has decided to prepare according to article 1.3 shall also be published on the corporate website (www.siemensgamesa.com).
- 3.5 If not prohibited by law or the Corporate Governance Rules of the Company, a portion of the documentation relating to the General Meeting of Shareholders may be published in the days following the announcement of the call to meeting.
- 3.6 Without prejudice to the documentation made available to the shareholders through the corporate website, the Company recognises the right of the shareholders to examine at the registered office (at the times and on the days approved for this purpose) and to request the immediate and free delivery or mailing (which mailing may take place by e-mail with return receipt requested if the shareholder accepts this medium) of a copy of the documents and information that they are entitled to receive by this means.

- 3.7 The Company may publish a translation into English of the full text or a summary of the main documents related to the Meeting on the corporate website (www.siemensgamesa.com). If the Company decides to do so and any discrepancies with the translation in full or summarized into English or any other language arise, the Spanish version shall prevail.

Article 4. Requests for publication of a supplement to the call to meeting

- 4.1 As provided by law and the Company's Corporate Governance Rules, shareholders representing at least five per cent of the share capital, may request the publication of a supplement to the call to Meeting, including one or more items on the agenda.
- 4.2 This right 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 calendar days of the date of publication of the announcement of the call to Meeting, on the terms provided for by law and the Company's Corporate Governance Rules. The notice must include the name and surnames or the company name of the applicant shareholder or shareholders (and, if the case, its/their proxy representative), as well as the shares owned thereby, in order to check this information against the information provided by the entity in charge of the book-entry register of the Company's shares.
- 4.3 If the publication of a supplement to the call to Meeting is pertinent, the chair, the secretary and any deputy secretary of the Board of Directors, acting severally, may take any actions necessary for such purpose, including those necessary for the publication of the request and to ask the requesting shareholder or shareholders to provide the text of the proposal or proposals and the corresponding reasoned report or reports when these are required, as well as to resolve any questions or issues that may arise with regard to such supplement or the publication thereof.
- 4.4 In particular, the chair, the secretary and any vice chair or deputy secretary of the Board of Directors, acting severally, shall be authorised upon the approval of these Rules to publicise through the corporate website the items on the agenda and, if necessary, to draft the proposed resolutions and reasoned reports submitted in accordance with the preceding articles 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, in the event one had already been published, as long as the exercise of such right is in accordance with the law and the Corporate Governance Rules.

Article 5. Right to receive information prior to the Meeting

- 5.1 As provided by law, from the publication of the announcement of the call to Meeting until the seventh calendar day, inclusive, prior to the day on which the Meeting is scheduled to be held on first call, shareholders may make written requests for the information or clarifications that they deem are required regarding the matters included in the agenda for the Meeting.
- 5.2 Pursuant to the provisions of article 11.2 of the Regulations for the Meeting, written requests for information must include the name and surnames of the shareholder or its company 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 the entity in charge of the book-entry register of the Company's shares.
- 5.3 Requests for information shall be delivered in written form to the registered office or mailed to the Company, addressed to the registered office.
- 5.4 The replies to requests for information shall be sent to the postal or e-mail address provided by the shareholder, when appropriate.

- 5.5 The Company is not required to respond to requests for information that do not meet the requirements set forth in this article. The Company shall also not be required to respond to requests for information or clarifications in the instances provided by law or the Corporate Governance Rules, and particularly in those cases in which: (i) it is requested by shareholders representing less than twenty-five per cent of the share capital and is not necessary for the protection of the rights of the shareholder or there are objective reasons to believe that it might be used for *ultra vires* purposes or the publication thereof might harm the Company or the companies connected therewith; (ii) the request for information or clarification does not relate to matters included on the agenda; (iii) the information requested can be deemed abusive for any reason; or (iv) it so arises from legal or regulatory provisions.
- 5.6 If, prior to the formulation of a specific question, the information requested is clearly and directly available to all shareholders on the Company's corporate website (www.siemensgamesa.com) in question/answer format, the directors may simply refer to the information provided in said format.

Article 6. Right to physically attend the Meeting

- 6.1 All shareholders holding at least one share are entitled to attend the Meeting 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 calendar days in advance of the day set for the holding of the Meeting on first or second call, as applicable.
- 6.2 This circumstance must be proven by a showing of: (i) the attendance, proxy and absentee voting card (hereinafter, the "**card**", and collectively, the "**cards**"); (ii) another verification instrument showing representation; (iii) a certificate verifying ownership issued by the depositary or depositaries; or (iv) in any other form allowed by applicable law or the Corporate Governance Rules.
- The items listed in (ii), (iii) and (iv) shall be referred to individually as a "**verification instrument**" and collectively as the "**verification instruments**".
- 6.3 Shareholders may attend the Meeting in person or through a proxy representative (see Article 9 of these Rules). Alternatively, they may cast an absentee vote prior to the Meeting (see Article 10 of these Rules), without needing to attend physically, in which case they will be considered present at the meeting. And finally, they may attend on-line upon the terms and in the situations set forth in Article 7 below.
- 6.4 To verify the identity of the shareholders or those who validly represent them, at the entrance to the premises for holding the Meeting, 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 identification document that the Company finds appropriate for these purposes.
- 6.5 The Board of Directors may decide that the proceedings of the General Meeting will be simultaneously interpreted into English and Spanish, as well as any other language it deems appropriate.
- 6.6 Once the General Meeting of Shareholders has commenced, the use by attendees of voice amplification means, mobile phones, recording and audio-visual broadcast cameras, and generally any instrument that could alter the conditions of visibility, sound, light, transparency or pace of the proceedings or hinder the orderly conduct thereof is prohibited.

Article 7. Remote attendance at the General Meeting

- 7.1 If, pursuant to the Regulations for the Meeting, the Board of Directors approves the ability to attend remotely by on-line means that allow for the real-time connection of the shareholders, the provisions of the Regulations for the Meeting and these Rules shall apply, together with the particular provisions of this Article 7.
- 7.2 For purposes of clarification, the rules relating to on-site presence at the Meeting shall apply *mutatis mutandis* to remote attendance, subject to the particular provisions set forth in this Article 7.
- 7.3 A shareholder or the person to whom the shareholder has granted their proxy may attend remotely. Remote attendance shall be equal to the on-site presence of the proxy representative or of the shareholder at the General Meeting for all purposes.
- 7.4 The announcement of the call to the General Meeting at which it has been resolved to activate the ability to attend remotely and, if the case, those other supplementary documents or guides referred to in article 1.3 shall further develop the requirements that must be met by the shareholders in order to remotely attend the General Meeting, which may include:
- (i) the need to provide prior notice or registration, within the stated deadlines, of the shareholder's intention to remotely attend the General Meeting;
 - (ii) the manner of identifying the shareholder or their proxy representative that assures their identity, which may consist 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 a user code and password;
 - (iii) the manner and procedures for connecting to the remote attendance platform that is activated, as well as the deadline for connecting in order for the shareholder in question to be deemed present at the meeting;
 - (iv) the manner and time of exercising voting rights, both for the items on the agenda and for those issues that are not included in the agenda but that are legitimately raised;
 - (v) the need to re-register on the platform to be deemed an attendee if the Meeting is held on second call;
 - (vi) the manner and time for exercising the right, as well as the intention to exercise the right, to propose new items on the agenda as allowed by law during the General Meeting without the need for it to previously appear in the call to meeting or any supplement to the call to meeting; and
 - (vii) the manner and time for exercising the right, as well as the intention to exercise the right, to receive information and make presentations during the General Meeting on the terms set forth in articles 27 *et seq.* of the Regulations for the Meeting.
- 7.5 The Board of Directors may establish and approve:
- (i) a remote attendance handbook, as part of the supplementary documents to the Rules as referred to in article 1.3 or embedded in the electronic platform by user instructions;
 - (ii) the manner in which physical attendees shall have access to the presentations of the remote attendees, whether at the shareholder's office itself, when appropriate, or by audio-visual means provided for this purpose; and

- (iii) that the remote attendance platform contemplate:
 - (a) that the exercise of the rights described in sub-sections (vi) and (vii) of article 7.4 above be made in writing and, if applicable, subject to a reasonable maximum number of characters or words to the extent legally possible;
 - (b) that the shareholder can choose to have their presentation appear verbatim in the minutes;
 - (c) the ability to load or include various cards or proxies of different shareholders in the system;
 - (d) that proxies granted to the person who accesses shall be deemed pre-loaded, provided that they are received by the Company within the established deadlines, such that the attendee can accept or reject them;
 - (e) the ability to re-connect to the platform in case of voluntary or involuntary disconnection, unless the shareholder specifically notifies the Notary, or the secretary if applicable, that they leave the meeting;
 - (f) the visualisation of remote presentations of other shareholders or their proxy representatives; and
 - (g) the terms that the shareholders or their proxy representatives must accept to access the platform itself and the broadcast of the General Meeting.
- 7.6 Pursuant to section 182 of the Corporate Enterprises Act, the answers to the shareholders exercising the right to receive information provided by article 27.1 of the Regulations for the Meeting through the remote participation platform shall be provided in writing within seven days following the end of the Meeting unless the chair or the secretary deems it appropriate to do so during the General Meeting, either directly or by responding to other similar questions.
- 7.7 If a shareholder or proxy representative leaves the meeting before the end of the General Meeting, the following rules shall apply:
 - (i) if the shareholder or proxy representative has cast their vote prior to the disconnection, it shall be calculated in the direction it was cast pursuant to the rules set forth in the Regulations for the Meeting;
 - (ii) if the vote is not cast prior to disconnection, or thereafter in a new connection, it shall be deemed to be a vote in favour of 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; and
 - (iii) if the vote is not cast prior to the disconnection, and express abandonment of the Meeting is stated through the platform to the Notary or, if applicable, to the secretary, it will be deemed an abstention, and any subsequent action taken by the attendee shall be deemed to have not been taken.
- 7.8 A shareholder or proxy representative who attends the General Meeting in person may not attend remotely. In cases of co-ownership of shares, the co-owner who first registers, whether physically or remotely, shall have the status of attendee and therefore any subsequent access by the other co-owners shall be rejected.
- 7.9 The Company reserves the right to change, suspend, cancel or restrict the mechanisms for remote attendance at the General Meeting of Shareholders if required or imposed for technical or security reasons.
- 7.10 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 the mechanisms described in this article for on-line attendance.

- 7.11 If, for technical reasons not attributable to the Company, remote attendance at the meeting is not possible or there is an interruption in or inability to communicate, said circumstance may not be invoked as an illegal deprivation of shareholder rights.

Article 8. Right of the shareholders or their proxy representatives to receive information during the Meeting and to make presentations

- 8.1 Once the General Meeting has been validly formed and prior to the commencement of the presentation period, attendees who, in the exercise of their rights, desire to make a presentation at the Meeting and, if applicable, verbally request information or clarifications as described in the Regulations for the Meeting, shall identify themselves with the secretary (or the notary, if one has been summoned), which shall be available for these purposes at the place where the Meeting is held.
- 8.2 The attendee asking to make a presentation must verify their identity with the secretary (or the notary, if one has been summoned) by showing their national identity document or other document that may have permitted them to validly access the meeting and, if applicable, the company name of the corporate shareholder that they represent (organically or as a proxy) and the documents justifying the proxy, as well as the number of shares that they own or represent.
- 8.3 It is suggested that presentation requests be submitted as soon as possible after entering the place where the Meeting will be held in order to facilitate preparation of the list of presenting parties.
- 8.4 Once the meeting has started, the chair will establish the appropriate time, in any case before voting on the resolutions, to invite the attendees who have notified the secretary (or the notary, if one has been summoned) of their desire to make a presentation to do so, as well as the procedure for the presentations. The chair may approve the grouping of issues for the debate and time limitations, and may also adopt such other measures as are necessary for appropriate and normal conduct of the meeting.
- 8.5 Unless otherwise provided by law, no attendee may make their presentation on matters not included on the agenda or if the chair of the General Meeting of Shareholders has not given them the floor.
- 8.6 Presentations shall be made in the order announced by the chair or the secretary.
- 8.7 Presenting parties must exercise their right reasonably in relation to both the duration of their presentation, which must be brief (no more than five minutes unless an extension is approved by the chair), and the content thereof, which should refer to the matters about which presentations can be made pursuant to the Regulations for the Meeting, with such due respect as the proceedings of the Meeting and the other attendees deserve.
- 8.8 The powers to make a presentation shall be exercised on a single occasion, and an attendee may not exercise such powers again after the shareholder's turn has ended, unless the chair otherwise determines. The right to receive information may not be exercised by the attendees after the end of the corresponding period as stated for this purpose by the chair of the Meeting.
- 8.9 The chair of the Meeting, or the director appointed thereby, may respond individually or on a collective, summary basis to the various questions of the shareholders, without prejudice to information being subsequently sent to the interested parties as provided by law.

Article 9. Grant of proxy

9.1 Power of shareholders to be represented

- (i) All shareholders having the right to attend the Meeting may be represented 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 non-shareholders, the national identity document number, together with the name and surnames of the proxy representative, must be included in the proxy cards sent to the Company in order to facilitate their identification at the entrances to the Meeting.
- (ii) 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 on substitution of the proxy representative) set forth in the Corporate Governance Rules and in these Rules shall apply.
- (iii) In any case, the person in whose favour the proxy is granted must exercise it by personally attending the Meeting or, if applicable, remotely if this ability has been established pursuant to Article 7. The proxy representative must be identified as such and verify their identity at the registration desks available where the Meeting is to be held and on the date thereof beginning at the time established in the documents referred to in article 1.3. The proxy representative must also bring the corresponding accreditation document 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 these Rules.
- (iv) 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 or the card signed by a legal representative of the shareholder under which the representation is granted. If an authorised legal representative of the legal entity with powers of representation comes to the Meeting, the legal entity will be considered to be present at the meeting. In the case of powers-of-attorney, the legal entity will be considered to be represented.
- (v) Proxy representatives are advised to present themselves at the place where the Meeting is to be held sufficiently in advance to verify the proxy and validate the sufficiency of the documentation they intend to use to show their representative powers.
- (vi) 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 these Rules.
- (vii) Once the Meeting has commenced, the powers of the chair of and the secretary for the Meeting to accept the validity of the cards or the proxy verification instruments may be exercised by delegation by the deputy secretary of the Board of Directors, if any, and by the heads of the services in charge of verifying proxies and absentee voting.

- (viii) If the proxy representative does not attend the Meeting: (a) if the proxy is in favour of a person other than one of the members of the Board of Directors, the secretary or the deputy secretary of the Board of Directors or the senior managers of the Company, said proxy shall be cancelled; and (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 or the deputy 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 conflicts of interest including the rules on substitution of proxy representative included in the Corporate Governance Rules and in these Rules.

9.2 Forms of exercising the right to proxy representation

- (i) In addition to the forms of proxy representation set out in article 9.1 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 Meeting.
- (ii) The card or verification instrument may also be delivered in the days prior to the Meeting at the registered office or, if applicable, at the office of the relevant depository.
- (iii) A shareholder may be represented by proxy at the Meeting by filling out the card or verification instrument and sending it by post addressed to the Company.
- (iv) Via internet:
- (a) 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), which 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 other circumstances described on said website, as well as any voting instructions that the shareholder desires to give to the proxy representative.
- (b) A proxy granted by electronic communication may only be granted once. However, before the end of the period set out in article 9.3, 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.
- (c) The validity of the proxy granted by any of the means provided for in this article 9.2 is subject to the information verification process provided for in article 11.2 below.

9.3 Deadline to grant the proxy

- (i) A proxy granted by means of postal or electronic correspondence must be received by the Company at least twenty-four hours in advance of the date and time set for the holding of the Meeting on first call or on second call, as applicable. Otherwise, the proxy shall be deemed not to have been granted.

- (ii) However, the Company reserves the right to extend these periods upon the terms set forth in the Regulations for the Meeting and in the powers delegated by the Board of Directors to the chair of and the secretary for the Meeting. The proxies referred to in article 9.2(iv) of these Rules that are issued by electronic correspondence are excluded from the foregoing.
- (iii) Proxies shall also be accepted if granted by cards or other verification instruments that the Company deems equivalent that are presented at the shareholder registration desk that will be open beginning at the time indicated in the documents referred to in article 1.3.

9.4 Scope of proxy representation and conflict of interest

- (i) 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.
- (ii) In the event that a proxy representative is affected by a conflict of interest in connection with any item on the agenda or any other matter outside the agenda that may be raised for a vote in accordance with the law, the representative must refrain from voting when the shareholder has not given precise instructions for each of these items.
- (iii) 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 Meeting, second, the secretary therefor, and finally, the deputy secretary of the Board of Directors, if any.

9.5 Proxy in favour of the members of the Board of Directors

- (i) If the proxy is granted or deemed to have been granted, in accordance with the Corporate Governance Rules and these Rules, 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.
- (ii) 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 will state on occasion of the call to meeting their personal decision to accept and exercise all proxies granted to them individually unless they are affected by a conflict of interest.
- (iii) In all cases in which, in accordance with the Corporate Governance Rules and these Rules, a proxy is deemed to have been granted to the chair of the Board of Directors and the chair does not attend the Meeting in person, the proxy shall be deemed to have been granted to whoever acts as secretary for the Meeting, and in the absence thereof, to any deputy secretary of the Board of Directors, in accordance with the rules established in the Regulations for the Meeting.

9.6 Direction of vote

- (i) The proxy representative must vote on the proposed resolutions for the Meeting following the instructions given by the shareholder.
- (ii) 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.

- (iii) Unless otherwise expressly stated, the proxy shall be deemed to cover resolutions not proposed by the Board of Directors and resolutions not included on the agenda of the call to meeting.
- (iv) In the event of extension of the proxy, and in the absence of specific instructions by the shareholder expressly appearing on the card or the verification instrument, the proxy representative must interpret that the instructions are to abstain with respect to proposed resolutions included on the agenda that have not been submitted by the Board of Directors. If the proxy should be exercised by a member of the Board of Directors (or by the secretary or deputy secretary), and the Board of Directors has also expressly resolved to take a stance for or against the proposals in question, it shall be deemed that the shares vote for or against them, as applicable.
- (v) In respect of those matters not included in the agenda of the call to meeting that may arise during the Meeting in accordance with law, and unless there is a different instruction from the shareholder expressly appearing on the card or verification instrument, the proxy representative will exercise the vote according to the Regulations for the General Meeting of Shareholders.

Article 10. Right to vote and absentee vote

10.1 Right to vote

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

10.2 Absentee vote

Provided the Board of Directors has enabled distance voting in the call to convene, the following provisions shall apply:

- (i) Shareholders entitled to attend the Meeting 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 Meeting.
- (ii) Furthermore, shareholders may cast an absentee vote by delivering the card or verification instrument in the days prior to the Meeting at the registered office.
- (iii) Postal correspondence
 - (a) 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 these Rules and, if applicable, the documents referred to in article 1.3.
 - (b) 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).
- (iv) Electronic correspondence

A shareholder may cast an absentee vote by electronic correspondence as provided in article 9.2(iv) of these Rules 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 thereon.

(v) Deadline for receipt by the Company

- (a) To be valid, a vote cast by means of postal or electronic correspondence must be received by the Company at least twenty-four hours in advance of the date and time set for the holding of the Meeting. Otherwise, the vote shall be deemed not to have been cast (article 17.2 of the Regulations for the Meeting).
- (b) The chair of and the secretary for the Meeting 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 article 10.2(iv) after the deadline referred to in the preceding paragraph and before the commencement of the Meeting.

10.3 Calculation of shareholders casting absentee vote

Shareholders who cast an absentee vote, when this possibility has been enabled, shall be considered present for purposes of the establishment of a quorum for the Meeting and the calculation of the voting majority.

10.4 Direction of vote

In the event absentee voting has been enabled:

- (i) Unless expressly stated otherwise, it shall be deemed that an absentee vote refers to all the items on the agenda of the call to meeting and that the shareholder votes in favour of the respective proposed resolutions submitted by the Board of Directors.
- (ii) 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 Article 9 of these Rules shall apply.

Article 11. Common provisions for proxy representation and, when provided, absentee voting

11.1 Acceptance of electronic document

An electronic document that a 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 article 9.2(iv) shall be recognised as an unalterable copy in electronic format of the card or verification instrument.

11.2 Verification of information

The validity of proxy-granting and, when enabled, 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 the entity in charge of the book-entry register or through other means that allow the Company to verify the legitimacy and current validity of the proxy or absentee vote.

11.3 Revocation of proxy and of absentee vote

- (i) 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 article 9.3 of these Rules. Attendance by the shareholder granting the proxy at the General Meeting, whether physically or, if applicable, by remote attendance, as well as the casting of an absentee vote, shall also have the effect of revoking the proxy granted, whatever the date thereof.

- (ii) 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 article 10.2(v) of these Rules, or by the attendance of the shareholder at the Meeting either physically or, if applicable, by remote attendance.

11.4 Standards of interpretation for proxies and absentee votes

- (i) The chair, the secretary and any deputy secretary of the Board of Directors, or the chair of and the secretary for the Meeting as from the valid formation 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.
- (ii) 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 these Rules and, if applicable, the documents referred to in article 1.3, has expressed the desire to grant a proxy or cast an absentee vote, as applicable, and will not attend the Meeting unless the shareholder actually attends.

11.5 Rules of priority among proxy, absentee vote and presence of shareholder at the Meeting

- (i) To ensure maximum respect for the exercise of shareholder rights and to avoid duplications or errors, the following rules of priority shall apply.
- (ii) 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 the one granted by electronic correspondence, regardless of the respective dates of execution thereof.
- (iii) If a shareholder grants a proxy or casts an absentee vote by electronic correspondence and by postal correspondence, the proxy granted or vote cast by the latter method shall prevail over the one granted or cast by electronic communication, regardless of the respective dates of issuance thereof.
- (iv) 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 of the Meeting or to the person indicated for that purpose.
- (v) If questions arise regarding the intention of the shareholder, the following rules shall apply:
 - (a) If the signature of the shareholder on the card or the verification instrument appears both in the voting and proxy sections, it shall be deemed that the shareholder has voted.
 - (b) If the card or the verification instrument that is sent or delivered is only signed, it shall be deemed that the shareholder has granted a proxy to the chair of the Board of Directors.
 - (c) If the card or the 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.

- (d) If the card or the 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.
 - (e) If the card or the verification instrument contains the signature of the shareholder in the absentee voting section and in any other space on the card or verification instrument, it shall be deemed that the shareholder has cast an absentee vote.
 - (f) If the card or the 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.
 - (g) 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, the secretary of the Board of Directors or, if any, the deputy secretary of the Board of Directors and such person does not attend, said proxy shall be cancelled.
 - (h) 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.
 - (i) If the signed card or verification instrument contains a proxy in favour of a member of the Board of Directors, the secretary (itself or upon receipt of the card at the registered office, when applicable) shall deliver it to the secretary for the Meeting, who in turn shall inform the director appointed of the number of proxies received in the director's name.
 - (j) 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 Meeting, it shall be deemed that the secretary of the Meeting or, if the secretary is also not present, the deputy secretary of the Board of Directors, if any, has been appointed as a representative on an alternative basis.
- (vi) 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 article 11.3 above— shall recognise the validity of the proxy or vote from the most recent date and, if no date is included or being more than one of the same date, the last notice received.
 - (vii) If the Company becomes aware of information provided by the entity in charge of the book-entry register 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 or verification instrument, 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 or verification instruments issued by entities that are holders of shares of the Company in their capacity as global custodians acting on behalf of their final investors.
 - (viii) 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.

Article 12. Proxies and votes received through financial intermediary and management institutions and depositaries of the instructions of their customers

- 12.1 The cards as well as shareholders' instructions and any other communications related thereto received by the Company through the financial institutions mentioned in this article shall be accepted regardless of the means by which they are received (including personal delivery, postal correspondence, fax, swift or e-mail, among others).
- 12.2 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.
- 12.3 If a financial intermediary or management institution or depositary sends to the Company the card or verification instrument of a shareholder duly identified in the document and bearing the signature, stamp or mechanical impression of the institution, 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 verification instrument unless the shareholder expressly indicates otherwise.
- 12.4 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, when appropriate, 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 these Rules apply.
- 12.5 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 at least twenty-four hours in advance of the date and time set for the holding of the Meeting on first call or on second call, as applicable. 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 article 2.2 of these Rules.
- 12.6 Financial intermediaries that appear as shareholders in the book-entry register but that act on behalf of various persons may split their vote and cast it in different directions in compliance with different voting instructions, if so received.
- 12.7 They may also delegate the vote to the ultimate beneficiaries or indirect holders of shares of the Company, or to third parties designated thereby, with no limit on the number of delegations granted. In this case, the votes corresponding to the shares whose exercise has been delegated to the ultimate beneficiaries or indirect holders of the shares, or to third parties designated thereby, shall be considered as represented for the purposes of the quorum and the recording of the votes.

Article 13. Voting procedures

- 13.1 Once the period for presentations by shareholders and for response by the chair of the Meeting (or any other person by instruction of the chair) has ended, the proposed resolutions on the matters included in the agenda of the call to meeting or those other items which pursuant to law do not need to be included therein, including any resolutions proposed by the shareholders during the course of the meeting and which may properly be accepted and put to a vote in accordance with law and the Company's Corporate Governance Rules, shall be put to a vote.

- 13.2 The chair of the Meeting 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.
- 13.3 In particular, if a shareholder has validly exercised any of the rights to request a supplement to the call to meeting, the chair of the General Meeting, making use of the powers vested therein by the Regulations for the General Meeting, shall submit to a vote the new items after the proposed resolutions submitted by the Board of Directors.
- 13.4 Upon the approval of a proposed resolution, all other resolutions relating to the same matter that are incompatible therewith shall automatically lapse, without submitting them to a vote.
- 13.5 Shareholders and their proxy representatives have the right to have the Notary (or the secretary for the Meeting in the absence thereof) record their vote against, in favour, in blank or their abstention in the minutes of the meeting.
- 13.6 Without prejudice to the foregoing, in order to expedite the meeting, the chair of the Meeting 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. This is understood to be without prejudice to the right of any shareholder to record the direction of their vote with the Notary (or with the secretary, as applicable).

Article 14. Shareholder guarantees

- 14.1 Verification procedures
- (i) The shareholder is exclusively responsible for the custody of the shareholder's valid digital certificate.
 - (ii) Pursuant to the powers set forth in article 24 of the By-Laws and in article 17 of the Regulations for the Meeting, 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.
 - (iii) Shareholders who so desire may call the telephone number and during the times set forth in the announcement of the call to meeting to ask any question regarding the Meeting.
- 14.2 Notarial minutes
- The Board of Directors may resolve to request the presence of a Notary to prepare the minutes of the Meeting, in use of the power set forth in section 203 of the Corporate Enterprises Act, read together with article 101 of the Regulations of the Commercial Registry.
- 14.3 Participation of the secretary of the Board of Directors as legal counsel
- The Board of Directors shall be advised by the secretary of the Board of Directors in the absence thereof, in relation to the call to the Meeting, as Company's legal counsel.