

Proposed Resolutions

Proposed resolutions
relating to the 2023
Annual General Meeting
of Shareholders of
“**Siemens Gamesa
Renewable Energy,
S.A.**”

**PROPOSAL ONE
RESOLUTION ONE**

Item one on the agenda: “Examination and approval, if appropriate, of the individual annual accounts (balance sheet, profit and loss account, statement of changes in shareholders’ equity, statement of cash flows and notes) of Siemens Gamesa Renewable Energy, Sociedad Anónima, as well as of the consolidated annual accounts of the Company and its subsidiaries (balance sheet, profit and loss account, statement of changes in shareholders’ equity, statement of cash flows and notes), for the financial year ended on 30 September 2022.”

To approve the individual annual accounts (balance sheet, profit and loss account, statement of changes in shareholders’ equity, statement of cash flows and notes) of Siemens Gamesa Renewable Energy, Sociedad Anónima (the “**Company**”), as well as the consolidated annual accounts of the Company and its subsidiaries (balance sheet, profit and loss account, statement of changes in shareholders’ equity, statement of cash flows and notes), for the financial year ended on 30 September 2022.

The individual and consolidated annual accounts of the Company submitted for examination and approval by the shareholders at the General Meeting of Shareholders are those audited by Ernst & Young, Sociedad Limitada, auditor of the Company and of its group, and which were drafted by the Board of Directors and signed by all of the directors on 29 November 2022.

**PROPOSAL TWO
RESOLUTION TWO**

Item two on the agenda: “Examination and approval, if appropriate, of the individual management report of Siemens Gamesa Renewable Energy, Sociedad Anónima and of the consolidated one with its subsidiaries for the financial year ended on 30 September 2022.”

To approve the individual management report of Siemens Gamesa Renewable Energy, Sociedad Anónima and the consolidated management report of the Company and its subsidiaries for the financial year ended on 30 September 2022 drafted by the Board of Directors on 29 November 2022 –without prejudice to the statement of non-financial information, included in the consolidated management report, being submitted for the separate approval of the shareholders at the General Meeting of Shareholders as item three on the agenda–.

**PROPOSAL THREE
RESOLUTION THREE**

Item three on the agenda: “Examination and approval, if appropriate, of the consolidated statement of non-financial information of Siemens Gamesa Renewable Energy, Sociedad Anónima for the financial year ended on 30 September 2022.”

To approve the statement of non-financial information included in the management report of Siemens Gamesa Renewable Energy, Sociedad Anónima, consolidated with that of its subsidiaries, for the financial year ended on 30 September 2022, drafted by the Board of Directors on 29 November 2022.

**PROPOSAL FOUR
RESOLUTION FOUR**

Item four on the agenda: “Examination and approval, if appropriate, of the corporate management and the activities of the Board of Directors during the financial year ended on 30 September 2022.”

To approve the corporate management and the activities of the Board of Directors of Siemens Gamesa Renewable Energy, Sociedad Anónima, during the financial year ended on 30 September 2022.

**PROPOSAL FIVE
RESOLUTION FIVE**

Item five on the agenda: “Examination and approval, if appropriate, of the proposed allocation of profits/losses of Siemens Gamesa Renewable Energy, Sociedad Anónima for the financial year ended on 30 September 2022.”

To approve the allocation of profits/losses of Siemens Gamesa Renewable Energy, Sociedad Anónima, for the financial year ended on 30 September 2022 proposed by the Board of Directors at its meeting held on 29 November 2022, in the amount of 145,723,272.73 euros, distributing it as follows:

		Euros
Basis of distribution:		
Result for the year		€145,723,272.73
	TOTAL	€145,723,272.73
Distribution:		
Other reserves		€145,723,272.73
	TOTAL	€145,723,272.73

**PROPOSAL SIX
RESOLUTION SIX**

Item six on the agenda: “Re-election of Ernst & Young, Sociedad Limitada as statutory auditor of Siemens Gamesa Renewable Energy, Sociedad Anónima for financial year 2023.”

To re-elect the company Ernst & Young, Sociedad Limitada as statutory auditor of Siemens Gamesa Renewable Energy, Sociedad Anónima, which company will provide audit services during the financial year running between 1 October 2022 and 30 September 2023.

To such end, the Board of Directors is hereby authorised to enter into the applicable audit contract with Ernst & Young, Sociedad Limitada, with such terms and conditions as it deems fit, as well as to make any amendments to such contract as may be appropriate pursuant to applicable law at any time. The Board of Directors is hereby expressly authorised to delegate this power to such director or directors as it may designate, with express powers of substitution.

Ernst & Young, Sociedad Limitada has its registered office in Madrid, at calle Raimundo Fernández Villaverde, 65, 28003 Madrid, and holds Tax Identification Number (N.I.F.) B-78970506. It is registered with the Madrid Commercial Registry in Volume 9,364 general, 8,130 of Section 3rd of the Companies Book, Paper 68, Page number 87,690-1 and with the Official Statutory Auditors’ Registry (*Registro Oficial de Auditores de Cuentas*) (ROAC) under number S-0530.

**PROPOSAL SEVEN
RESOLUTION SEVEN**

Item seven on the agenda: “Authorisation to the governing body, with express power of substitution, for the acquisition of own shares”.

Pursuant to the provisions of section 146 of the Corporate Enterprises Act, to expressly authorise the governing body, with express power of substitution, to engage in the derivative acquisition of shares of Siemens Gamesa Renewable Energy, Sociedad Anónima (the “**Company**”), on the following terms:

- (a) Acquisitions may be made directly by the Company or by any of its subsidiaries upon the same terms of this resolution.
- (b) Acquisition shall be made through purchase/sale, swap or any other transaction allowed by law.
- (c) Acquisitions may be made at any time up to the maximum amount allowed by law.
- (d) Acquisitions may not be made at a price below the nominal value of the shares or above the higher of (i) EUR 18.05 per share and (ii) 200% of the net book value of each share at the time of acquisition, this being the value as stated in the latest financial statements approved by the General Meeting of Shareholders.
- (e) This authorisation is granted for a period of five years from the adoption of this resolution.
- (f) The acquisition of shares, including shares previously acquired by the Company or by a person acting in their own name but on the Company’s behalf and held thereby, may not have the effect of reducing net assets below the amount of share capital plus reserves restricted by law or the by-laws, all as provided in letter b) of section 146.1 of the Corporate Enterprises Act.

It is expressly stated for the record that shares acquired as a result of this authorisation may be used for subsequent disposal or redemption as well as the application of the remuneration systems contemplated in the third paragraph of letter a) of section 146.1 of the Corporate Enterprises Act, as well as for the implementation of programmes encouraging participation in the capital of the Company.

The resolution revokes and deprives of effect, to the extent of the unused amount, the authorisation for the derivative acquisition of own shares granted to the Board of Directors by the shareholders at the General Meeting of Shareholders held on 22 July 2020.

**PROPOSAL EIGHT
RESOLUTION EIGHT**

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

Without prejudice to the aforementioned delegations of powers, the governing body of Siemens Gamesa Renewable Energy, Sociedad Anónima (the “**Company**”) is hereby given by delegation, with express powers of substitution in favour of any of its members, all powers required to correct, further develop and implement, at such time as it deems appropriate, each of the resolutions approved by the shareholders at the General Meeting of Shareholders.

The governing body is also hereby authorised to determine any other circumstances that may be required in connection with such resolutions, adopting and implementing such resolutions as may be necessary, publishing the announcements and providing the guarantees that may be appropriate for the purposes established by law, as well as formalising all required documents, carrying out all appropriate steps and complying with all requirements established by law for the full implementation of the resolutions approved by the shareholders at the General Meeting of Shareholders.

In addition, it is hereby resolved to authorise the chair and the secretary of the Board of Directors, acting severally, so that either of them may, acting individually, formalise and implement the resolutions approved by the shareholders at the General Meeting of Shareholders, including the filing of the annual accounts, the management reports and the audit reports of the Company and of its consolidated group, with the power to execute such public or private documents as may be necessary or appropriate (including those for purposes of clarification, total or partial rectification and correction of defects or errors) for proper compliance therewith and for registration, including partial registration, thereof with the Commercial Registry or any other registry or agency with which such registration is required.