

**SIEMENS GAMESA RENEWABLE ENERGY, S.A.
OTHER RELEVANT INFORMATION**

As per section 227 of the restated text of the Securities Market Law (*texto refundido de la Ley del Mercado de Valores*), approved by the Royal Legislative Decree 4/2015, of 23 October, and related provisions, the Company announces the following other relevant information:

I.- Standing purchase order of Siemens Gamesa shares by Siemens Energy relating to the proposed delisting

Regarding the voluntary takeover bid on the shares of Siemens Gamesa Renewable Energy, S.A. ("**Siemens Gamesa**" or the "**Company**") filed by Siemens Energy Global GmbH & Co. KG ("**Siemens Energy**") (the "**Offer**") and authorised by the Spanish National Securities Market Commission (the "**CNMV**") on 7 November 2022, the outcome of which was published by the CNMV on 19 December 2022 and the settlement of which is scheduled to take place on 22 December 2022, as further discussed below the Board of Directors of Siemens Gamesa has resolved today to call a General Shareholders' Meeting of the Company, which is scheduled to be held at first call on 25 January 2023. The agenda includes, among other items, the delisting of the shares representing the entire capital of Siemens Gamesa from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges pursuant to the provisions of Article 82 of the revised text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October (*texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) and the procedure of Article 11.d) of Royal Decree 1066/2007, of 27 July, on the regime for public takeover bids for securities (*Real Decreto 1066/2007, de 27 de julio, sobre el régimen de las ofertas públicas de adquisición de valores*) ("**Royal Decree 1066/2007**").

It is expected that Siemens Energy, which following the settlement of the Offer is expected to hold 631,538,509 shares of Siemens Gamesa, representing 92.72% of the share capital and voting rights of the Company, will vote for the resolution to delist the Siemens Gamesa shares.

With regards to the delisting procedure of all the shares of Siemens Gamesa from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, and according to the intentions set out by Siemens Energy in the Offer prospectus (the "**Prospectus**"), subject to settlement of the Offer (scheduled to take place on 22 December 2022) resulting in the acquisition by Siemens Energy on the settlement date of the Offer of a shareholding of more than 75% of the voting share capital of the Company, Siemens Gamesa communicates the placing by Siemens Energy of a standing purchase order for the shares of Siemens Gamesa (the "**Standing Order**") in accordance with the following terms and conditions:

- (a) The originator and acquirer of the shares shall be Siemens Energy.
- (b) The price at which the Standing Order will be placed shall be of EUR 18.05 per share, the same price at which the Offer was launched, which was duly justified in accordance with the provisions of paragraphs 5 and 6 of Article 10 of Royal Decree 1066/2007 by means of a valuation report that was attached to the Prospectus.
- (c) The Standing Order will be addressed to all the shares of Siemens Gamesa which are not owned by Siemens Energy, that is, to a maximum of 49,604,873 shares of Siemens Gamesa, representing 7.28% of its share capital, and Siemens Energy undertakes not to dispose of the shares of Siemens Gamesa it holds at any given time (including those acquired through the Standing Order), at least until the effective delisting of the shares of Siemens Gamesa.

- (d) The Standing Order will commence on 23 December 2022 and will be in force until the date on which the CNMV suspends the trading of the shares of Siemens Gamesa as a preliminary step to its delisting. In any case, the Standing Order will be in force for at least one month within the six months following the settlement of the Offer.
- (e) Banco Santander, S.A. will be the entity in charge of brokering the transactions for the purchase of the shares of Siemens Gamesa that are transferred within the framework of the Standing Order and of the settlement of such transactions.

The shareholders of Siemens Gamesa who choose to sell their shares in the Standing Order will, where applicable, bear the costs arising from the brokerage fees for the compulsory participation of a market member in the sale and purchase, as well as the applicable trading fees of the Stock Exchanges, of BME Clearing, S.A., and settlement fees of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear).

For the avoidance of doubt, it should be noted that the delisting of the Siemens Gamesa shares is subject to (i) its approval by simple majority by General Shareholders' Meeting of Siemens Gamesa (which is scheduled to be held at first call on 25 January 2023 and where, as anticipated, it is expected that Siemens Energy will vote in favor of the relevant delisting resolution), (ii) the authorisation by the CNMV of the delisting application to be submitted to the CNMV once the General Shareholders' Meeting has approved the delisting; and (iii) the settlement of all the purchase transactions carried out within the Standing Order.

II.- Resolutions passed by the Board of Directors of Siemens Gamesa on 20 December 2022

Moreover, the Board of Directors of the Company, in its meeting held today, 20 December 2022, has passed, among others, the resolutions set out below regarding the acknowledgment of the resignation of certain directors and the calling of the Extraordinary General Meeting of Shareholders referred to above.

The agenda of the Extraordinary General Meeting of Shareholders of the Company comprises the amendment of the Company's By-laws and the Regulations of the General Shareholders' Meeting of the Company, as well as the change in the composition and structure of the Board of Directors of the Company, all of the foregoing in line with the provisions of the Prospectus. Such amendments to the By-laws and the Regulations of the General Shareholders' Meeting, as well as the changes to the composition and structure of the Board of Directors of the Company, will be conditioned to the effective delisting of the shares of the Company and will be effective on the date where the shares of the Company are delisted from the Stock Exchanges.

First.- Acknowledgement of the resignation of Mr. André Clark; and acknowledgement of the resignation of Mr. Rudolf Krämmer, Ms. Mariel von Schumann, Ms. Gloria Hernández, Mr. Harald von Heynitz, Ms. Maria Ferraro, and Mr. Francisco Belil, conditioned to the effective delisting of the shares of the Company

To acknowledge the resignation presented by Mr. André Clark, non-executive proprietary director, as member of the Board of Directors. The motivation is that Mr. Clark will assume certain executive tasks related to the businesses of Siemens Gamesa in the LATAM region.

To acknowledge the resignations of Mr. Rudolf Krämmer, non-executive independent director; Ms. Mariel von Schumann, non-executive proprietary director; Ms. Gloria Hernández, non-executive independent director; Mr. Harald von Heynitz, non-executive independent director; Ms. Maria Ferraro, non-executive proprietary director; and Mr. Francisco Belil, non-executive independent director, communicated through letters dated on 20 December 2022, being said resignations subject to the effective delisting of the shares of the Company.

Therefore, under Article 30.2 of the By-laws, the Board of Directors of the Company agreed, as stated below, to propose to the 2023 Extraordinary General Meeting of Shareholders to establish the number of members of the Board of Directors at three.

The effectiveness of this resolution shall be conditioned to the effective delisting of the shares of the Company on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges.

Second.- Call of the 2023 Extraordinary General Meeting of Shareholders

To call the 2023 Extraordinary General Meeting of Shareholders of the Company, which will be held at the first call on Wednesday 25 January 2023 at 12:00 in the Mitxelena Auditorium of Bizkaia Aretoa in Bilbao, Avenida Abandoibarra 3, and in the event of there not being the quorum of attendance required by Law, it will be held at the second call on Thursday 26 January 2023, at 12:00, at the same place, with the purpose of deliberate and take agreements about the issues included in following

Agenda

ITEMS REGARDING THE COMPOSITION OF THE BOARD OF DIRECTORS

One.- Ratification of the appointment by co-option and re-election of Mr. Christian Bruch as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of non-executive proprietary director, for the bylaw-mandated four-year term.

Two.- Ratification of the appointment by co-option and re-election of Mr. Anton Steiger as a director of Siemens Gamesa Renewable Energy, Sociedad Anónima, with the classification of non-executive proprietary director, for the bylaw-mandated four-year term.

ITEMS REGARDING THE DELISTING OF THE SHARES OF THE COMPANY

Three.- Examination and approval, if applicable, of the delisting of the shares representing the entire capital of Siemens Gamesa Renewable Energy, Sociedad Anónima from the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges in accordance with the provisions of Articles 82 of the revised text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October (*texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) and 11.d) of Royal Decree 1066/2007, of 27 July, on the regime for public takeover bids for securities (*Real Decreto 1066/2007, de 27 de julio, sobre el régimen de las ofertas públicas de adquisición de valores*).

ITEMS REGARDING THE AMENDMENT OF THE CORPORATE GOVERNANCE RULES

Four.- Amendment of the By-laws of the Company and approval of a new revised text, subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

4.1. Amendment of Articles 2, 8, 11, 13, 15, 19.4, 20, 21, 24, 31, 32, 33, 35, 48, 50 and 52.1 of the By-laws, to reorganize Title III, including the repeal of Articles 29, 30, 37, 39 and 42, and addition of a new Article 27-bis of the By-laws and a transitory provision, for its adaptation to the applicable regulations of a non-listed company. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

- 4.2. Amendment of Articles 5 and 12.2 of the By-laws to adapt them to a non-listed company within a corporate group whose parent company is Siemens Energy AG. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 4.3. Amendment of Article 17.1 of the By-laws relative to the venue of the General Meeting of Shareholders. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 4.4. Amendment of Article 45 of the By-laws relative to the remuneration system of directors. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 4.5. Amendment of Articles 10 and 18 and repeal of Articles 3, 9, 14, 16, 25, 27, 28, 34, 36, 38, 40, 41, 43, 46, 47, 51 and 53 of the By-laws to simplify its content in accordance with the situation of an unlisted company. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 4.6. Approval of the revised text of the By-laws. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

Five.- Amendment of the Regulations for the General Meeting of Shareholders and approval of a new restated text, subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

- 5.1. Amendment of Articles 3, 4, 7, 8, 9, 11, 12, 14, 16.1, 17, 18.1, 21, 23, 25.2, 27, 28.1, 29, 31, and 36, repeal of Article 10 of the Regulations for the General Meeting of Shareholders and introduction of a transitory provision to adapt them to the applicable regulations of a non-listed company. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 5.2. Amendment of Article 6 and repeal of Article 37 of the Regulations for the General Meeting of Shareholders to simplify their content in accordance with the situation of an unlisted company. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 5.3. Amendment of Articles 1.2, 2, 19, 22, 24 and 32.2 of the Regulations for the General Meeting of Shareholders, to improve their drafting and introduce technical enhancements. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 5.4. Approval of the revised text of the Regulations for the General Meeting of Shareholders. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

ITEMS REGARDING OTHER ISSUES WHICH DERIVE FROM THE DELISTING OF THE SHARES OF THE COMPANY

Six.- Repeal of the Remuneration Policy of Directors, conditioned to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

Seven.- Acknowledgement of the resignations of Mr. Rudolf Krämmer, Ms. Mariel von Schumann, Ms. Gloria Hernández, Mr. Harald von Heynitz, Ms. Maria Ferraro, and Mr. Francisco Belil and establishment of the number of members of the Board of Directors at three, all of which is conditioned to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

ITEMS REGARDING GENERAL ISSUES

Eight.- Delegation of powers to formalize and execute all resolutions adopted by the Extraordinary General Meeting of Shareholders, to notarize them and to interpret, correct, supplement or develop them until the appropriate registrations are made.

INFORMATION TO BE PROVIDED TO THE SHAREHOLDERS AT THE GENERAL MEETING OF SHAREHOLDERS:

Information will be provided to the shareholders at the General Meeting of Shareholders regarding the amendment to the Regulations of the Board of Directors approved on 4 May 2022.

The notice of the call of the 2023 Extraordinary General Meeting of Shareholders will be published in the following days as provided in the applicable legislation and the Corporate Governance Rules of the Company.

In Zamudio (Biscay), on 20 December 2022

Juan Antonio García Fuente
Secretary of the Board of Directors