



**EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING  
GAMESA CORPORACIÓN TECNOLÓGICA, S.A.**

**ATTENDANCE, PROXY-GRANTING AND DISTANCE VOTING CARD**

Name or company name: ID (NIF/CIF): Address:
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**Securities Account Code:**

**Number of Shares:**

Bar Code

This attendance, proxy-granting and distance voting card is issued in connection with the Extraordinary General Shareholders' Meeting of Gamesa Corporación Tecnológica, S.A. (the "Company") to be held in Zamudio (Vizcaya), at the Auditorium of the 101 Building (Barco Building) of Parque Tecnológico de Bizkaia (Ibaizabal Bidea), at 16:00h on October 24, 2016, on first call or on second call on October 25, 2016, at the same place and time, pursuant to the attached agenda, which is also included in the notice of the call to meeting published on the corporate website [www.gamesacorp.com](http://www.gamesacorp.com).

Through this card the holder is enabled to either: a) use it as an accreditation document for attending the Extraordinary General Shareholders' Meeting in person, or b) exercise the right to vote from a distance and, in addition, grant a proxy in connection with specific proposed resolutions or matters not included in the agenda, or c) grant a proxy to a third person, shareholder of the Company or not.

The card shall be filled-in according to the instructions included below and, in any case, shall be presented with the signature of its holder (on the left upper box on this page).

The provisions of the Shareholders' Guide, the Company's Corporate Governance Policy and the rest of the corporate Governance Rules of the Company published on the corporate website [www.gamesacorp.com](http://www.gamesacorp.com) shall apply to the instruction container in this card.

**IF YOU ATTEND THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING IN PERSON, YOU MUST ATTEND WITH THIS CARD DULY FILLED-IN AND SIGNED AND DELIVER THIS CARD ON THE DAY OF THE MEETING AT THE ENTRANCE OF THE PREMISES WHERE THE MEETING IS HELD.**

IF YOU DO NOT ATTEND THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING IN PERSON, YOU MUST COMPLETE ONLY ONE OF THE SECTIONS BELOW: DISTANCE VOTING OR PROXY-GRANTING.

IF THE SHAREHOLDER HOLDING THIS CARD WISHES TO EXERCISE **THE RIGHT TO VOTE FROM A DISTANCE**, HE MUST SEND IT, DULY COMPLETED AND SIGNED, BY POSTAL SERVICE TO TE ADDRESS PARQUE TECNOLÓGICO DE BIZKAIA, EDIFICIO 222, IBAIZABAL BIDEA, 48170 ZAMUDIO (VIZCAYA) SPAIN OR BY ELECTRONIC MEANS ACCORDING TO THE PROVISIONS OF THE SHAREHOLDER'S GUIDE.

IN THE EVENT THAT A SHAREHOLDER HOLDING THIS CARD WISHES TO **GRANT A PROXY**, HE MAY, ALTERNATIVELY, DELIVER IT DULY FILLED-IN AND SIGNED TO HIS REPRESENTATIVE OR SEND IT BY POSTAL SERVICE TO THE AFOREMENTIONED ADDRESS OR BY ELECTRONIC MEANS ACCORDING TO THE PROVISIONS OF THE SHAREHOLDER'S GUIDE.

**DISTANCE VOTING**

The shareholder holding this card votes in favor of all the resolutions proposed by the Board of Directors in connection with the items on the agenda attached hereto and published by the Company, unless a different direction of the vote is indicated below (*mark the corresponding boxes with an "x"*):

Item on the agenda	1							2.1	2.2	3	4.1	4.2	4.3	4.4	4.5	4.6	4.7	4.8	5	6
	1.1	1.2	1.3	1.4	1.5	1.6	1.7													
In favor																				
Against																				
Abstention																				
Blank																				

Distance voting for possible proposals not included in the agenda is not possible. In connection with resolutions that have not been proposed by the Board of Directors or that relate to items not included in the attached agenda, unless otherwise expressly indicated below, the Proxy shall be deemed granted to the Chairman of the Board of Directors, and the rules regarding direction of the vote and substitution in the event of a conflict of interest set forth in the "PROXY-GRANTING" section of this card shall apply.

Check the following NO box only if you do not wish to grant this proxy and do not authorize the substitution, considering it an abstention:  NO

**Shareholder's signature**

In ....., on ....., 2016

**PROXY-GRANTING**

The shareholder holding this card grants a proxy to:

(Mark just one of the following ticking boxes and, if necessary, appoint a proxy-holder. For the validity of the proxy the shareholder delegating shall sign in the place established therefore)

- 1.  The Chairman of the Board of Directors of GAMESA CORPORACIÓN TECNOLÓGICA, S.A.
- 2.  ..... ID (DNI)/PASSPORT no. ....

In the event of a substitution of the proxy-holder, and unless the shareholder does not authorize such substitution, the first-appointed proxy-holder must provide the details of the substitute proxy-holder here:..... ID (DNI)/PASSPORT no. ....

A proxy that does not set forth the name of the person to whom such proxy is given shall be deemed granted to the Chairman of the Board of Directors.

Likewise, it shall be pointed out that if the Director of the Company, if the case, as proxy-holder will incur in a conflict of interest if issues that are not included in the agenda are submitted to the General Shareholders' Meeting and that refer to the dismissal or the issue of a social action of responsibility against that Director.

To give precise voting instructions to the proxy-holder, mark with a cross the corresponding boxes in the following table. If any of the boxes is not filled, shall be deemed that the precise instruction given by the shareholder is to vote in favour of the agreement proposal presented by the Board of Directors. *Mark the corresponding boxes:*

Item on the agenda	1							2.1	2.2	3	4.1	4.2	4.3	4.4	4.5	4.6	4.7	4.8	5	6	
	1.1	1.2	1.3	1.4	1.5	1.6	1.7														
In favor																					
Against																					
Abstention																					
Blank																					

Unless otherwise expressly indicated below, the proxy extends to the resolutions that have not been proposed by the Board of Directors or that relate to items not included in the attached agenda, in connection with which the proxy-holder shall vote in the direction he deems to be most favorable to the interests of the shareholder granting the proxy, within the framework of the corporate interest. *Check the following NO box only if you do not consent to this extension of the proxy, in which case it shall be deemed that the shareholder instructs the proxy-holder to abstain:*  NO

If the proxy-holder appointed according to the aforementioned indications is affected in a conflict of interest and the proxy-giver has not given precise voting instructions according to the content of this card, and unless the following NO box is marked, the proxy shall be deemed granted in relation to the matters in conflict, severally and successively, to the Chairman of the General Shareholders' Meeting, the Secretary of it and the Deputy Secretary of the Board of Directors. *If the following NO box is checked, it shall be understood that the shareholder gives the proxy the instructions to abstain in relation to the matters in conflict:*  NO

**Shareholder's signature**

**Proxy-holder's signature**

In ....., on ....., 2016

In ....., on ....., 2016

## Agenda of the Extraordinary General Shareholders' Meeting

### **ITEMS RELATING TO THE MERGER BY ABSORPTION OF SIEMENS WIND HOLDCO, SOCIEDAD DE RESPONSABILIDAD LIMITADA (SOCIEDAD UNIPERSONAL) BY THE COMPANY:**

**One.-** Approval of the merger by absorption of Siemens Wind Holdco, Sociedad de Responsabilidad Limitada (Sociedad Unipersonal) ("**Siemens Wind Power Parent**"), as absorbed company, by Gamesa Corporación Tecnológica, Sociedad Anónima ("**Gamesa**" or the "**Company**"), as the absorbing company, with the extinction of the absorbed company and the *en bloc* transfer of all of its assets and liabilities, by universal succession, to the absorbing company, being expressly established that the exchange will be covered with newly-issued shares in Gamesa, pursuant to the terms and conditions of the common draft terms of merger (*proyecto común de fusión*) executed by the Board of Directors of Gamesa and the sole director of Siemens Wind Power Parent on 27 June 2016, and posted on the website of Gamesa and deposited with the Commercial Registry of Barcelona by the sole director of Siemens Wind Power Parent (the "**Merger**" and the "**Common Terms of Merger**", respectively), together with, as the case may be, any information on any significant changes to the assets or liabilities of the companies involved in the Merger between the date of the Common Terms of Merger and the date of the General Shareholder's Meeting that will resolve on the Merger.

To this end:

- 1.1.** Approval of the individual balance sheet of the Company for the year ended 31 December 2015 and approved by the General Shareholder's Meeting held on second call on 22 June 2016, as the Merger balance sheet.
- 1.2.** Approval of the Common Terms of Merger by absorption of Siemens Wind Power Parent by the Company signed by the Board of Directors of the Company and the sole director of Siemens Wind Power Parent on 27 June 2016.
- 1.3.** Approval of the resolutions of the Merger (*acuerdo de fusión*) by absorption of Siemens Wind Power Parent by Gamesa, with the dissolution without liquidation of the former and the transfer *en bloc* of its assets and liabilities to the latter, which shall acquire them by universal succession, being expressly established that the exchange will be covered with the delivery of the newly-issued Gamesa shares under the terms and conditions of the Common Terms of Merger, all of them be subject to the terms and conditions established on the Common Terms of Merger.
- 1.4.** Approval of a capital increase by the Company of a nominal amount of EUR 68,318,681.15, through the issuance of 401,874,595 new shares with a nominal value of EUR 0.17 each, of the same and single class and series as those currently in circulation, to cover the exchange of the Merger, with an amendment of Article 7 of the Bylaws and the delegation to the Board of Directors to carry out the capital increase.
- 1.5.** Approval of the request for admission to trading of the new shares issued to cover the exchange on the stock markets of Madrid, Barcelona, Valencia and Bilbao through the Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market).
- 1.6.** Option in relation to the tax neutrality regime.
- 1.7.** Delegation of powers with regard to the Merger resolutions, with express powers of substitution.

**Two.** Amendment to the Company's Bylaws:

- 2.1.** Amendment of Articles 2.2, 35.2, 37.2 and 37.4 of the Bylaws, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 2.2.** Approval of the restated text of the Company's Bylaws, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.

**Three.** Approval of the distribution of an extraordinary cash dividend, charged to the share premium and other distributable reserves, amounting to a gross maximum of EUR 3.5976 per share with right to receive it (and therefore a maximum aggregate gross amount of EUR 1,004,697,388.11), conditional on registration of the Merger deed with the Commercial Registry of Bizkaia. Reduction of the amount of the extraordinary merger dividend by the amount resulting from the ordinary dividends approved or effectively distributed by the Company to its shareholders before the registration of the public deed of Merger with the Commercial Registry of Bizkaia.

**Four.** Approval of setting the number of directors on the Board of Directors at thirteen (13) and of the appointment of new members of the Company's Board of Directors resulting from the Merger, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia:

- 4.1.** Setting the number of directors on the Board of Directors at thirteen (13), conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 4.2.** Appointment of Ms Rosa María García García as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 4.3.** Appointment of Ms Mariel von Schumann as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 4.4.** Appointment of Ms Lisa Davis as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 4.5.** Appointment of Mr Klaus Helmrich as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 4.6.** Appointment of Mr Ralf Thomas as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.
- 4.7.** Appointment of Mr Klaus Rosenfeld as a non-executive independent director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.

- 4.8.** Appointment of Ms Swantje Conrad as a non-executive independent director of the Company for the Bylaw-mandated period of four years, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.

**ITEM RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:**

- Five.** Ratification of the appointment by cooption and re-election of Mr Gerardo Codes Calatrava as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years.

**ITEM RELATING TO GENERAL MATTERS:**

- Six.** Delegation of powers of attorney for the formalisation, execution and raising into public status the resolutions adopted by the Extraordinary Shareholder's General Meeting, and for their interpretation, correction, completion or development until such time as they are filed.