



2016 SHAREHOLDERS' GENERAL MEETING
GAMESA CORPORACIÓN TECNOLÓGICA, S.A.

ATTENDANCE, PROXY-GRANTING AND DISTANCE VOTING CARD

Name or company name:
ID (NIF/CIF):
Address:

Securities Account Code:
Number of Shares:
Bar Code

This attendance, proxy-granting and distance voting card is issued in connection with the Shareholders' General 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 the Technological Park of Bizkaia (Ibaizabal Bidea), at 12:00 pm on June 21, 2016 on first call or on second call on June 22, 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 in the corporate website www.gamesacorp.com.

Through this card the holder is enabled to either: a) use it as an accreditation document for attending the Shareholders' General 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 according to the instructions included as follows 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 shall apply to the instruction container in this card.

IF YOU ATTEND THE SHAREHOLDERS' GENERAL MEETING IN PERSON, YOU MUST ATTEND WITH THIS CARD DULY FILLED 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 SHAREHOLDERS' GENERAL 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 MAIL 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 AND SIGNED TO HIS REPRESENTATIVE OR SEND IT BY POSTAL SERVICE TO THE AFOREMENTIONED ADDRESS OR BY ELECTRONIC MAIL 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"):

Table with 10 columns: Item on the agenda, 1, 2, 3, 4, 5, 6, 7, 8, 9. Rows include 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) 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) 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.

To the effects of articles 523 and 526 of the Capital Companies Law, it shall be pointed out that the Chairman of the Board of Directors and, if the case, the rest of Directors may incur in a potential conflict of interests regarding items 3 and 9 on the agenda and the Director whose ratification and/or re-election is proposed on items 5, 6 and 7 of the agenda are incurring in a conflict of interest regarding his/her ratification and/or re-election.

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 Shareholders' General 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	3	4	5	6	7	8	9
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 Shareholders' General 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 2016 Shareholders' General Meeting**

### **ITEMS RELATING TO THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT OF THE COMPANY:**

**ONE.-** Examination and approval, if applicable, of the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report) of Gamesa Corporación Tecnológica, Sociedad Anónima, and of the consolidated Annual Accounts with its dependent companies (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report), for the fiscal year ended on December 31, 2015.

**TWO.-** Examination and approval, if applicable, of the individual management report of Gamesa Corporación Tecnológica, Sociedad Anónima, and of the consolidated management report with its dependent companies for the fiscal year ended on December 31, 2015.

**THREE.-** Examination and approval, if applicable, of the management and actions of the Board of Directors during the fiscal year ended on December 31, 2015.

### **ITEM RELATING TO THE ALLOCATION OF RESULTS:**

**FOUR.-** Examination and approval, if applicable, of the proposal for the allocation of profit/losses and the distribution of dividends of Gamesa Corporación Tecnológica, Sociedad Anónima for the fiscal year ended on December 31, 2015.

### **ITEMS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:**

**FIVE.-** Ratification of the appointment by cooption and re-election of Ms. Gema Góngora Bachiller as director of the Company, as a non-executive proprietary director, for the statutory period of four years.

**SIX.-** Re-election of Mr. Ignacio Martín San Vicente as director of the Company, as an executive director, for the statutory period of four years.

**SEVEN.-** Re-election of Ms. Sonsoles Rubio Reinoso as director of the Company, as a non-executive proprietary director, for the statutory period of four years.

### **ITEM RELATING TO GENERAL MATTERS:**

**EIGHT.-** Delegation of powers to formalize and execute all resolutions adopted by the Shareholders' General Meeting, for conversion thereof into a public instrument, and for the interpretation, correction supplementation thereof or further elaboration thereon until the required registrations are made.

### **ITEM SUBMITTED FOR CONSULTATIVE VOTING:**

**NINE.-** Voting, with a consultative character, of the 2015 Annual Report about the Remuneration of the members of the Board of Directors of Gamesa Corporación Tecnológica, Sociedad Anónima.