

REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF SIEMENS GAMESA RENEWABLE ENERGY, S.A. REGARDING THE RATIFICATION AND RE-ELECTION OF MR. ANDREAS NAUEN AS AN EXECUTIVE DIRECTOR OF THE COMPANY

In Zamudio (Biscay), on 16 June 2020, the Appointments and Remuneration Committee (the “**Committee**”) of Siemens Gamesa Renewable Energy, S.A. (the “**Company**”) unanimously resolves to issue and submit to the Board of Directors this report regarding the ratification and re-election on an interim basis (*cooptación*) of Mr. Andreas Nauen as a director of the Company with the status of executive director, for submission to the shareholders at the General Shareholders’ Meeting of the Company (the “**Meeting**”).

1. OBJECT AND REGULATORY FRAMEWORK

Pursuant to section 529 *decies.6* of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), article 13.2. of the Regulations of the Board of Directors and article 6.2.a) of the Regulations of the Appointments and Remuneration Committee, proposed appointments of directors adopted by the Board through the co-option procedure or for submission to the shareholders at a Meeting must be preceded, in the case of executive directors, by a favourable report of the Committee. In addition, this Committee must issue an opinion regarding whether the category assigned to each director should be maintained in the event of re-election.

This report is thus issued in compliance with the aforementioned provisions.

2. REPORT

For such purposes as may be appropriate, it is noted for the record that prior to the issuance hereof, at its meeting of 16 June 2020 this Committee has issued the mandatory report regarding the appointment on an interim basis (*cooptación*) of Mr. Andreas Nauen as a member of the Board of Directors of the Company, which provided the reasons supporting his appointment and stated that the requirements therefor were complied with. Attached as an Annex is a copy of said report.

In the opinion of the Committee, the reasons supporting the aforementioned report fully apply in order to assess the suitability of ratifying the appointment on an interim basis (*cooptación*) and re-election of Mr. Andreas Nauen as an executive director of the Company.

3. CONCLUSION

In consideration of the foregoing, and *ad cautelam* for the event that the Board of Directors nominates Mr. Andreas Nauen as executive director and, consequently, decides to propose to the General Shareholders’ Meeting the ratification of his appointment on an interim basis (*cooptación*) and his re-election, the Committee unanimously resolves to confirm the favourable report previously issued regarding the appointment of Mr. Andreas Nauen as a director on an interim basis (*cooptación*), which is attached hereto as Annex, and, based thereon, to issue this report regarding his ratification and re-election as an executive director of the Company.

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ANNEX

Report of the Appointments and Remuneration Committee of Siemens Gamesa Renewable Energy, S.A. regarding the appointment by co-option of Mr. Andreas Nauen as an executive director on an interim basis (cooptación)

**FAVOURABLE REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE OF
SIEMENS GAMESA RENEWABLE ENERGY, S.A. REGARDING THE INTERIM
APPOINTMENT OF MR. ANDREAS NAUEN AS AN EXECUTIVE DIRECTOR**

In Zamudio (Biscay), on 16 June 2020, the Appointments and Remuneration Committee (the “**Committee**”) of Siemens Gamesa Renewable Energy, S.A. (“**Siemens Gamesa**” or the “**Company**”) unanimously resolves to issue and submit to the Board of Directors this favourable report regarding the appointment by co-option of Mr. Andreas Nauen as a director of the Company with the classification of executive director.

1. OBJECT AND REGULATORY FRAMEWORK

Pursuant to section 529 *decies.6* of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), article 13.2. of the Regulations of the Board of Directors and article 6.2.a) of the Regulations of the Appointments and Remuneration Committee, proposed appointments of directors adopted by the Board through the co-option procedure must be preceded, in the case of executive directors, by a favourable report of the Committee.

This report is thus issued in compliance with the aforementioned provisions.

2. THE CANDIDATE. NOTEWORTHY EXPERIENCE FOR HOLDING THE POSITION THEREOF AT THE COMPANY

Mr. Andreas Nauen holds a degree in mechanical engineering by Duisburg University and holds an MBA from Hagan University.

He currently serves as CEO of the Offshore Business Unit of Siemens Gamesa Renewable Energy since November 2017.

Previously, Mr. Andreas Nauen was Managing Director of Design, Manufacturing and Sales of Mechanical Components for Industrial Applications at KTR Systems GmbH, for a year. Prior to that his career was mainly related with the Siemens group, where he held key roles in branches worldwide. Among other positions, he served as CEO of the global wind turbines business of Siemens from 2004 to 2010.

3. RATIONALE

In the opinion of the Committee, and based on the report prepared by “PricewaterhouseCoopers Asesores de Negocios, S.L.”, Mr. Andreas Nauen meets the requirements established by law and the Company’s *Corporate Governance Rules* to serve on the Board of Directors as an executive director; specifically, in the opinion of the Committee, he meets the requirements of good character, solvency, competence and experience established in the *Corporate Governance Rules* of Siemens Gamesa.

In addition, the Committee has verified that the candidate has sufficient availability of time for the proper performance of the duties thereof.

The Committee has also verified that he is not affected, either directly or indirectly, by any of the grounds for disqualification from or prohibition against holding his position and that he does not have interests that conflict with or are in opposition to the company’s interest as set out in provisions of a general nature or in Siemens Gamesa’s *Corporate Governance Rules*.

Furthermore, in preparing this report, the Committee has taken into account the suitability of Mr. Andreas Nauen’s professional profile in view of the specific characteristics of the business and the industry in which the Company operates.

Additionally, in the opinion of the Committee, the appointment by co-option of Mr. Andreas Nauen as a director of the Company by the Board of Directors would comply with the provisions of the Company’s *Corporate Governance Rules* as regards the required proportion between executive and non-executive directors. If ratified and re-elected, the non-executive directors will continue representing a very large majority on the Board.

Likewise, the proportion of independent directors will comply with recommendation number 17 of the *Good Governance Code of Listed Companies* of February 2015 as it addresses large cap companies, taking into account that the Company currently has a shareholder that controls more than 30% of its share capital.

4. CONCLUSION

In view of all of the foregoing, the Committee unanimously resolves to submit to the Board of Directors this favourable report on the appointment of Mr. Andreas Nauen as a member of the Board of Directors of the Company for the event that a vacant is created in the aforementioned body, with the classification of executive director, as all of the requirements established for such purpose by the *Corporate Enterprises Act* and the *Corporate Governance Rules* of Siemens Gamesa are duly complied with.

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