

## 1. INTRODUCTION

Fiscal year 2019 (FY 19) commenced with the energy market continuing its transition towards an affordable, reliable and sustainable model in which renewable energy plays a fundamental role thanks to its growing competitiveness. Demand for wind power facilities is rising, as prices are very competitive.

FY 19 was also characterized by higher volatility, both political and macroeconomic, in both developed and developing countries, and by adverse conditions arising from global trade tensions and Brexit.

In a growing and complex market for wind power, Siemens Gamesa Renewable Energy<sup>1</sup> fulfilled its guidance in FY 19 after a fourth quarter (Q4) with a solid execution and a level of activity that had been expected to be strong since the beginning of the year. Revenues in the year amounted to €10,227m, while the EBIT margin before PPA and integration and restructuring costs was 7.1%.

Despite the volatility in the main emerging markets, Siemens Gamesa achieved a number of records in commercial activity during the year. Firstly, the order book reached €25,507m at 30 September 2019, providing 90%<sup>2</sup> coverage of the mid-point of the sales guidance for FY 20, equivalent to €9,360m. Secondly, Offshore WTG order intake in Q3 19 amounted to €2,040m, 33% more than the previous record, set in Q2 17, which pushed Group order intake in said quarter to a record €4,666m. Thirdly, Onshore WTG order intake in Q4 19 amounted to €2,240m, 13% more than in Q4 18 and 9% more than the previous record (set in Q1 14). Order intake in the last twelve months (LTM) amounted to €12,749m, 7% more than in the twelve months to September 2018.

Group revenues in FY 19 amounted to €10,227m (+12% y/y) and EBIT before PPA and integration and restructuring costs amounted to €725m (+5% y/y). Like commercial activity, sales growth was supported by strong performance in all business areas, particularly by double-digit year-on-year growth in Offshore WTG and Service activities. Conversely, sales growth in Q4 19, also +12% y/y to €2,944m, was driven by Onshore WTG with a +22% growth compared with same year-ago quarter. This level of activity in Onshore had been expected since the beginning of the year as planned project execution was concentrated in the fourth quarter of FY 19. EBIT before PPA and integration and restructuring costs, amounting to €725m in FY 19, reflects mainly the effect of declining prices in the order book in all divisions at the beginning of the year, offset by productivity improvements and synergies from the L3AD2020 transformation program and by higher sales volumes. Additionally, profitability was negatively impacted by the project mix and scope and by non-recurring factors, such as the cost increase caused by certain challenges in executing Onshore projects in Northern Europe and India. Q4 19 was particularly strong, as Siemens Gamesa attained its highest EBIT margin before PPA and integration and restructuring costs since the Group was created, 8.5%, beating the 8.2% registered in Q4 18, with EBIT before PPA and integration and restructuring costs amounting to €250m, 16% more than the comparable figure for the year-ago quarter.

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<sup>1</sup>Siemens Gamesa Renewable Energy (Siemens Gamesa) is the result of merging Siemens Wind Power, which was the wind power division of Siemens AG, with Gamesa Corporación Tecnológica (Gamesa). The Group engages in wind turbine development, manufacture and sale (Wind Turbine business) and provides operation and maintenance services (Service business).

<sup>2</sup>Revenue coverage: total firm orders (€) received through September 2019 for activity in FY 20 / the mid-point of the sales guidance published for FY 20 (€10,200-10,600m).

The year ended with a net cash position on the balance sheet amounting to €863m, i.e. €248m more than at 2018 year-end and €1,054m more than the net cash position at the end of Q3 19. The change in the net cash position since FY 18 year-end is the result of gross operating cash flow generation, covering the investment needs to face expected growth in following years, and an improvement in working capital derived from a strict control and the positive impact from the strong order intake. Working capital improved from a negative €542m at 30 September 2018 to a negative €833m, equivalent to a -8.1% ratio over LTM revenues, an improvement of 2.2 percentage points on FY 18.

The stronger balance sheet, which is vital in a manufacturing business such as WTG production, was reflected not only in the higher net cash position but also in:

- The obtainment of an investment grade rating from the top three rating agencies: Standard and Poor's (BBB-), Moody's (Baa3) and Fitch (BBB). The three agencies justify the investment grade rating on the basis of the company's leading position in the industry, its diversified business and its conservative financial approach, among other factors.
- The reduction of gross debt by nearly €1bn year over year.
- The implementation of a sustainable funding policy that is compliant with ESG principles.

### Consolidated key figures FY 19

- Revenues: €10,227m (+12% y/y)
- EBIT before PPA and integration and restructuring costs<sup>3</sup>: €725m (+5% y/y)
- Net profit before PPA and integration and restructuring costs<sup>4</sup>: €483m (+16% y/y)
- Net income: €140m (+100% y/y)
- Net cash/(Net financial debt - NFD)<sup>5</sup>: €863m
- MWe sold: 9,492 MWe (+13% y/y)
- Order book: €25,507m (+12% y/y)
- Firm order intake in Q4 19: €3,076m (+17% y/y)
- Firm order intake in the last twelve months: €12,749m (+7% y/y)
- WTG order intake in Q4 19: 3,219 MW (+22% y/y)
- Firm WTG order intake in the last twelve months: 11,465 MW (+2% y/y)
- Installed fleet: 98,735 MW
- Fleet under maintenance: 60,028 MW

<sup>3</sup>EBIT before PPA, integration and restructuring costs excludes integration and restructuring costs in the amount of €206m and the impact of fair value amortisation of intangible assets as a result of the PPA (purchase price allocation) in the amount of €266m.

<sup>4</sup>Net profit before PPA and integration and restructuring costs excludes €343m of integration and restructuring costs and the impact of fair value amortisation of intangible assets as a result of the PPA (purchase price allocation), net of taxes.

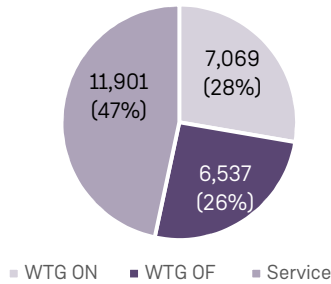
<sup>5</sup>Cash / (Net financial debt) is defined as cash and cash equivalents less long-term plus short-term financial debt.

**Markets and orders**

In a competitive market with rising demand, solid commercial efforts continue to drive the company's performance, which reached a record order intake and order book. In the last twelve months, Siemens Gamesa signed orders worth €12,749m (+7% y/y) and it ended FY 19 with an order book of €25,507m (+12% y/y), which covers 90% of the mid-point of the sales guidance for FY 20<sup>6</sup>.

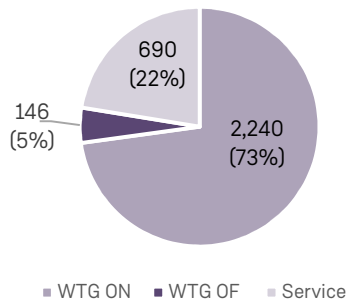
Forty-seven per cent of the order book (€11,901m) is in Service, which has higher returns and expanded by 10% year-on-year. The WTG order book is split €6,537m Offshore (-6% y/y) and €7,069m Onshore (+39% y/y). The Offshore order book reduction is driven by the record level of projects execution in the fiscal year, that compensates the good commercial performance in FY 19.

Figure 1: Order book at 30.09.19 (€m)



Group order intake in Q4 19 amounted to €3,076m, +17% y/y, driven by strong commercial activity in all the Group's businesses, which registered double-digit growth in order intake in year-on-year terms, and particularly by the record order intake in Onshore WTG: €2,240m, 13% more than in the year-ago quarter.

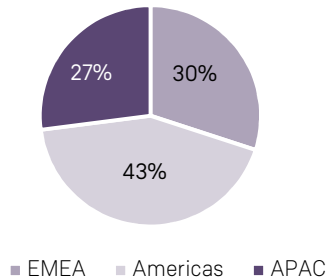
Figure 2: Order intake Q4 19 (€m):



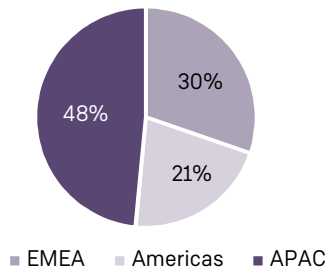
<sup>6</sup>Revenue coverage: total firm orders (€) received through September 2019 for activity in FY 20 / the mid-point of the sales guidance published for FY 20 (€10,200-10,600m).

The recovery in Onshore commercial activity since FY 18 to the record in Q4 19 took place within the context of worldwide growth in the wind market. This expansion reflects the growing role that renewable energies are playing in the transition to a new energy system, thanks to their competitiveness; specifically, it is supported by the strength of the US market in FY 19 and also, to a lesser extent, by the recovery in the Indian market since June 2019. Within this growing market, the increase in order intake reflects the company's solid competitive position, as part of its profitable growth strategy, which enabled it to capture €6,934m (9,389 MW) in firm orders in the last twelve months, equivalent to a book-to-bill ratio of 1.3 times revenues in the period. Orders totalling €2,240m (3,147 MW) were signed in the fourth quarter, 13% more than in the year-ago quarter. Order intake in the quarter was boosted by recovery of commercial activity in India following the high volatility experienced in the first nine months of the year. Orders for 1,188 MW were signed in India in Q4 19, 3.3 times the volume signed in Q4 18 and 1.8 times the volume signed in the first nine months of 2019. In October 2019, Siemens Gamesa India received the coveted Deming Prize for its industrial operations, which encompass its four manufacturing units and other support functions in India. The Deming Award is presented each year by the Union of Japanese Scientists and Engineers (JUSE) to companies that have demonstrated exceptional performance in total quality management (TQM).

**Figure 3: Order intake (€m) WTG ON FY 19 (%)**



**Figure 4: Order intake (€m) WTG ON Q4 19 (%)**



Of the 28 countries that contributed new Onshore orders in FY 19, the most outstanding are the US (27% of the total, in terms of MW) and India (20%), followed by Chile and China (7% each). The main sources of new orders in Q4 19 were India (38%) and Chile (12%), followed by China (9%) and Sweden (8%). The 4.X platform was particularly successful in Q4 19, as the first contract was signed in China (for 189 MW) as well as contracts in Chile (369 MW) and the United States (162 MW). This platform accounted for around 25% of order intake in FY 19.

Another notable feature of commercial activity in FY 19 was the contribution by repowering contracts in the US. A 429 MW repowering contract was signed with MidAmerican in Q3 19. The repowering market offers considerable growth opportunities, as 8 GW of installed capacity in the US is suitable for repowering in the coming years out of a total of 16 GW worldwide in 2025<sup>7</sup>.

**Table 1: WTG ON order intake (MW)**

<i>WTG ON order intake (MW)</i>	FY 19	Q4 19
Americas	4,132	597
US	2,543	162
Brazil	424	66
Mexico	270	0
EMEA	2,435	856
Spain	502	14
APAC	2,821	1,694
India	1,843	1,188
China	633	294
<b>Total (MW)</b>	<b>9,389</b>	<b>3,147</b>

The limited Offshore WTG order intake in Q4 19 reflects the normal volatility in commercial activity in this market.

In FY 19, Offshore WTG logged €3,100m in firm orders, 11% more than in FY 18, due to the successful move into new markets, and specifically into Taiwan, where two orders for a total of 1.5 GW were signed in Q3 19, boosting Offshore order intake in that quarter to a record €2,040m.

- One order was from wpd AG for 640 MW (80 units of the SG 8.0-167 DD model) for the Yunlin wind farm. This is the first large-scale wind project in Taiwan and also the first order from APAC for this model. Turbine installation and commissioning are scheduled from 2020 onwards.
- The second order was from Ørsted for the Greater Changhua 1&2 wind farms. Siemens Gamesa will also install SG 8.0-167 DD WTGs, and construction of the plant will begin in 2021. Under this agreement, the company will establish a nacelle assembly plant near the port of Taichung to be ready by 2021, fulfilling local content requirements ahead of schedule. A lease for a plot measuring over 30,000 square metres was signed with Taiwan International Ports Corporation in Q4 19. The towers will be supplied locally by a joint venture of CS Wind and Chin Fong, which will also supply the towers for the Yunlin wind farm.

The success in Taiwan, a market with great potential for offshore wind power, was made possible not only due to Siemens Gamesa's lead in technology and execution but also to its early participation in market development: establishment of relationships with developers, participation in infrastructure development, creation of a local supply chain, and training of specialised local labour. The government of Taiwan's target is to install 5.5 GW of Offshore wind capacity by 2025<sup>8</sup>.

<sup>7</sup>Source: Wood Mackenzie.

<sup>8</sup>Source: Taiwan's Ministry of Economic Affairs.

Among the successes of the Offshore division during FY 19, in Q3, Siemens Gamesa received a conditional order for 1.7 GW (including the power boost option) from Ørsted and Eversource, the largest-ever order in the US. Referring to three offshore wind farms, that order is contingent upon the customers' final investment decision. The three projects are located off the north-east coast of the US: Sunrise Wind (880 MW), Revolution Wind (704 MW) and South Fork (130 MW). Siemens Gamesa will supply the SG 8.0-167 DD model for all three plants and will provide operation and maintenance services. The projects are scheduled to come into operation between 2022 and 2024.

This conditional order raised the total portfolio of preferential supply agreements and conditional orders<sup>9</sup> to over 7 GW, enhancing the visibility of the company's future growth prospects in the Offshore segment.

Order intake in Service totalled €2,715m, 13% more than in FY 18. This growth was driven by two Offshore WTG supply contracts signed in Taiwan in Q3 19, both of which include maintenance. The company was also successful in multi-technology in Q3 19. In Europe, Siemens Gamesa signed its first end-to-end multi-technology contract for two wind farms in Poland comprising 29 Vestas turbines (58 MW). Also in Q3 19, the company signed a multi-technology contract with Pattern Energy for a 218 MW wind farm in the US. Siemens Gamesa will maintain the Panhandle Wind 1 project, located in Texas, which comprises 118 General Electric 1.85-87 MW turbines.

In Q4 19, the Service division signed contracts worth a total of €690m, 30% more than in the year-ago quarter.

**Table 2: Order intake (M€)**

	Q1 18	Q2 18	Q3 18	Q4 18	Q1 19	Q2 19	Q3 19	Q4 19
WTG	2,313	2,367	2,704	2,093	2,195	1,717	3,735	2,386
Onshore	1,688	1,834	1,175	1,985	1,799	1,200	1,695	2,240
Offshore	625	533	1,529	108	396	517	2,040	146
Service	599	676	588	531	346	749	931	690
Total Group	2,912	3,043	3,292	2,625	2,541	2,466	4,666	3,076

The transition towards affordable, reliable and sustainable energy systems is being accompanied not only by better demand prospects for renewable installations but also by the demand for greater competitiveness in the supply chain: more productive wind turbines at better prices. The introduction of auctions as a mechanism for allocating renewable capacity or production in electricity markets, pressure from alternative renewable sources to wind energy, and the competitive pressure among wind turbine manufacturers themselves are the main reasons for the reduction in prices.

This decline in prices, which became particularly visible after the first auctions in Mexico, India and Spain during 2016 and 2017, has gradually stabilised since the beginning of FY 18, a trend that was maintained in FY 19.

<sup>9</sup>The firm order book does not include preferential supply agreements or conditional orders.

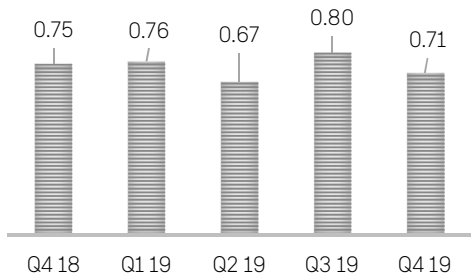
**Figure 5: Average sale price (ASP) - Onshore order intake (€/MW)<sup>10</sup>**



As a result, after initial high-single/low-double digit shrinkage, wind turbine prices are now declining by low single digits (<5%), in line with the historical price decline associated with productivity improvements in manufacturing.

It is important to note that the average sale price is influenced by other factors apart from turbine prices, including the country, the contract scope and the machine mix, and that it is not directly correlated with profitability. These impacts are visible in the quarterly trend in average prices. The trend in average sale prices in Q4 19 with respect to Q3 19 reflects the impact of the geographical mix, with a higher contribution from China, that excludes towers from the product scope. Excluding the impact of China, the ASP was €0.74m/MW in Q4 19. The year-on-year reduction in ASP reflects the geographical mix, with an increase in the contribution from APAC in Q4 19, where prices are lower, contrasting with the higher contribution from EMEA in Q4 18.

**Figure 6: Average sale price - Onshore order intake (€/MW)**



<sup>10</sup>The FY 17 LTM figure is proforma.

## Key figures

The table below shows the main financial aggregates for FY 18 and FY 19 and for Q4 19 (July-September), as well as the change with respect to Q4 18.

**Table 3: Key figures**

€m	FY 18	FY 19	Change y/y	Q4 19	Change y/y
Group revenues	9,122	10,227	12.1%	2,944	12.4%
WTG	7,847	8,733	11.3%	2,527	14.5%
Service	1,275	1,493	17.1%	417	1.3%
WTG volume (MWe)	8,373	9,492	13.4%	2,585	7.3%
Onshore	6,677	6,936	3.9%	2,009	4.3%
Offshore	1,696	2,556	50.7%	576	19.3%
EBIT before PPA and I&R costs	693	725	4.6%	250	16.2%
EBIT margin pre-PPA and I&R costs	7.6%	7.1%	-0.5 p.p.	8.5%	0.3 p.p.
WTG EBIT margin before PPA and I&R costs	5.0%	4.4%	-0.6 p.p.	5.9%	1.0 p.p.
Service EBIT margin before PPA and I&R costs	23.6%	23.0%	-0.6 p.p.	24.1%	-1.7 p.p.
PPA amortization <sup>1</sup>	306	266	-12.9%	67	0.8%
Integration and restructuring costs	176	206	16.8%	116	52.9%
Reported EBIT	211	253	19.8%	67	-8.2%
Net income attributable to the shareholders of SGRE	70	140	100.0%	52	104.1%
Earnings per share attributable to the shareholders of SGRE <sup>2</sup>	0.10	0.21	100.0%	0.08	104.1%
Capex	415	498	83	181	25
Capex/revenues (%)	4.6%	4.9%	0.3 p.p.	6.2%	0.2 p.p.
Working capital (WC)	-542	-833	-291	-833	-291
Working capital/revenues LTM (%)	-5.9%	-8.1%	-2.2 p.p.	-8.1%	-2.2 p.p.
Net (debt)/cash	615	863	248	863	248
Net (debt)/EBITDA LTM	0.72	0.96	0.24	0.96	0.24

1. Impact of the Purchase Price Allocation (PPA) on amortization of intangibles.

2. Earnings per share calculated using the weighted average of outstanding shares in the period. FY 18: 679,489,769; FY 19: 679,490,974, and 679,504,347 in Q4 19.

The Group's financial performance in FY 19 was in line with the guidance, in a year in which Onshore activity was planned to be concentrated strongly in the fourth quarter, coupled with complex market conditions.

Group revenues amounted to €10,227m, 12% more than in FY 18. Revenues amounted to €2,944m in Q4 19, 12% more than in the year-ago quarter, driven by strong Onshore activity volumes, where revenues increased by 22%, in line with the planned concentration of activity towards the end of the year.



EBIT before PPA and integration and restructuring costs increased by 5% y/y to €725m, i.e. an EBIT margin before PPA and I&R costs of 7.1%, down 0.5 p.p. on the margin in FY 18. The EBIT margin was 8.5% in the fourth quarter, the highest since the company was created, due to good execution of a sizeable level of activity and to execution of the transformation programme, which offset the impact in the quarter of lower prices in the Group's order book.

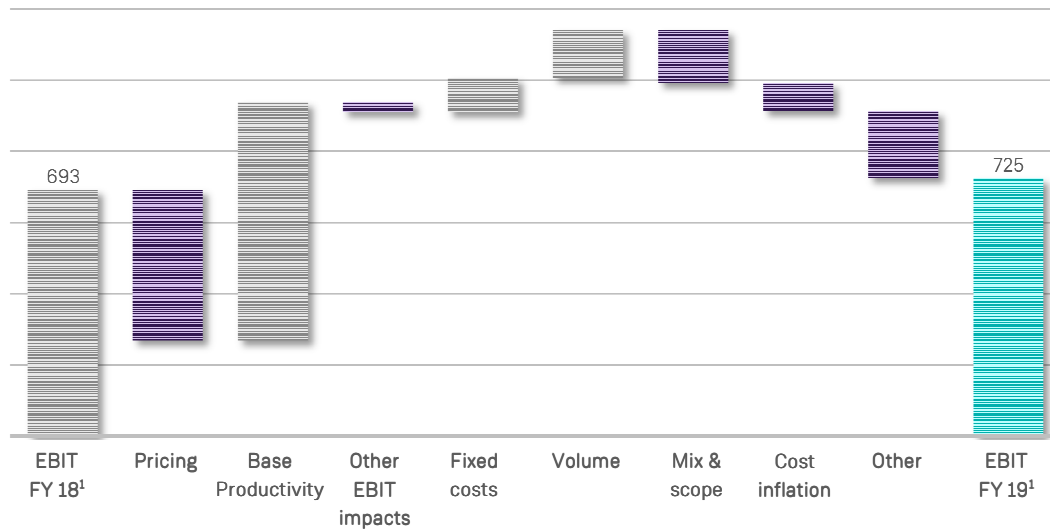
The trend in EBIT before PPA and integration and restructuring costs in FY 19 reflects the impact of the following factors:

(-) The price cuts incorporated into the order book (Onshore, Offshore and Service) at the beginning of the year, which are still the main drag on Group profitability.

(+) Improvements in productivity and fixed costs under the L3AD2020 programme, which offset the price reduction.

(+) The positive impact of the strong sales volume in Onshore (+7% y/y), Offshore (+18% y/y) and Service (+17% y/y).

Figure 7: EBIT before PPA and I&R costs (€m)



1. EBIT before PPA and integration and restructuring (I&R) costs.

In addition to these three main factors, the year-on-year variation was also driven by:

(-) Cost inflation, including that derived from international trade tensions, particularly between the US and China.

(-) Difficulties with execution in Northern Europe and India, which resulted in additional costs.

The impact of the PPA on amortisation of intangible assets was €266m in FY 19 (€306m in FY 18), while integration and restructuring expenses amounted to €206m in the same period (€176m in FY 18).

Net financial expenses amounted to €61m in FY 19 (€43m in FY 18), while the tax expense amounted to €49m (€98m in FY 18). The increase in net financial expenses is due to a higher cost of debt in developing countries with higher interest rates and to the impact of the Euro and Danish Krone interest rate on the net present value of provisions on the balance sheet. The reduction in the tax expense is due to an opposite signed impact coming from the reduction in the tax rate in India and US in FY 19 and FY 18 respectively.

As a result, the Group ended FY 19 with net income before PPA and integration and restructuring costs amounting to €483m. Reported net income, which includes the impact on amortisation of the PPA and integration and restructuring expenses, both net of taxes, totalling €343m in FY 19, amounted to €140m, contrasting with an income of €70m reported in FY 18. Net earnings per share attributable to Siemens Gamesa shareholders was €0.21.

The high level of activity planned and executed in the fourth quarter had required a progressive investment in working capital in the first nine months of the year. As a result, working capital improved by €1,071m between Q3 and Q4 19, to end the year amounting to a negative €833m (-8.1% of revenues). That level of working capital is €291m less than the figure at 30 September 2018 (a reduction of 2.2 percentage points of revenues). This improvement is due to a number of factors: a strict working capital control program, prepayments due to the high level of commercial activity, renegotiation of payment conditions and milestones in the execution of ongoing projects.

Table 4: Working capital (€m)

<i>Working capital (€m)</i>	Q1 18	Q2 18	Q3 18	Q4 18 <sup>1</sup>	Q1 19	Q2 19	Q3 19	Q4 19	Change y/y
Accounts receivable	1,172	1,091	1,158	1,139	1,135	1,171	1,460	1,308	169
Inventories	1,993	1,805	1,700	1,499	1,925	2,006	2,044	1,864	365
Contract assets	1,079	1,148	1,311	1,569	2,033	1,771	1,952	2,056	487
Other current assets	397	404	404	362	417	464	651	461	99
Accounts payable	-2,204	-1,877	-2,040	-2,758	-2,557	-2,505	-2,733	-2,886	-127
Contract liabilities	-1,873	-1,571	-1,570	-1,670	-2,340	-1,991	-2,267	-2,840	-1,169
Other current liabilities	-722	-708	-697	-684	-641	-706	-869	-798	-114
Working capital (WC)	-157	291	265	-542	-27	211	238	-833	-291
Change QoQ		448	-25	-808	515	238	28	-1,071	
Working capital/revenues LTM	-1.5%	3.1%	3.0%	-5.9%	-0.3%	2.2%	2.4%	-8.1%	

1. For the purposes of comparison after the application of IFRS 9, which impacted the opening balance sheet in FY 19: the foregoing table shows a €3m decline in "Trade and other accounts receivable" and a €3m decline in "Contract assets", with a corresponding €4.6m impact on Group equity (including the tax effect).

CAPEX amounted to €498m in FY 19, in line with the objectives communicated in the Capital Markets Day (CMD) 2018-2020. Investment was concentrated in developing new services and Onshore and Offshore platforms, and tooling and equipment.

As a result of the trend in operating performance and strict working capital control, the net cash position on the balance sheet improved to €863m at 30 September 2019.

During the year, the three credit rating agencies granted Siemens Gamesa an investment grade rating — Standard & Poor's (BBB-), Moody's (Baa3) and Fitch (BBB) — confirming the company's leading position, underpinned by geographical diversification, technology strengths and a solid financial position.

WTG

Table 5: WTG (€m)

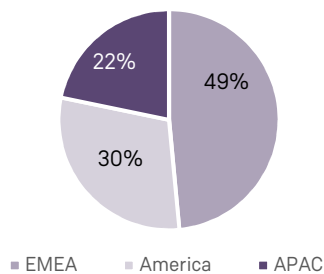
€m	Q1 18	Q2 18	Q3 18	Q4 18	Q1 19	Q2 19	Q3 19	Q4 19	Change y/y
Revenues	1,840	1,973	1,827	2,207	1,904	2,060	2,242	2,527	14.5%
Onshore	1,197	1,277	1,052	1,349	1,103	1,243	1,229	1,650	22.3%
Offshore	643	696	775	858	801	817	1,013	877	2.3%
Volume (MWe)	1,997	1,830	2,137	2,409	2,129	2,383	2,394	2,585	7.3%
Onshore	1,651	1,397	1,703	1,926	1,520	1,707	1,699	2,009	4.3%
Offshore	346	432	434	483	609	676	694	576	19.3%
EBIT before PPA and I&R costs	69	129	86	109	51	106	76	149	37.4%
EBIT margin before PPA and I&R costs	3.8%	6.5%	4.7%	4.9%	2.7%	5.1%	3.4%	5.9%	+1.0 p.p.

WTG sales in FY 19 amounted to €8,733m, 11% more than in FY 18. WTG sales growth in the year was supported mainly by Offshore (+18%), while Onshore achieved 7% growth year-on-year. Growth in Onshore sales was concentrated in the fourth quarter because of the planned higher volume of activity in that period. As a result, Onshore revenues increased by 22% in Q4 19 and were the main factor that boosted WTG revenues to €2,527m, 14% more than in the same period of 2018.

Onshore volume amounted to 6,936 MWe in the year, a 4% increase year-on-year, while volume in Q4 19 amounted to 2,009 MWe. Sales growth was mainly due to greater installation activity, with MWe installed in FY 19 (7,249 MW) up 53% on FY 18 (4,744 MW), and also to the regional mix, as EMEA made a larger contribution.

The main sources of Onshore sales (MWe) in FY 19 were the US (24%), Spain (17%), Norway and India (13% each). Those countries were also the main contributors to Onshore sales in Q4 19.

Figure 8: Sales (MWe) WTG ON FY 19 (%)



Offshore achieved record revenues of €3,508m in FY 19, 18% more than in FY 18, and volume totalled 2,556 MWe, 51% more than in FY 18. This growth is in line with the record activity that had been planned for FY 19.

EBIT before PPA and integration and restructuring costs declined by 3% to €382m, equivalent to a 4.4% margin on revenues, i.e. 0.6 percentage points below the EBIT margin in the same terms in FY 18. Once again, this reduction was driven mainly by lower prices (principally Onshore but also Offshore), offset by the outcome of the L3AD2020 transformation program and by higher sales volume, but there was also a negative impact from the project mix and scope. WTGs profitability has also been impacted by a non-recurring increase in execution costs in certain projects in Northern Europe and India in Q3 19 and by the cost inflation driven by supply chain tightness and US tariffs on products from China.

## Operation and Maintenance Service

Table 6: Operation and maintenance (€m)

€m	Q1 18	Q2 18	Q3 18	Q4 18	Q1 19	Q2 19	Q3 19	Q4 19	Change y/y
Revenues	287	268	308	411	358	330	390	417	1.3%
EBIT before PPA and I&R costs	64	60	70	106	87	73	83	100	-5.5%
EBIT margin before PPA and I&R costs	22.2%	22.3%	22.8%	25.8%	24.3%	22.0%	21.3%	24.1%	-1.7 p.p.
Fleet under maintenance (MW)	55,446	55,454	56,670	56,725	56,828	56,875	58,708	60,028	5.8%

The Service business increased revenues by 17% with respect to FY 18, to €1,493m. This growth was driven by a significant expansion in the sale of maintenance contracts and by the sale of value-added solutions during the year. The deceleration to 1% growth in the fourth quarter was due to lower sales of spare parts and of value-added service in comparison with Q4 18, which concentrated the bulk of those services in FY 18.

The fleet under maintenance totals 60 GW, 6% more than at the end of FY 18. The Offshore fleet under maintenance, 11.2 GW, expanded by 13% y/y, while the Onshore fleet expanded by 4% y/y to 48.8 GW. Fleet growth was supported by a higher renewal rate: 75% in the year. The fleet of third-party technologies under maintenance was 2,614 MW<sup>11</sup> at the end of FY 19.

Service EBIT before PPA and integration and restructuring costs amounted to €343m, equivalent to an EBIT margin before PPA and integration and restructuring costs of 23.0%, 0.6 percentage points lower than in FY 18. EBIT performance year-on-year reflects not only the negative effect of lower prices, offset by the positive impact of the transformation process, but also the negative impact of inflation.

<sup>11</sup>The fleet of third-party technologies under maintenance includes 425 MW of MADE technology, 10 MW of Bonus technology and 1,005 MW of Adwen technology.

## Sustainability

The table below shows the main social development and sustainability figures for FY 18 and FY 19, and the inter-year variation.

**Table 7: Main sustainability figures**

	09.30.2018	09.30.2019	Change y/y
<b>Workplace health and safety</b>			
Lost Time Injury Frequency per million hours worked Rate (LTIFR)	2.14	1.67 <sup>(1)</sup>	-22% <sup>(1)</sup>
Total Recordable Incident per million hours worked Rate (TRIR)	5.10	4.71 <sup>(1)</sup>	-8% <sup>(1)</sup>
<b>Environment</b>			
CO <sub>2</sub> emissions (Scope 1; direct) <sup>12</sup>	22,865	26,437 <sup>(1)</sup>	-16% <sup>(1)</sup>
CO <sub>2</sub> emissions (Scope 2; indirect) <sup>13</sup>	38,502	44,261 <sup>(1)</sup>	+15% <sup>(1)</sup>
Primary energy used (GJ)	386,459	454,549	+17%
Electricity used (GJ)	663,138	706,891	+7%
from renewable sources (GJ)	402,986	434,958	+8%
from standard combustion sources (GJ)	160,829	271,933	+69%
renewable electricity (%)	71	62	-13%
Mains water consumption (m3)	428,835	473,345	+10%
Waste production (t)	47,805	58,506	+22%
of which, hazardous (t)	4,004	8,099	+102%
of which, non-hazardous (t)	43,801	50,407	+15%
of which, recycled (t)	32,898	45,018	+37%
<b>Employees</b>			
Number of employees (at year-end) (*)	23,034	24,453	+6%
employees aged < 35 (%)	39.12	37.39	-4%
employees aged 35-44 (%)	36.16	36.95	+2%
employees aged 45-54 (%)	18.54	18.66	+1%
employees aged 55-60 (%)	4.24	5.19	+22%
employees aged > 60 (%)	1.94	1.81	-7%
Women in workforce (%)	18.90	18.79	0%
Women in management positions (%)	10.79	10.24	-5%
<b>Supply chain</b>			
No. of Tier 1 suppliers	17,051	17,890	+5%
Purchase volume (€m)	6,030	8,237	+37%

(\*) For the purpose of the age structure breakdown, there is 0,5% of employees that are not classified.

<sup>(1)</sup>This information has been updated with respect to previously disclosed information due to the process of preparation of the Consolidated Non Financial Statements 2019 and the certification thereof.

<sup>12</sup>These emissions are reported annually, with fiscal year end closing.

<sup>13</sup>These emissions are reported annually, with fiscal year end closing.

Note: Detailed information on the environment, social and governance (ESG) performance will be available in the consolidated non-financial statement on the company's website in December 2019.

### Health and safety

Workplace health and safety are a key value for Siemens Gamesa. They constitute a core component of the Group's risk management and internal control. Preserving health and safety is linked to the UN Sustainable Development Goals, specifically health and well-being (SDG 3), decent work and economic growth (SDG 8) and peace and justice (SDG 16).

At the end of the period, the Lost Time Incident Frequency Rate (LTIFR)<sup>14</sup> was 1.67 in FY 19 (2.14 in FY 18). The total recordable incident rate (TRIR)<sup>15</sup> was 4.71 in FY 19 (5.10 in FY 18) at the end of the period.

Siemens Gamesa works proactively to analyse the causes of accidents and has management indicators that track the degree of fulfilment of this work philosophy in day-to-day performance. This includes, for example, FY 19 performing safety inspections (15,770), safety observations (52,310) and health and safety audits (112).

### Environment

In 2019, Scope 1 emissions amounted to 26,437 tCO<sub>2</sub>-eq. Scope 1 emissions are produced by sources owned or controlled by the company and used to generate energy.

Scope 2 emissions in the reporting period amounted to 44,261 tCO<sub>2</sub>-eq. These emissions are associated with the consumption of electricity and heating sourced from third parties.

Total energy consumption in the reporting period amounted to 1,255,935 GJ (19% more than in FY 18). Accordingly, energy consumption per employee and year for the Group was 51.36 GJ.

Total waste production amounted to 58,506 tons in FY 19. The ratio of hazardous to non-hazardous waste produced by the Group is 1:6.2, and 77% of overall waste is recycled.

### Employment

The workforce totalled 24,453 employees at the end of FY 19. The bulk of employees are located in the Europe, Middle East and Africa region (67%), followed by Asia and Australia (20%) and Americas (14%).

Women account for 19% of the workforce. Women represent 21% of the workforce in Europe, Middle East and Africa, 20% in Americas and 10% in Asia and Australia.

Siemens Gamesa had 332 employees in management positions at the end of the year, 10.24% of them women (10.79% in FY 18). This proportion is expected to increase in line with the application of employment best practices.

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<sup>14</sup>LTIFR index is calculated for 1,000,000 hours worked and includes all accidents with at least one work day loss.

<sup>15</sup>TRIR index is calculated for 1,000,000 hours worked and includes fatalities, lost time accidents, restricted work and medical treatment cases.

## Suppliers

Procurements in FY 19 amounted to €8,200m, from approximately 18,000 tier 1 suppliers. Those suppliers benefit from an impartial selection process and they are evaluated to ensure that they fulfil the high quality standards required by our approach to excellence.

In FY 19, 84% of the total purchase volume (PVO) was from suppliers that have adopted the Supplier Code of Conduct, i.e. a 19 percentage points increase on FY 18, evidencing the progress made in integrating our controls into the supply chain.

## ESG indices

Siemens Gamesa is a member of prestigious international sustainability indexes, such as Dow Jones Sustainability Index, FTSE4Good® and Ethibel Sustainability Index.

## 2. OUTLOOK

### Economic situation

Following strong growth in 2017 and early 2018, the world economy is beginning to flag. Escalating trade tensions between the US and China, weakening macroeconomic conditions in such countries as Brazil, Mexico and Russia, tightening credit policies in China and the contraction of financial conditions in parallel with the normalisation of monetary policies in the advanced economies have contributed to the slowdown in growth. Although accommodative monetary policies that should help to achieve a rebound in growth have been re-introduced, both the World Bank<sup>16</sup> (WB) and the International Monetary Fund<sup>17</sup> (IMF) warn that the risks are still to the downside.

The IMF projects a deceleration of global growth from 3.6% in 2018 to 3.0% in 2019, representing the lowest level since 2008-09 and a 0.3 percentage points below the previous report in April 2019. In 2020 estimation returns to 3.3% (0.2 percentage points, lower than in the previous report in April) and stabilising around 3.6% thereafter, supported mainly by growth in China and India and their rising importance in the world economy. Unlike deceleration that has been synchronized, recovery is expected to be precarious and not general. Growth in advanced economies will be reduced to 1.7% in 2019 and 2020, while economies in the emerging and developed countries will peak up from 3.9% in 2019 to 4.6% in 2020. Around half of this improvement is due to the recovery of emerging markets facing tensions, like Turkey, Argentina and Iran, and the remaining, due to recovery in countries with a 2019 growth wide below growth in 2018, like Saudi Arabia, Brazil, Mexico, India and Russia.

The WB expects 2.6% growth in 2019, rising steadily to 2.8% in 2021.

Regionally, the IMF envisages a deceleration in the European Union, from 2.2% in 2018 to 1.5% in 2019 and 1.6% in 2020. The possibility of a no-deal Brexit is still one of the main risks to future growth. The UK is expected to achieve growth of 1.2%-1.4% in 2019 and 2020, which also reflects the uncertainty surrounding Brexit. Germany is projected to achieve 0.5% growth in 2019 and 1.2% in 2020 due to weak consumer spending, weak industrial output because of emission regulations for automobiles, and moderate external demand.

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<sup>16</sup>Source: World Bank. Global Economic Prospectus. Heightened Tensions, Subdued investment. June 2019.

<sup>17</sup>Source: International Monetary Fund. World Economic Outlook. October 2019.

According to the WB, the United States will grow by 2.5% in 2019 and then decelerate to 1.7% in 2020 and 1.6% in 2021, as the positive stimulus of the tax reform tails off. The IMF expects growth of 2.4% in 2019 and 2.1% in 2020. Growth performance beyond 2020 will depend on the continuation of accommodative monetary policies, a sustained increase in productivity and labour force participation, which will be offset by potential additional restrictions on trade.

In Mexico, the reversal of energy and education reforms and the uncertainty about key policies on the part of the new administration is discouraging private investment and negatively impacting the expected growth, which is projected to be below 2% in 2019-20 (IMF), and 2.4% by 2021 (WB). Meanwhile, growth in Brazil is projected to go from 1.1% in 2018 to 0.9% in 2019 and 2.0% in 2020 (IMF). For Latin America, the IMF projects growth in excess of 1.8% in 2020, but under 3% in the medium term, constrained by structural rigidity, moderation in the terms of trade, and fiscal imbalances.

In Asia, the IMF expects India to expand by 6.1% in 2019 and 7.0% in 2020, while the WB projects that India will grow by over 7% in 2019, reaching 7.5% in 2020 due to the recovery of capital expenditure and robust consumer spending in a context of expansionary monetary policy and the momentum of fiscal policy. In the medium term, growth is expected to stabilise below 8% based on the uninterrupted implementation of structural reforms and the attenuation of infrastructure bottlenecks. In China, IMF forecasts a slowdown from 6.6% growth in 2018 to 6.1% in 2019 and 5.8% in 2020, and from 6.6% in 2018 to 6.2% in 2019 and 6% in 2021 according to the WB, reflecting the impact of stricter financial regulation, lower manufacturing activity and trade, and the impact of tariffs imposed by the United States, all offset by greater fiscal and monetary stimuli.

## Long-term worldwide prospects for wind

In 2019, the world energy market continued its transition towards an affordable, reliable and sustainable model in which renewable energy plays a fundamental role thanks to its growing competitiveness. This transition is not simple, nor is it guaranteed to achieve its objective without greater sustained efforts on the part of governments. As indicated in the UN report on the gap between the emission reduction targets and actual achievements<sup>18</sup> to date, governments must triple their efforts and introduce new measures on an urgent basis.

The International Energy Agency (IAE) reached similar conclusions in its most recent World Energy Outlook<sup>19</sup>. The policies and commitments announced to date by countries and supranational organisations will lead to renewables (currently accounting for 25% of power generation) exchanging places with coal (currently 40%) in the power generation mix by 2040. In this scenario, accumulated wind capacity at the end of the period (2040) will amount to 1,700<sup>20</sup> GW, which represents a sustained average level of installations that is similar to the average of recent years (2012-2018: c. 50 GW according to the Global Wind Energy Council or GWEC) for over 20 years. However, this will not be sufficient to fulfil the sustainable development goal that requires greater and faster deployment of renewable energies. A scenario compatible with sustainable growth, which includes the commitments to combat climate change requires, inter alia, that renewables practically triple their share of the generation mix, from the current 25% to two-thirds of total capacity or almost 70% in 2040. Under this projection, the accumulated wind fleet will total 2,800 GW<sup>21</sup> in 2040, i.e. 1,000 GW more than in the previous scenario and representing an average of 100 GW in installations each year over the next 20 years.

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<sup>18</sup>"Emissions Gap Report 2018". November 2018.

<sup>19</sup>"World Energy Outlook 2018" (WEO 2018). November 2018.

<sup>20</sup>Data provided by BNEF in its comparison between NEO 2018 and WEO 2018.

<sup>21</sup>Data provided by BNEF in its comparison between NEO 2018 and WEO 2018.



The Bloomberg New Energy Finance (BNEF) New Energy Outlook published in June 2019 (NEO 2019) reached similar conclusions. NEO 2019 projects an energy transition whose end-point is similar to the IEA's sustainable development scenario, in which renewable energies' growing competitiveness and the development of increasingly competitive storage invert the current capacity mix, with renewables accounting for two-thirds of total capacity (the share currently accounted for by fossil fuels) by 2050. In this scenario, cumulative installed wind capacity will amount to 2,965 GW in 2040 (10% more than estimated in NEO 2018), meaning installations at an average pace of over 100 GW per year for the next 20 years. In that same report, BNEF estimates that USD 13.3 trillion will be invested in new power generation assets through 2050, and that 77% (i.e. USD 10.2 trillion) will be in renewable energies, of which USD 5.3 trillion in wind power.

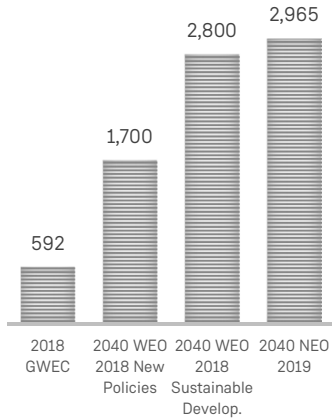
According to NEO 2019, over two-thirds of the world population currently lives in countries where wind or solar, if not both, are the cheapest energy sources. Five years ago, coal and gas occupied that position. By 2030, new wind and solar capacity will be cheaper than existing gas-fired and coal-fired facilities practically everywhere in the world. Since 2010, the cost of wind power has fallen by 49% and it is expected to decline by another 50% in the case of onshore wind power by 2050.

In 2050, wind and solar will be supplying almost 50% of the world's energy, with hydroelectric, nuclear and other renewable sources providing another 21%. Coal-fired output will halve to account for 12% of total output in 2050, compared with 27% today. The structure of installed capacity will change from 57% fossil fuel at present to two-thirds renewables by then.

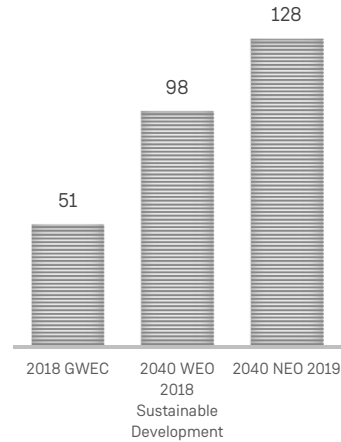
The growing competitiveness of storage mechanisms will help to drive the increase in the contribution by renewable energies. BNEF estimates that the cost of storage will fall by 64% through 2040, from USD 187/MWh at present to USD 67/MWh.

In October 2019, KPMG published "The Socio-economic Impact of Wind Power in the Context of the Energy Transition", in which it projects that wind's contribution will increase to 34% by 2040, from 4% at present, and that it will provide 23% of the carbon emission reductions required by 2050: 5,600m tons of CO<sub>2</sub>. Investment in wind power will rise from USD 110,000m per year at present to USD 200,000m per year in 2040.

**Figure 9: Wind installations (cumulative GW)**



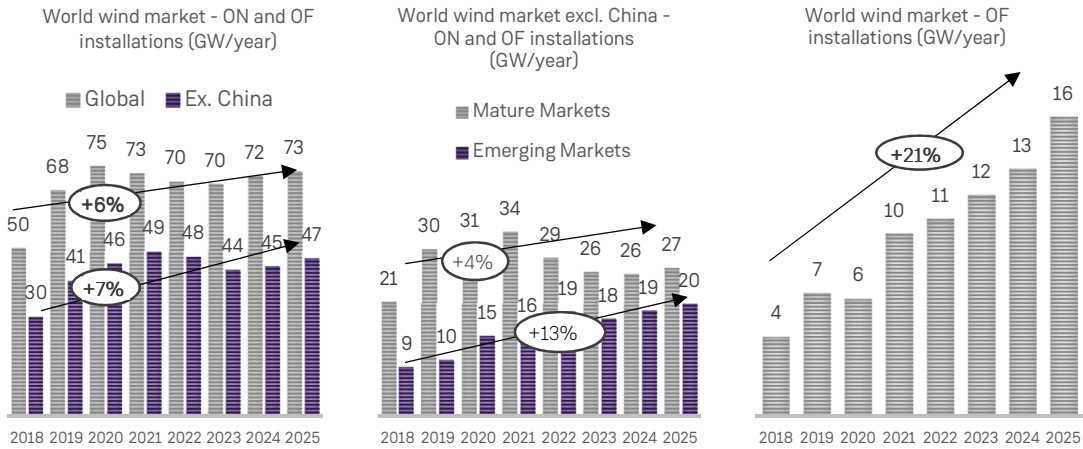
**Figure 10: Annual installations 2018-40E (GW/year)**



**Quarterly update of short- and medium-term demand**

Figure 11 below shows the medium-term installation projections (2019-2025)<sup>22</sup> as well as final installations reported for 2018<sup>23</sup>.

**Figure 11: World wind market (GW installed/year)**



<sup>22</sup>Source: Wood Mackenzie: Q3 19 Global Wind Power Market Outlook. The bubbles indicate compound annual growth rates.

<sup>23</sup>Global Wind Report 2018 (April 2019) published by the Global Wind Energy Council (GWEC) reported for 2018 ON + OF installation globally totalling 51 GW and 28 GW excluding China (20 GW in mature markets and 8 GW in emerging markets), and 4 GW for OF installations (like Wood Mackenzie in this case).

The prospects for installations in the period 2019-2025<sup>24</sup> continue to assume solid demand and are again higher than the outlook presented in the second quarter of calendar 2019 (both projections by Wood Mackenzie). This 3.9 GW increase refers to the period 2019-2025 and will be attributable entirely to the Onshore market (the projection for the Offshore market was reduced by just 6 MW). There was another notable reduction in the Onshore market in 2019 (-0.9 GW), offset partly in 2020 (+0.2 GW) and exceeded in 2021 (+1.6 GW). However, the Offshore market is projected to decline sharply in 2021 (-1.2 GW) and in 2022 and 2023 (-0.6 GW overall), which will be offset in 2024 (+1.5 GW) and 2025 (+0.2 GW).

China (153 GW), US (56 GW), India (33 GW) and Germany (19 GW) are expected to retain their position as the largest Onshore markets, accounting for more than 60% of the total accumulated installations projected in 2019-2025. France, Brazil, Sweden, Spain and Australia, with between 8 GW and 11 GW in cumulative installations each in the period 2019-2025, will account for more than 10%.

Despite the appearance of new markets, the Offshore segment is still much more concentrated. China, with 32 GW of installations in 2019-2025, will account for 35% of total installations in the period. Europe, led by the United Kingdom (13 GW of installations in the same period), will install 34 GW, accounting for 40% of the total. They will be followed by the US (11.2 GW in 2019-2025) and Taiwan (6.8 GW).

The increase in projections for Onshore installations is mainly in the US, Poland, Ukraine and Russia, offsetting lower projections for Germany and India. Growth in projections for Offshore is mainly concentrated in the US, offsetting the reduction in The Netherlands:

- The increase in projected Onshore installations in the US is due mainly to interest in taking advantage of the 80% production tax credits in 2021, including repowering projects, and to growth in corporate power purchase agreements (PPAs). The increase in Offshore is due to new subsidies at state level.
- The projections for Poland and Ukraine are up due to new auctions.
- The increase in projections for Russia is due to developers' confidence in their ability to fulfil local content requirements.
- In India, there is persisting uncertainty with respect to the dispute over PPAs that have already been signed and because of the low response to auctions, which has resulted in another reduction in projections.
- In Germany, recent auctions have been heavily undersubscribed, aggravating the crisis in the sector, which faces adverse public opinion as well as litigation.

Beyond the pace of installations, price dynamics are unchanged with respect to the previous quarter and Onshore prices continue to stabilize, reflecting mainly the stabilisation of auction prices but also the commercial dynamic in the US, cost inflation and the pressure on margins in the supply chain. In terms of product, the category >3 MW continues to gain market share.

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<sup>24</sup>Source: all projections in this section dated calendar Q2 19 and calendar Q3 19 are from the Wood Mackenzie quarterly Global Wind Power Market Outlook.

## Summary of the main events relating to wind power in Q4 1925

During the fourth quarter of FY 19, the following information was published and the following measures were adopted in connection with government commitments and actions aligned with the transition towards a sustainable energy model

### United Nations - Climate Action Summit 2019

- Sixty-five countries pledged to cut their greenhouse gas emissions to zero by 2050 and 70 announced or stepped up their national action plans, or are taking steps to do so.

### European Union

- The EU announced at the summit that 25% of its budget will be allocated to climate-related activities.

### Germany

- At the climate summit, Germany pledged to be carbon neutral by 2050.
- The economy ministers of Germany and The Netherlands plan to jointly evaluate projects in the North Sea and they want to work with the European Commission to assess the need to update the European Union's regulatory framework in order to eliminate barriers to investment.
- The results of the third and fourth wind power auctions of 2019 were published. The third auction awarded 208 MW, out of an initial volume of 650 MW, while the fourth auction awarded 176 MW out of an initial volume of 500 MW, both at an average price of €62/MWh. As in previous auctions, the low participation rate was due to the complexity of obtaining the necessary permits from the state governments and to problems with public opinion.
- The federal government reached an agreement to promote renewable energy, setting a new target of 65% of final energy consumed by 2030 (the previous objective was 50% by 2035). The target for Offshore wind power installed has been increased from 15 GW to 30 GW by 2030.
- Deutsche Bahn signed the first Offshore PPA in Germany. It will begin buying electricity in 2024, acquiring the output of 25 MW, 8% of the Nordsee Ost plant (295 MW).

### France

- France announced it will update its National Energy and Climate Plan, raising its target for renewables from 32% to 33% of final energy consumed by 2030.
- The French parliament passed a new regulation under which the last coal-fired plants are to be shut down by 2022, setting 2050 as the deadline for being carbon neutral. In addition, nuclear capacity will be halved by 2035, and the use of fossil fuels will be cut by 40% by 2030.

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<sup>28</sup>This section is a non-exhaustive list of government commitments and actions aligned with the energy transition towards a sustainable model.

### Greece

- Greece announced that it will update its National Energy and Climate Plan by increasing its renewable target from 31% to 35% of final energy consumed by 2030.
- The results of the third auction were announced: 179.5 MW of wind capacity were allocated out of a target of 300 MW, with an average price of €67.3/MWh.
- The fourth auction (wind only) was announced with an initial volume of 225 MW and a price cap of €68.25/MWh.

### Italy

- Italy passed and published the renewables decree, under which several neutral auctions for wind and solar projects will be organized in the period 2019-2021. The first auction has been officially launched under this scheme, with a total volume of 560 MW, in which wind projects can bid. This auction takes place in October, and final results are expected in December 2019.

### UK

- At the climate summit, the UK doubled its contribution to international climate finance to GBP 11.6 billion for the period 2020-2025.
- The outcome of round 3 of the CfD (Contracts for Difference) auctions was published, awarding 5.5 GW in 6 Offshore projects and 275 MW of Onshore projects on remote islands. The price set is GBP 45/MWh for 2023-2024 and GBP 47.22/MWh for 2024-2025.

### Australia

- Australia announced that sufficient large-scale renewable capacity has been built to attain the 2020 target of 33 TWh, so the certificate-based scheme has been phased out.
- The Australian Capital Territory (ACT) announced an auction for 250 MW in hybrid solar, wind and storage projects. The contracts should be signed in the first half of 2020 and the projects must be connected in 2022.
- The Queensland “Renewables 400” auction was reactivated, under which 400 MW of renewable capacity will be contracted, including 100 MW of storage. Four wind projects totalling 1,570 MW and 6 solar projects totalling 620 MW have been preselected.

### US

- The US government announced that all goods imports from China will bear an additional 5% tariff, raising the tariff on all List 1 & 3 products to 30%. On October 15th the US Government put this increase on hold due to progress in the negotiations with the Chinese government. Accordingly, List 1, 2 & 3 of Chinese imports remains at 25%.
- Michigan: the state issued an RFP for wind (100-200 MW) and solar (25-200 MW) projects. The projects must achieve commercial operation between 2021 and 2023.
- PacifiCorp announced plans to replace 2 GW of coal-fired capacity with 4.5 GW of wind or solar capacity by 2027, and 10.7 GW plus 4.6 GW of storage by 2038.
- Virginia: the state set a target of 2.5 GW Offshore for 2026, on top of the Onshore target of 5.5 GW by 2028, 3 GW of which must be in development by 2022.

- Massachusetts: three proposals have been received for 800 MW of Offshore projects. The selection will be made in November 2019.
- Georgia: Georgia Power is to add 2.26 GW of renewables (wind/solar) and 80 MW of storage by 2024.
- New York: the state announced the winners of the first wind auction: Sunrise Wind (880 MW), owned by Ørsted and Eversource, and Empire Wind (816 MW), developed by Equinor.
- Connecticut: the 2 GW Offshore auction was officially announced. Proposals were received from three developers: Constitution Wind (Ørsted/Eversource), Mayflower Wind (EDPR/ Shell) and Park City Wind (CIP/ Avangrid). The winners are expected to be announced in November 2019.

#### Argentina

- The forthcoming round 4 is planned to allocate 1 GW of wind and solar capacity. The breakdown is expected to be 750 MW wind and 250 MW solar. Projects will be selected in April 2020 and must attain commercial operation within 4 years.

#### Brazil

- A6 energy auction was held in October 2019, with an outcome of 1,040 MW awarded to wind, with an average price of 98.89 BRL/MWh (€21/MWh), slightly above previous auctions, confirming price stabilization. Auction A4, held in June 2019, closed at €18/MWh.
- Cemig, Brazil's government-controlled electric utility, has awarded 713 MW of solar and wind capacity in its last three auctions and has announced another auction for November. Copel (Companhia Paranaense de Energia), held its first auction in September, acquiring 118 MW of wind and solar.

#### Colombia

- At the climate summit, Colombia undertook to achieve 4 GW of renewable capacity by 2030.
- First renewable auction has taken place in October awarding 1,077 MW of wind energy distributed in 6 projects with an average price of 95.65 COP/MWh (€25/MWh). The projects must attain commercial operation by January 2022.

#### Ecuador

- A 500 MW renewables auction (including wind, solar and small hydro) has been set in motion.

#### South Korea

- The Energy Ministry released the Third Energy Plan, which increases the target for renewables from 11% to 35% of total output by 2040.

#### China

- The first unsubsidised wind project entered commercial operation.
- The first Offshore auction concluded at CNY 620/MWh.

**India**

- At the climate summit, India undertook to increase renewable capacity by 175 GW by 2022 (previously 160 GW).
- The central government amended the rules for wind auctions in order to attract interest from developers. The NTPC 1,200 MW auction will be the first to be held under the new rules.
- Solar Energy Corporation of India (SECI) announced a ninth round of wind auctions for 1,200 MW with prices capped at INR 2.85/kWh. A new requirement for entry is that 100% of the required land must be identified. The eighth round allocated 440 MW out of an initial 1,800 MW (unofficial results). Another auction, for 1,200 MW hybrid wind and solar, was announced in September.
- NTPC, India's largest electric utility, announced an auction for 1,200 MW of wind capacity. The deadline for proposals is currently in October, with prices capped at INR 2.85/kWh.
- Adani Power launched an auction for hybrid projects totalling 700 MW of wind and solar, with the option of including storage (not mandatory). The deadline for proposals was 9 August 2019.
- Rajasthan published plans to install 1.4 GW of wind and 4.9 GW of solar in the next five years.

**Auctions summary**

**Table 8: Summary of auction results published in Q4 19**

Auction	Type	Technology	MW targeted	MW awarded <sup>1</sup>	Average price €/MWh <sup>2</sup>	COD
Germany - III	Specific	ON	650	208	62	2021
Germany - IV	Specific	ON	500	176	62	2021
Colombia - First action	Neutral	ON	n.a.	1,077	25	2022
Greece - Third auction	Specific	ON	300	179	67	2022
India - SECI VIII	Specific	ON	1,800	440	36	2021
UK - CfD round 3	Neutral	OF	n.a.	5,466	53	2022-2025
UK - CfD round 3	Neutral	ON	n.a.	275	53	2022-2025

1. MW awarded to ON or OF.  
2. Using the exchange rate on the date the results were announced.

Table 9: Auctions announced in Q4 19

Auction	Technology	Target	Expected date <sup>1</sup>
Australia - ACT	Hybrid: ON and solar (storage optional)	250 MW	2020
Australia - Queensland - Renewables 400 (reactivated)	Hybrid: ON and solar (storage optional)	400 MW	2020
Denmark	Neutral: ON, OF and solar	175 MW <sup>2</sup>	November 2019
Ecuador	Neutral: ON, solar and small hydro	500 MW	October 2019
US - Arizona (APS)	ON	250 MW	September 2019
US - Michigan	ON	100-200 MW	
Greece - Fourth specific auction	ON	225 MW	November 2019
Hungary - Pilot	ON	134 GWh	
India - Adani Power	Hybrid: ON and solar (storage optional)	350 MW <sup>3</sup>	August 2019
India - Maharashtra	Hybrid: ON and solar	80 MW	October 2019
India - Maharashtra	Hybrid: ON and solar (storage optional)	No limit	October 2019
India - NTPC II	ON	1,200 MW	September 2019
India - SECI IX	ON	1,200 MW	November 2019
INDIA - SECI 1200 MW	Hybrid: ON and solar (storage mandatory)	1200 MW	November 2019
Ireland	Renewables		June 2020
Lithuania	Neutral - renewable	300 GWh	November 2019
Poland	Neutral: ON and solar	113.97 TWh (2.5 GW) <sup>5</sup>	December 2019

1. Deadline for proposals. In some cases, the outcome will be published later.
2. Target of DKK 258m, which is estimated by SGRE to correspond to 175 MW.
3. The maximum capacity is 700 MW. 350 MW is the capacity assumed for ON.
4. Target in TWh. This target is estimated to correspond to 2.5 GW.

## 2020 Guidance

The financial performance in FY 19 was in line with the guidance for the full year.

	FY 19E <sup>1</sup>	FY19	
Revenues (€m)	10,000-11,000	10,227	✓
EBIT margin before PPA and I&R costs	7.0%-8.5%	7.1%	✓

1. This guidance does not include charges for litigation or regulatory issues, and figures are expressed at constant exchange rates.

The guidance was achieved in a challenging market environment, where the Group's business was affected by:

- Cost increases due to tensions in the supply chain, partially derived from global trade tensions, more specifically the tariffs imposed in the US on imports from China.
- Volatility in key emerging markets such as Brazil, Mexico and India, which delayed the projected demand growth.



Some of these adverse conditions, and other additional factors, continue to be present in the fiscal year that is beginning (FY 20) and they play a significant role in the company's short-term performance expectations, although the year begins with strong visibility on revenue growth.

The guidance for FY 20 (next table) reflects a transition year in terms of profitability but one with assured growth in sales. The higher visibility on revenue growth is due to the level of coverage at the beginning of the year: 90%<sup>26</sup> of the mid-range of the sales guidance, 10 percentage points more than at the beginning of FY 19.

The following table sets out the company's guidance for fiscal year 2020

	FY 19	FY 20E <sup>1</sup>
Revenues (€m)	10,227	10,200-10,600
EBIT margin before PPA and I&R costs	7.1%	5.5%-7.0%

1. This guidance does not include charges for litigation or regulatory issues, and figures are expressed at constant exchange rates. The guidance excludes any impact from changes in the shareholder structure and from the agreement to acquire certain Servion assets.

In addition to specific targets for Group revenues and the EBIT margin before PPA and integration and restructuring costs, it is also expected:

- The PPA is expected to have an impact of c. €260m on the amortization of intangibles and integration and restructuring costs are expected to amount around €200m.
- A selective investment increase to face expected growth, with local supply chain development in France and Taiwan. These investment needs drive CAPEX/revenues ratio to 6% in FY 20.

The trend in the EBIT margin before PPA and integration and restructuring costs (5.5%-7.0%) reflects the impact of several factors: the fact that the industry will still be transitioning to a totally competitive model, the impact of a number of adverse external events, already materialized in FY 19 and still impacting in FY 20, and finally the development of the top line in FY 20.

#### Business annual evolution

- Revenue growth in 2020 will be driven mainly by the Onshore business, while the attractive Offshore business contribution will be reduced affected by delays in the execution of certain projects that were initially scheduled for this year.
- Additionally, the most competitive regions in the Onshore business, Americas and APAC, are the largest contributors to sales, while EMEA's contribution will decline notably after a year of high activity.
- The company expects to successfully complete the transformation module of the L3AD2020 program with €600m in expected cost cuts due to productivity improvements and synergies, which will offset price pressure in the order book.

#### Market environment

- Price trends in the Onshore business are foreseen to remain stable in the single low digit range of reduction (3%-5%) aligned with the achievable annual productivity improvements.
- Price competition in the Offshore market has been accentuated by the introduction of auctions, and strong interest on the part of customers to invest in this business. It is important to highlight that Offshore price dynamics are widely different from those experienced in the Onshore market where high

<sup>26</sup>Revenue coverage: order backlog (€) as of September 30, 2019 for FY 20 sales activity divided by the FY 20 revenue guidance range of €10.2bn to €10.6bn.

market fragmentation and suboptimal design of auction mechanism in some important markets, drove to irrational behaviours.

- Service competitive dynamics remain stable.

### External headwinds

Among previously mentioned external headwinds, it is important to highlight:

- Cost inflation derived from tensions in the supply chain, including those arising in global trade, particularly the tariffs imposed in the US on imports from China.
- Short-term development of demand for wind power is being affected by policy and regulatory uncertainty in mature markets such as Spain and Germany and by political and economic volatility in emerging economies, particularly Latin America.
- Uncertainty about the final terms of Brexit.

However, these factors are expected to be temporary rather than structural, and Siemens Gamesa expects the Group's profitability to improve beyond FY 20. These expectations are supported both by market dynamics and by the expected trend in the company's business beyond 2021.

**Market dynamics**

Three fundamental trends can be identified in market dynamics:

- Demand growth, supported by wind power's growing competitiveness (onshore and offshore) and by government support. This growth will arise particularly in the Offshore market and in emerging markets in the Onshore market. In the Offshore market, the volume of installations is expected to rise from 6 GW in 2020E to 16 GW in 2025E, equivalent to a CAGR of 21% from 2018. In the Onshore market, installation volume in emerging markets (excluding China) is expected to rise from 10 GW per year in 2020 to 18 GW in 2025, equivalent to a CAGR of 10% from 2018.
- Industry consolidation towards a model of four global manufacturers in the Onshore business and three in the Offshore business. This consolidation is essential to avoid the development of irrational pricing strategies. In this connection, the Onshore market is steadily being consolidated and prices have been stabilising since 2018.
- Price dynamics evidence stabilisation in the Onshore market, greater competition in the Offshore market due to the transition towards a competitive market model (however competitive structure suggests rational behaviour), and stability in the Service business.

**Business Development**

A number of factors support the projection of higher returns in the medium term:

- Continuous cost optimisation.
- Launch of new technologies and product platforms.
- SGRE competitive positioning.
- Asset acquisitions: agreement to acquire Senvion assets<sup>27</sup>.
- Revenue evolution beyond FY 20.

**Cost optimisation**

Since 2018, the company has evidenced its ability to cut costs, as part of its transformation exercise, framed in the L3AD2020 transformation program, with costs improving by more than €1,400m during FY 18 and FY 19, targeting total cuts of €2,000m. This programme enabled the company to offset the pressure from lower prices in the fourth quarter of FY 19 and this effect is expected to persist into FY 20. However, the conclusion of this programme does not mean that Siemens Gamesa will not remain focused on constant cost optimisation.

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<sup>27</sup>Closing of transaction still subject to the fulfillment of certain conditions precedent, such as regulatory approvals.

The company will continue working on optimising its industrial footprint, developing the most cost-competitive locations under a TCO<sup>28</sup> approach, and will apply a MAKE & BUY strategy to its supply chain, taking into account the conditions of global trade. As part of the necessary increase in purchasing volume to respond to growth in the new Offshore markets, the company will seek a balance between local supply needs and the global supply chain.

Beyond the company's own manufacturing footprint and that of its suppliers, Siemens Gamesa will continue working to cut fixed and variable costs. In the area of product costs, the company incorporates the design-to-cost approach in both the Onshore and Offshore businesses. In regards to fixed costs, the company will remain focused on bringing down structural costs, including a reduction of 600 headcount already planned in the next two years<sup>29</sup>.

#### Launch of new technologies

In Q3 19, Siemens Gamesa unveiled the new Onshore 5.X platform with two models — SG 5.8-155 and SG 5.8-170 (which has the largest rotor in the entire Onshore industry), which increase energy production by 20% and 32% in comparison to the latest models to reach the market. With a flexible design, the new platform optimises the value chain, from manufacturing through transport to construction and maintenance, and is adaptable to sites of any type. Those two models also incorporate distinctive Siemens Gamesa technologies such as a doubly-fed generator, a partial converter, and a compact power train with a three-stage gearbox. The platform also guarantees compliance with the most demanding grid connection requirements thanks to an optional premium converter. The first prototype SG 5.8-155 is expected to be installed in mid-2020, with manufacturing scheduled for the fourth quarter of that year. As for the SG 5.8-170, the first prototype will be installed in the third quarter of 2020 and production will commence in the first quarter of 2021. This new turbine offers 30% more annual energy production (AEP) than its predecessor.

Siemens Gamesa launched the SG 10-X wind turbine in Q2 19. The new SG 10.0-193 DD combines the experience and knowledge of five generations of wind turbines. It offers high performance, an agile market launch and low risk for our customers. The platform's direct drive technology makes it possible to reuse most components from previous models, shortening time to market. The prototype is expected to be assembled in 2019 and this model will be commercialised in 2022.

#### Competitive positioning

SGRE maintains a strong lead in the areas that will sustain growth in the future: Offshore, emerging markets Onshore, and Service.

The company was able to retain a clear lead in the Offshore business despite the entrance of a third competitor. This lead is evident in a firm order book of 5 GW, conditional orders for over 7 GW, and a very successful entrance into two new markets: Taiwan and the US, supported by two key pillars that enable us to offer customers the best cost of energy:

- Excellence in execution.
- Technology.

Both are set out in the 24/1/99 programme: 24 hours to install 1 offshore wind turbine with 99% availability.

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<sup>28</sup>TCO (total cost of ownership): total cost of supplying to the location, including transport and customs.

<sup>29</sup>The applied approach might vary by country. The discussions with the employee representatives will start immediately and in accordance with the respective legal frameworks.

### Agreement to acquire Servion assets<sup>30</sup>

The agreement to acquire Servion assets evidences the company's leading position in the next round of industry consolidation and is part of its strategy, announced in the business plan, to expand in the maintenance of third-party technologies. Conclusion of this deal entails:

- Strengthening of the Group's position in Service, a very attractive segment because of its profitability and also its future growth potential through the acquisition of assets in a number of European countries. Completing this deal will expand the Group's fleet under maintenance by 15%, from 60 GW to 69 GW, while the fleet in Europe will rise 51%, from 17 GW to 26 GW. Moreover, the order book for Service will increase by 13%, from €11,900m to €13,500m.
- Contribute to optimising the manufacturing footprint and supply chain through the acquisition of the Vagos (Portugal) blade plant, which can produce 1,300 blades per year at costs that are more competitive than sourcing from China.

Lastly, growth in sales from 2021 onwards is important to be highlighted as a major impact factor on the Group's rising profitability trend since it is leveraged on the most profitable areas: Offshore and Service.

All these factors support the long-term vision presented in the CMD 18-20 in February 2018, which sets the clear goal of making Siemens Gamesa a leader in the wind industry, with above-market sales growth and profitability of between 8% and 10% before PPA and integration and restructuring costs.

The detailed steps to be taken by the company to achieve that goal are expected to be presented to the capital markets in the first half of 2020

## Conclusions

Siemens Gamesa Renewable Energy ended FY 19 in an energy market that continued to transition towards an affordable,

reliable and sustainable model in which renewable energy plays a fundamental role thanks to its growing competitiveness. The International Energy Agency projects that fossil fuels' and renewables' shares of the energy mix will be inverted in the next 20 years. In this connection, the policies and commitments announced to date will require slightly over 50 GW of wind capacity to be installed per year between now and 2040. That volume would have to be

practically doubled if the zero emissions target is to be achieved. This potential is corroborated by the latest energy

market report from Bloomberg New Energy Finance (NEO 19), which estimates 128 GW in average annual installations

between 2019 and 2040, with USD 5,3 trillion being invested in wind facilities.

In this context, solid commercial activity enabled the company to attain a record order book at 30 September 2019 of €25,507m (+12% y/y) and reach 90%<sup>31</sup> of the mid-point of its sales guidance. This coverage is 10 percentage points higher than the coverage at the beginning of FY 19, which lends security to the growth targets for FY 20. Growth in order intake in the last twelve months was supported by all three business areas — Onshore, Offshore and Service — particularly the latter two, which expanded by 11% and 13% y/y, while Onshore orders increased by 4% y/y. Conversely, order intake in Q4 19 was supported by strong Onshore performance: up 13% to a record €2,240m of firm orders.

<sup>30</sup>Closing of transaction still subject to the fulfillment of certain conditions precedent, such as regulatory approvals.

<sup>31</sup>Revenue coverage: total firm orders (€) received through September 2019 for activity in FY 20 / the mid-point of the sales guidance published for FY 20 (€10,200-10,600m).

The company ended the year with revenues amounting to €10,227m (€2,944m in Q4 19), i.e. 12% more than in FY 18 (+12% y/y in the quarter) and EBIT before PPA and integration and restructuring costs of €725m, equivalent to an EBIT margin of 7.1%, 0.5 percentage points lower than in the FY 18. EBIT before PPA and integration and restructuring costs in the fourth quarter amounted to €250m, equivalent to an EBIT margin of 8.5%, i.e. 0.3 percentage points higher than in the fourth quarter of 2018.

Group revenue growth was supported by strong performance in Offshore and Service, up 18% y/y and 17% y/y, respectively, followed by Onshore (+7% y/y), that showed higher activity in Q4 19.

The pricing dynamics of the ongoing transition to a competitive market, which were built into the order book at the beginning of the year, are still the main drag on the Group's profitability, though this effect was offset by productivity improvements and synergies from the transformation process and higher sales volumes. Additionally, profitability in FY 19 was negatively impacted by execution difficulties in a number of Onshore projects in Northern Europe and India and by cost inflation linked to tensions in the supply chain and in world trade.

The net cash position at 30 September was €863m, €248m more than the net cash position at the end of FY 18. This improvement in the net cash position was due to generating operating cash flow and, in particular, to the strong working capital performance, which ended the year at negative €833mn, equivalent to -8.1% of Group revenues, 2.2 percentage points better than in FY 18. This improvement in working capital is the result of a strong control programme, advance payments driven by strong commercial activity, payment terms renegotiation and project execution.

As indicated earlier, the market environment in which the company operates presented a number of headwinds that will persist this new fiscal year. The industry is also in transition and top-line growth in FY 20 will be supported by the less profitable business. All these factors impact short-term performance and shape the guidance for the year, where growth is assured but profitability will continue to be burdened by temporary pressures. However, beyond FY 20, the prospect is for rising profitability supported by both market dynamics and development of the company's own business, which will also be underpinned by the acquisition of Senvion assets. The company expects to hold a Capital Markets Day in the first half of 2020 in which to share more details of the path to its enduring long-term vision.

### 3. MAIN BUSINESS RISKS

The SIEMENS GAMESA Group is exposed to certain financial risks that it manages by grouping together risk identification, measurement, concentration limitation and oversight systems. The management and limitation of financial risk is executed in a coordinated manner between SIEMENS GAMESA's Corporate Management and the business units, through the policies approved at the highest executive level, in accordance with the established rules, policies and procedures. The identification, assessment and hedging of financial risks are responsibility of each business unit, together with the Corporate Management.

The risk associated with changes in exchange rates assumed for SIEMENS GAMESA's transactions involve the purchase and sale of products and services relating to its activity, that are denominated in various currencies.

In order to mitigate this risk, SIEMENS GAMESA has entered into financial hedging instruments with several financial institutions.

#### 4. USE OF FINANCIAL INSTRUMENTS

The SIEMENS GAMESA Group uses financial hedges which allow the Group to mitigate risks involving exchange rates, interest rates, and equity volatility that could affect the Groups' estimated results, based on estimates of expected transactions in its various areas of activity.

#### 5. SUBSEQUENT EVENTS

At the date of formal preparation of the Consolidated and Individual Financial Statements of SIEMENS GAMESA as of September 30, 2019 no issue has been revealed that might modify them or give rise to disclosures additional to those already included.

#### 6. RESEARCH AND DEVELOPMENT ACTIVITIES

Technological Development is established within a multi-year framework that is rolled out in the annual technological development plan, where activities and deliverables are established for each year, and to which a budget is finally assigned.

During the years 2019 and 2018, the main increase in the capitalised development costs is due to the development of new wind turbine models, software and the optimization of the components' performance for an amount of EUR 159 million in 2019 (EUR 129 million during 2018). These additions are mainly in Denmark amounting to EUR 123 million during 2019 (EUR 103 million during 2018) and in Spain amounting to EUR 29 million during 2019 (EUR 23 million during 2018).

#### 7. TREASURY SHARE OPERATIONS

As of September 30, 2019 SIEMENS GAMESA holds a total of 1,635,425 treasury shares, representing 0.24% of share capital.

The total cost for these treasury shares amounts EUR 21,616 thousands, each with a par value of EUR 13.217.

A more detailed explanation of transactions involving treasury shares is set out in Note 23.E of the Consolidated Financial Statements and Note 13.D to the Interim Condensed Individual Financial Statements as of September 30, 2019.

## 8. CAPITAL STRUCTURE

The capital structure, including securities that are not traded on a regulated ECC market, the different classes of share, the rights and obligations conferred by each and the percentage of share capital represented by each class:

In accordance with Article 7 of Siemens Gamesa Renewable Energy, S.A.'s bylaws, reflected in the version approved by the shareholders in general meeting held June 20, 2017, "Share capital amounts to ONE HUNDRED FIFTEEN MILLION SEVEN HUNDRED NINETY FOUR THOUSAND, THREE HUNDRED SEVENTY FOUR EUROS AND NINETY FOUR CENTS (115,794,374.94 EUR), represented by 681,143,382 ordinary shares of seventeen euro cents of nominal value each, in numbers from 1 to 681,143,382, comprised of a sole class and series, all entirely subscribed and paid in."

### Significant direct and indirect shareholdings

According to public information for Siemens Gamesa Renewable Energy, S.A., its share capital structure as of September 30, 2019 is as follows:

<i>Name or corporate name of shareholder</i>	Number of direct voting rights	Number of indirect voting rights (*)	Number of voting rights linked to the exercise of financial instruments	% of total voting rights
SIEMENS AKTIENGESELLSCHAFT	205,178,132	196,696,463	-	59.00%
IBERDROLA, S.A.	-	54,977,288	-	8.071%

(\*) Through:

<i>Name or corporate name of direct shareholder</i>	Number of direct voting rights	% of total voting rights
SIEMENS BETEILIGUNGEN INLAND GMBH	196,696,463	28.877%
IBERDROLA PARTICIPACIONES, S.A. UNIPERSONAL	54,977,288	8.071%

## 9. RESTRICTIONS ON THE TRANSFER OF SECURITIES

No restrictions on the transfer of securities exist.

## 10. SIGNIFICANT % OF DIRECT OR INDIRECT OWNERSHIP

See Point 8.

## 11. RESTRICTIONS ON VOTING RIGHTS

There are no legal or bylaw stipulated restrictions on exercising voting rights.



## 12. SIDE AGREEMENTS

In fulfillment of article 531 of the restated text of the Corporate Enterprises Act, approved by the RLD 1/2010, of July 2 (the “Capital Companies Law”), IBERDROLA, S.A. (“IBERDROLA”) informed Gamesa Corporación Tecnológica, S.A. (“GAMESA”) on June 17, 2016 of the signature of a shareholders’ agreement between IBERDROLA and Iberdrola Participaciones, S.A. (Sociedad Unipersonal), as shareholders (non-direct and direct, respectively) of GAMESA, on one hand, and Siemens Aktiengesellschaft (“SIEMENS AG”), on the other hand (significant events number 239899 from June 17, 2016, and number 255530 from August 1, 2017). The contract was signed in the context of the process of combination of the wind energy businesses of GAMESA and SIEMENS AG through the merger by absorption of Siemens Wind Holdco, S.L. (Sociedad Unipersonal) by GAMESA (“Merger”). This shareholders’ agreement governs, among other matters, the relationships of the parties as future shareholders of GAMESA after the Merger, which became effective on April 3, 2017.

The Shareholders’ Agreement includes terms which qualify it as a side agreement under the terms set forth in Article 530 of Capital Companies Law, even when the effectiveness of certain agreements was contingent upon the Merger taking place.

## 13. RULES GOVERNING THE APPOINTMENT AND REPLACEMENT OF DIRECTORS AND THE AMENDMENT OF THE COMPANY’S BYLAWS

Article 30 of the SIEMENS GAMESA bylaws states that the members of the Board of Directors are *“appointed or approved by the shareholders in general meeting,”* and that *“if there are openings during the period for which Directors were appointed, the Board of Directors can appoint individuals to occupy them until the first Shareholders’ General Meeting is held,”* in accordance with the terms reflected in Capital Companies Law and bylaws which might be applicable.

In conformity with Article 13.2 of the Board of Directors Regulations, *“the proposals for appointing Directors submitted by the Board of Directors for consideration by the General Shareholders’ Meeting and the appointment decisions adopted using the co-option procedure must be preceded by: (a) for Independent Directors, a proposal from the Appointments and Remuneration Committee; and (b) in other cases, a report from the aforementioned committee.”* Article 13.3 of the Board of Directors Regulations states that *“when the Board of Directors declines the proposal or the report from the Appointments and Remuneration Committee mentioned in the above section, it must justify doing so and include a record of it in the minutes.”* Next, Article 13.4 of the referred Regulations states that *“the provisions in this chapter will be understood notwithstanding the complete freedom of the General Shareholders’ Meeting to make decisions on the appointment of Directors”*

Article 14 of the same regulations states that *“the Board of Directors and the Appointments and Remuneration Committee shall make an effort, within the sphere of their competencies, to ensure that the proposal and election of candidates falls on individuals of renowned reputation, credibility, solvency, competence and experience.”*

*Concerning a Legal Entity Director, the natural person representing it in the performance of the duties related to the position will be subject to the conditions included in the previous paragraph.”*

Finally, Article 7.4 of the Appointments and Remuneration Committee Regulations grant it the responsibility *“To ensure that, when filling vacancies or appointing new directors, the selection procedures: (i) do not suffer from implicit bias that might involve any discrimination and, in particular, that might hinder the selection of female directors, and (ii) favour the diversity of the members of the Board of Directors, particularly as regards gender, professional experience, competencies, personal skills and sector knowledge, international experience or geographical origin”.*

As regards the reappointment of the Directors, Article 15 of the Board of Directors' Regulations indicates that *"proposals for re-election of Directors submitted by the Board of Directors to the General Shareholders' Meeting must be accompanied by the corresponding explanatory report in the terms set forth by the law. The resolution of the Board of Directors to submit the re-election of Independent Directors to the General Shareholders' Meeting must be adopted upon proposal of the Appointments and Remuneration Committee, while the re-election of other Directors must have a prior favorable report from this committee.*

*Directors that are part of the Appointments and Remuneration Committee must abstain from taking part in the deliberations and votes that affect them.*

*The re-election of a Director who is part of a committee or who holds an internal position on the Board of Directors or one of its committees will determine his/her continuity in this position without requiring express re-election and notwithstanding the power of revocation which corresponds to the Board of Directors.*

Board member removal and resignation is regulated by Article 16 of the Board of Directors Regulations, which states that *"directors will be removed from their position once the term for which they were appointed has passed, notwithstanding the possibility of being re-elected, and whenever the General Shareholders' Meeting decides to do so as proposed by the Board of Directors or the shareholders, in the terms set forth by law."*

The steps and criteria established in this regard are set forth in Capital Companies Law and the Mercantile Register Regulations.

Article 16.2 of the Board of Directors Regulations states that *"Directors or the natural person representing a Legal Entity Director must offer their resignation to the Board of Directors and formalize it, if the Board sees fit, subject to a report provided by the Appointments and Remuneration Committee in the following cases:*

- a) Concerning Proprietary Directors, whenever these or the shareholder they represent cease to be the owners of significant stocks in the Company, as well as when such shareholders revoke representation.*
- b) Concerning Executive Directors, when they are removed from the executive positions associated with their appointment as Director and, in all cases, whenever the Board of Directors considers it necessary.*
- c) Concerning Non-executive Directors, when they join the management of the Company or of any of the companies in the Group.*
- d) When, due to circumstances beyond their control, they are involved in cases of incompatibility or prohibition as set forth by law or the Corporate Governance Standards.*
- e) Whenever they are brought to trial for a supposedly criminal act or a court ruling is passed against them to open a trial for any of the offenses set forth in the provisions of the Capital Company Act related to the prohibitions on being an administrator, or whenever they are involved in a sanction for a serious or very serious offense brought by supervisory authorities.*

- f) Whenever they are issued a serious warning by the Board of Directors or are sanctioned for a serious or very serious offense by a public authority for having breached their duties as Directors in the Company.*
- g) Whenever their continuity on the Board of Directors could put the Company's interests at risk, or whenever the reasons for their appointment have ceased to exist.*
- h) When, due to acts attributable to the Director acting in his/her capacity as such, cause significant damage to the Company's assets, or the reputation of the Company, or result in the loss of the business and professional reputation and credibility required for being a Director of the Company."*

*In accordance with Sections 3, 4, and 5, "in any of the events indicated in the previous section, the Board of Directors shall require the Director to resign from his/her post, and propose, as appropriate, his/her resignation to the General Shareholders' Meeting. As an exception, the foregoing shall not be applicable in the events of resignation provided in letters a), d), f) and g) above when the Board of Directors considers that reasons exist to justify the continuity of the Director, without prejudice of the occurrence that any new and sudden circumstances may have on his/her qualification.*

*The Board of Directors may only propose the removal of an Independent Director before the expiration of the period for which they were appointed when just cause is found by the Board of Directors, based on the proposal from the Appointments and Remuneration Committee. Specifically, for having failed to fulfill the duties inherent to his/her position or have unexpectedly incurred in any of the circumstances established by law as incompatible with assignment to such category.*

*Directors who resign from their position before the end of their term must send a letter explaining the reasons for the resignation to all the members of the Board of Directors."*

## Rules governing bylaw amendments

Amendments made to the Siemens Gamesa bylaws are governed by the terms of Articles 285 to 290 of Capital Companies Law approved by Royal Decree Law 1/2010 of July 2 ("Capital Companies Law").

Additionally, amendments made to the Siemens Gamesa bylaws are covered by the terms outlined in the Company's bylaws and the Regulations of the General Shareholders' Meeting.

As regards the competencies for making amendments, Articles 14. h) of bylaws and 6.1 h) of the Regulations of the General Shareholders' Meeting indicate that this role corresponds to the Siemens Gamesa General Shareholders' Meeting.

Articles 18 of bylaws, and 26 of the Regulations of the General Shareholders' Meeting include the quorum requirements for the General Shareholders Meeting adoption of agreements. Articles 26 of its bylaws, and 32 of the General Shareholders Regulations indicate the necessary majority for these purposes.

Article 31.4 of the General Shareholder's Regulations indicates that in accordance with legislation,"the Board of Directors, in accordance with the provisions of the law, shall draw up resolution proposals different in relation to those matters that are essentially independent, so that the shareholders can exercise their voting rights separately." The above is specifically applicable in the case of amendments to the bylaws, with votes taken on all articles or groups of articles that are materially different.

In accordance with Article 518 of Capital Companies Law, due to the call for a general Shareholders Meeting devoted to amending bylaws, the Company website will include the complete text of the agreement proposals on the Agenda in which the amendments are proposed, as well as reports from competent bodies in this regard.

## 14. THE POWERS OF BOARD OF DIRECTORS AND, SPECIFICALLY, POWERS TO ISSUE OR BUY BACK SHARES

### Powers of Board of Directors

The Board of Directors of SIEMENS GAMESA, in its meeting held on June 20, 2017, unanimously agreed, following a favorable report from the Appointments and Remunerations Committee, to re-elect Mr. Markus Tacke as CEO of the Company delegating in his favor all powers which, according to the law and the By-laws correspond to the Board of Directors, except those which cannot be delegated pursuant the law and the By-laws, an appointment which was accepted by Mr. Tacke in the same act.

### Powers to buy back shares

At the date of approval of this Report, authorization was still pending from the Company's General Shareholders Meeting held on May 8, 2015, by virtue of which the Board of Directors will be entitled to acquire treasury shares. The following is the literal text of the agreement adopted by the above reflected under point 9 of the Agenda:

"To expressly authorise the Board of Directors, with the express powers of substitution, as per the dispositions in article 146 of the Companies Law for the derivate acquisition of the Gamesa Corporación Tecnológica, Sociedad Anónima's ("Gamesa" or the "Company") own shares in the following terms:

- a.- *The acquisitions may be made by Gamesa or by any of its depending companies in the same terms of this agreement.*
- b.- *The share acquisitions will be made through sales, swaption or any other legally permitted operations.*
- c.- *The acquisitions may be made, at each time, up to the legally allowed maximum figure.*
- d.- *The minimum share price will be their nominal value and the maximum will not be 110% above their market quotation value on the date of acquisition.*
- e.- *The shares acquired may subsequently be transferred in freely decided conditions.*
- f.- *The present authorisation is awarded for a maximum period of 5 years, expressly repealing the unused part of the authorisation awarded by the Company Shareholders' Ordinary General Meeting held on May 28, 2010.*
- g.- *The shareholders' equity resulting from the acquisition of shares, including those that the Company or the person acting in their own name but for the account of the Company has previously acquired and holds as treasury shares, shall not be less than the amount of share capital plus the reserves that are restricted under the law or the By-Laws, all pursuant to the provisions of letter b) of section 146.1 of the Companies Law.*

*Lastly, and in relation to the dispositions in article 146.1.a) last paragraph of the Companies Law, it is stated that the shares that are acquired under the present authorisation, may be used by the Company for, amongst other purposes, giving to Company employees or administrators either directly or deriving from the exercise of option or other rights contemplated in incentive plans of which they are holders and/or beneficiaries as considered in the relevant legislation, statutes or regulations.*

#### 15. SIGNIFICANT AGREEMENTS TO WHICH THE COMPANY IS A PARTY AND WHICH TAKE EFFECT, ALTER OR TERMINATE UPON A CHANGE OF CONTROL OF THE COMPANY FOLLOWING A TAKEOVER BID AND THE EFFECTS THEREOF, EXCEPT WHERE DISCLOSURE WOULD SEVERELY PREJUDICE THE COMPANY'S INTERESTS. THIS EXCEPTION IS NOT APPLICABLE WHERE THE COMPANY IS SPECIFICALLY OBLIGED TO DISCLOSE SUCH INFORMATION ON THE BASIS OF OTHER LEGAL REQUIREMENTS

In conformity with the framework agreement dated December 21, 2011 (significant event 155308) between IBERDROLA, S.A. and the subsidiary of SIEMENS GAMESA RENEWABLE ENERGY, S.A. (SIEMENS GAMESA), SIEMENS GAMESA RENEWABLE ENERGY EOLICA, S.L. Sociedad Unipersonal, the supposed change of control in SIEMENS GAMESA will permit IBERDROLA, S.A. to terminate the framework agreement, and neither party may make any claims subsequently.

On May 4, 2015, SIEMENS GAMESA and SIEMENS AG signed a Framework Agreement which sets out (i) certain rights and obligations and related matters concerning the relationship of the parties after the merger between SIEMENS GAMESA and Siemens Wind Hold Co.; (ii) certain principles applicable to the provision of services between SIEMENS GAMESA and SIEMENS AG after the merger; and (iii) includes mandatory items to be complied with by SIEMENS GAMESA for the purposes of meeting and complying with Siemens Group Requirements. The Framework Agreement contains a termination event whereby it may be terminated by the Parties at such time that SIEMENS AG ceases to be a Controlling shareholder in SIEMENS GAMESA whereby Control is defined as SIEMENS AG holding the majority of voting rights in SIEMENS GAMESA or having the right to appoint the majority of its board members.

On December 17, 2015, Siemens Gamesa Renewable Energy Wind Farms, S.A.U. (buyer) and GESTIÓN, ELABORACIÓN DE MANUALES INDUSTRIALES INGENIERÍA Y SERVICIOS COMPLEMENTARIOS, S.L., INVERSIONES EN CONCESIONES FERROVIARIAS, S.A.U., CAF POWER & AUTOMATION, S.L.U. y FUNDACIÓN TECNALIA RESEARCH & INNOVATION (seller) signed a purchase-sale agreement for the shares. On the same date, to oversee the relationship between Siemens Gamesa Renewable Energy Wind Farms, S.A.U. and INVERSIONES EN CONCESIONES FERROVIARIAS, S.A.U. (ICF), as future NEM partners (where applicable), the parties signed the Partners' Agreement. By virtue of the terms established in the abovementioned agreement, should control over SIEMENS GAMESA subsequently take place, Siemens Gamesa Renewable Energy Wind Farms, S.A.U. must offer the remaining partners direct acquisition of its NEM shares.

On June 17, 2016, effective April 3, 2017, SIEMENS GAMESA and SIEMENS AKTIENGESELLSCHAFT (Siemens) signed a strategic alliance agreement, featuring a strategic supply contract by virtue of which Siemens became the strategic supplier of gears, segments, and other products and services offered by SIEMENS GAMESA Group. The abovementioned alliance will continue in force during the period during which Siemens: (a) directly or indirectly holds 50.1% of SIEMENS GAMESA's share capital, or (b) holds representative shares of at least 40% of share capital, as long as it holds the majority of Board of Directors voting rights, with no shareholders which individually or jointly hold at least 15% of share capital. Therefore, in cases of change of control, the parties are

entitled to terminate the strategic alliance, although its minimum duration in any case would be three (3) years (i.e., until April 3, 2020).

On June 17, 2016, SIEMENS GAMESA and SIEMENS AG signed a Merger Agreement which sets out terms and conditions applicable to the Transaction (i.e. the statutory merger of SWP with SIEMENS GAMESA) and certain aspects of SIEMENS GAMESA's future business organization and corporate governance. Although there is no termination possibility for the Merger Agreement as a consequence of a change of control, the Merger Agreement does include a non-compete obligation which prohibits SIEMENS AG from (i) manufacturing wind turbine generators; (ii) selling wind turbine generators manufactured by the Siemens Group; and delivery of product-related maintenance services for wind turbine generators produced and sold by the SIEMENS GAMESA Group or the Siemens Group. This non-compete obligation is enforceable for three years from the merger effective date (i.e. until April 3, 2020) and thereafter as long as Siemens (a) directly or indirectly holds 50.1% of SIEMENS GAMESA's share capital, or (b) holds representative shares of at least 40% of share capital, as long as it holds the majority of Board of Directors voting rights, with no shareholders which individually or jointly hold at least 15% of share capital. Therefore, the non-compete obligation would expire upon the occurrence of a change in control.

On March 31, 2017, SIEMENS GAMESA and Siemens entered into a licensing agreement by virtue of which SIEMENS GAMESA is entitled to use the Siemens brand in its Company name, corporate brand, and product brands and names. The abovementioned alliance will continue in force during the period in which Siemens: (a) directly or indirectly holds 50.1% of SIEMENS GAMESA's share capital, or (b) holds representative shares of at least 40% of the share capital, as long as it holds the majority of Board of Directors voting rights, with no shareholders which individually or jointly hold at least 15% of share capital. Therefore, a change of control might lead to termination of the licensing agreement.

By virtue of certain agreements reached as a result of the merger between SIEMENS GAMESA and Siemens Wind HoldCo, S.L. (Sociedad Unipersonal), the Siemens Group will have and grant certain guarantees with regard to the joint venture. The above agreements may be terminated and their applicable terms granted may be amended in case a change of control take place.

Likewise, as is customary for large electricity supply infrastructure projects, there are contracts with clients which regulate a supposed change in control, thereby providing each reciprocal power to terminate them should such a situation arise, especially in cases in which the new controlling party is the other party's competitor.

On April 3, 2017, SIEMENS GAMESA and Siemens entered into a master agreement for the contracting of financial derivatives between both companies. The agreement will remain in force while Siemens (a) owns, directly or indirectly, the majority of the shares in SIEMENS GAMESA, and/or (b) SIEMENS GAMESA keeps as a fully consolidated subsidiary in Siemens. Therefore, a change of control might lead to termination of the master agreement.

On August 1, 2018, (as amended) SIEMENS GAMESA and Siemens entered into an external services agreement for procurement area by virtue of which, during an initial period of 1 year for sourcing services, and 2 years for other procurement services, SIEMENS GAMESA Group shall benefit from the collective negotiation strength. Such agreement will be in force while Siemens remains as mayor shareholder of SIEMENS GAMESA. Therefore, in case of change of control, both parties are entitled to terminate the agreement with a 36 months prior notice.

Finally, it shall be pointed out that on May 30, 2018 SIEMENS GAMESA executed a Syndicated Multi-Currency Term and Revolving Credit Facility with a group of domestic and international banks (Significant Event 266275). In the event that any person or group of persons in a concerted manner (a) hold, directly or indirectly, more than 50% of the share capital of SIEMENS GAMESA; or (b) have the right to appoint the majority of members of the Board of Directors, and therefore exercise control over the Company, each of the participating financial entities may negotiate in good faith for a period of 30 days the maintenance of its commitments derived from the contract. In the event that an agreement is not reached, the financial entity(ies) in question may cancel all or part of the commitments acquired and require full or partial prepayment of their participation in the financing.

### 16. ANY AGREEMENTS BETWEEN THE COMPANY AND ITS DIRECTORS, OFFICERS OR EMPLOYEES THAT PROVIDE FOR SEVERANCE PAYMENTS IF THEY RESIGN, ARE UNFAIRLY DISMISSED OR IF THEIR EMPLOYMENT CONTRACTS TERMINATE AS A RESULT OF A TAKEOVER BID

The contract of the Chief Executive Officer, according to the Director's remuneration policy approved by the General Meeting of Shareholders on March 27, 2019, recognizes him to receive one year of fixed remuneration for termination of his working relationship

Likewise, for the Top Management and for the termination of the working relationship, the current criterion of the Company is the payment of a maximum of one year of the fixed annual remuneration at the date of termination, without prejudice, in any case, of preexisting situations and that the amount may be higher according to the labour law.

In respect to the rest of managers and non-managers employees, their working relationship, in general, does not include economic compensations in case of its termination, different from the ones established in the current law.

### 17. NON FINANCIAL INFORMATION CONSOLIDATED STATEMENT

The non-financial information related to environmental and social issues, as well as personnel related issues, human rights and the fight against corruption and bribery is included in the Non Financial Information Consolidated Statement that is attached to this Management Report as an annex.

### 18. DEFERRAL OF PAYMENTS MADE TO SUPPLIERS

The Group has put measures in place to continue adjusting the average payment period to those established in the current legislation.

### 19. EXPLANATION ADDED FOR TRANSLATION TO ENGLISH

Translation of Management Report originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails.

## Annex

### Alternative Performance Measures

Siemens Gamesa Renewable Energy (SGRE) financial information contains magnitudes and measurements prepared in accordance with the applicable accounting standards and others referred to as Alternative Performance Measures (APMs). The APMs are considered to be adjusted magnitudes with respect to those presented in accordance with EU-IFRS and, consequently, the reader should view them as supplementary to, but not replacements for, the latter.

The APMs are important for users of the financial information since they are the metrics used by SGRE's Management to assess financial performance, cash flows and the financial position for the purposes of the Group's financial, operational and strategic decisions.

The APMs contained in SGRE's financial disclosures that cannot be directly reconciled with the financial statements in accordance with EU-IFRS are as follows.

### Net Financial Debt (NFD)

**Net financial debt (NFD)** is calculated as the sum of the company's bank borrowings less cash and cash equivalents.

Net financial debt is the main APM used by Siemens Gamesa Renewable Energy's management to measure the Group's indebtedness and leverage.

€m	09.30.2018 (*)	12.31.2018	03.31.2019	06.30.2019	09.30.2019
Cash and cash equivalents	2,429	2,125	1,353	954	1,727
Short-term debt and current maturities of long-term debt	(991)	(705)	(345)	(471)	(352)
Long-term debt	(823)	(1,255)	(1,126)	(674)	(512)
<b>Cash / (Net Financial Debt)</b>	<b>615</b>	<b>165</b>	<b>(118)</b>	<b>(191)</b>	<b>863</b>

(\*) 09.30.2018 comparable for IFRS 9. No modification exists in the Net Financial Debt calculation in either case.



## Working capital (WC)

**Working Capital (WC)** is calculated as the difference between current assets and current liabilities. Current assets and liabilities exclude all items classified as Net Financial Debt, such as Cash and cash equivalents.

Working Capital reflects the part of Capital Employed that is invested in net operating assets. Siemens Gamesa Renewable Energy management uses this metric in managing and making decisions with respect to the business's cash conversion cycle, particularly in managing inventory, trade accounts receivable and trade accounts payable. Effective management of working capital involves achieving an optimal amount of working capital without jeopardising the company's ability to honour its obligations in the short term.

€m	03.31.2018 Reported Q3 18 (*)	06.30.2018	09.30.2018	09.30.2018 Comp. (**)
Trade and other receivables	1,050	1,124	1,114	1,111
Trade receivables from related companies	41	34	28	28
Contract assets	1,148	1,311	1,572	1,569
Inventories	1,805	1,700	1,499	1,499
Other current assets	404	404	362	362
Trade payables	(1,807)	(1,962)	(2,416)	(2,416)
Trade payables to related companies	(71)	(77)	(342)	(342)
Contract liabilities	(1,571)	(1,570)	(1,670)	(1,670)
Other current liabilities	(708)	(697)	(684)	(684)
<b>Working Capital</b>	<b>291</b>	<b>265</b>	<b>(536)</b>	<b>(542)</b>

(\*) Comparable after the application of IFRS15 and opening balance (PPA). The effects in previous quarters of changes due to the accounting of the Business Combination, as well as to the application of IFRS15, are further disclosed in previously published financial information.

(\*\*) Comparable after the application of IFRS9 starting October 1, 2018, affecting the Opening Balance Sheet of first quarter of FY19: the table above shows a decrease in line item "Trade and other receivables" of €3m and a decrease in line item "Contract assets" of €3m, with the corresponding effect (before taxes) in the Group's Equity that decreases €4.6m (including tax effect).

€m	12.31.2018	03.31.2019	06.30.2019	09.30.2019
Trade and other receivables	1,093	1,137	1,421	1,287
Trade receivables from related companies	42	35	39	22
Contract assets	2,033	1,771	1,952	2,056
Inventories	1,925	2,006	2,044	1,864
Other current assets	417	464	651	461
Trade payables	(2,283)	(2,352)	(2,483)	(2,600)
Trade payables to related companies	(274)	(153)	(250)	(286)
Contract liabilities	(2,340)	(1,991)	(2,267)	(2,840)
Other current liabilities	(641)	(706)	(869)	(798)
<b>Working Capital</b>	<b>(27)</b>	<b>211</b>	<b>238</b>	<b>(833)</b>

The ratio of working capital to revenue is calculated as working capital at a given date divided by the revenue in the twelve months prior to that date.

### Capital Expenditure (CAPEX)

Capital expenditure (CAPEX) refers to investments made in the period in property, plant and equipment and intangible assets to generate future profits (and maintain the current capacity to generate profits, in the case of maintenance CAPEX). This APM does not include the allocation of the purchase price (the PPA exercise) to property, plant and equipment and intangible assets that has been performed in context of the merger transaction of Siemens Wind Power and Gamesa (the business combination).

€m	Q4 18	Q4 19	12M 18	12M 19
Acquisition of intangible assets	(42)	(38)	(129)	(160)
Acquisition of Property, Plant and Equipment	(114)	(143)	(286)	(338)
<b>CAPEX</b>	<b>(156)</b>	<b>(181)</b>	<b>(415)</b>	<b>(498)</b>

The calculation of this indicator and its comparable for the last twelve months (LTM) is as follows:

€m	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
Acquisition of intangible assets	(31)	(44)	(46)	(38)	(160)
Acquisition of Property, Plant and Equipment	(50)	(64)	(81)	(143)	(338)
<b>CAPEX</b>	<b>(81)</b>	<b>(108)</b>	<b>(127)</b>	<b>(181)</b>	<b>(498)</b>

€m	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
Acquisition of intangible assets	(33)	(26)	(28)	(42)	(129)
Acquisition of Property, Plant and Equipment	(50)	(58)	(64)	(114)	(286)
<b>CAPEX</b>	<b>(83)</b>	<b>(84)</b>	<b>(92)</b>	<b>(156)</b>	<b>(415)</b>

## Definitions of Cash Flow

**Gross operating cash flow:** amount of cash generated by the company's ordinary operations, excluding working capital and capital expenditure (CAPEX). SGRE includes the flow of net financial expenses under gross operating cash flow. Gross operating cash flow is obtained by adjusting the reported income for the period, for the ordinary non-cash items (mainly depreciation and amortization and provision charges).

€m	12M 18	12M 19
Net Income before taxes	168	190
Amortization + PPA	645	647
Other P&L (*)	17	17
Charge of provisions	267	236
Provision usage (without Adwen usage)	(441)	(344)
Tax payments	(103)	(191)
<b>Gross Operating Cash Flow</b>	<b>554</b>	<b>555</b>

€m	Q4 18	Q4 19
Net Income before taxes	65	52
Amortization + PPA	185	204
Other P&L (*)	18	19
Charge of provisions	67	83
Provision usage (without Adwen usage)	(140)	(68)
Tax payments	(29)	(22)
<b>Gross Operating Cash Flow</b>	<b>166</b>	<b>268</b>

(\*) Other non-cash (income) expenses, including results of companies accounted for using the equity method.

**Cash flow** is calculated as the variation in Net financial debt (NFD) between two closure dates.

### Average Selling Price in Order Intake, Onshore (ASP - Order Intake)

Average monetary order intake collected by Onshore WTG division per unit booked (measured in MW). ASP is affected by several factors (project scope, geographical distribution, product, exchange rate, prices, etc.) and does not represent the level or trend of profitability.

	Q4 18	Q1 19 (*)	Q2 19 (*)	Q3 19 (*)	Q4 19 (*)
Order Intake Onshore Wind (€m)	1,985	1,793	1,167	1,695	2,238
Order Intake Onshore Wind (MW)	2,631	2,370	1,742	2,130	3,147
<b>ASP Order Intake Wind Onshore</b>	<b>0.75</b>	<b>0.76</b>	<b>0.67</b>	<b>0.80</b>	<b>0.71</b>

(\*) Order intake WTG ON includes only wind orders. No solar orders are included. Solar orders amounted to €6m in Q1 19, €33m in Q2 19, €1m in Q3 19 and €2m in Q4 19.

The calculation of this indicator and its comparable for the last twelve months (LTM) is as follows:

	Q1 19 (*)	Q2 19 (*)	Q3 19 (*)	Q4 19 (*)	LTM Sep 19
Order Intake Onshore Wind (€m)	1,793	1,167	1,695	2,238	6,893
Order Intake Onshore Wind (MW)	2,370	1,742	2,130	3,147	9,389
<b>ASP Order Intake Wind Onshore</b>	<b>0.76</b>	<b>0.67</b>	<b>0.80</b>	<b>0.71</b>	<b>0.73</b>

(\*) Order intake WTG ON includes only wind orders. No solar orders are included. Solar orders amounted to €6m in Q1 19, €33m in Q2 19, €1m in Q3 19 and €2m in Q4 19.

	Q1 18 (*)	Q2 18	Q3 18 (*)	Q4 18	LTM Sep 18
Order Intake Onshore Wind (€m)	1,600	1,834	1,166	1,985	6,585
Order Intake Onshore Wind (MW)	2,208	2,464	1,660	2,631	8,962
<b>ASP Order Intake Wind Onshore</b>	<b>0.72</b>	<b>0.74</b>	<b>0.70</b>	<b>0.75</b>	<b>0.73</b>

(\*) Order intake WTG ON includes only wind orders. No solar orders are included. Solar orders amounted to €88m in Q1 18 and €9m in Q3 18.

	Q1 17 (Pro-Forma)	Q2 17 (Pro-Forma)	Q3 17	Q4 17	LTM Sep 17
Order Intake Onshore Wind (€m)	1,491	1,460	680	1,498	5,129
Order Intake Onshore Wind (MW)	1,862	1,599	693	2,167	6,321
<b>ASP Order Intake Wind Onshore</b>	<b>0.80</b>	<b>0.91</b>	<b>0.98</b>	<b>0.69</b>	<b>0.81</b>

The comparable figures corresponding to periods prior to the merger have been calculated on a pro forma basis, as if the merger transaction had occurred before April 17, as appropriate, including the full consolidation of Adwen, standalone savings and normalization adjustments. Further details of this pro forma calculation are as follows:

**Q1 17 (Pro-forma)**

	Siemens Wind Power	Gamesa	Adwen	SGRE (Pro-forma)
Order Intake Onshore Wind (€m)	439	1,052	-	1,491
Order Intake Onshore Wind (MW)	475	1,386	-	1,862
ASP Order Intake Wind Onshore	0.92	0.76	-	0.80

**Q2 17 (Pro-forma)**

	Siemens Wind Power	Gamesa	Adwen	SGRE (Pro-forma)
Order Intake Onshore Wind (€m)	758	702	-	1,460
Order Intake Onshore Wind (MW)	772	827	-	1,599
ASP Order Intake Wind Onshore	0.98	0.85	-	0.91

**Order Intake, Revenue and EBIT**

**Order Intake (in €) LTM (Last Twelve Months)** is calculated by aggregation of the quarterly order intake (in EUR) for the last four quarters.

€m	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
Group	2,541	2,466	4,666	3,076	12,749
Of which WTG ON	1,799	1,200	1,695	2,240	6,934

€m	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
Group	2,912	3,043	3,292	2,625	11,872
Of which WTG ON	1,688	1,834	1,175	1,985	6,682

**Order Intake (in MW) LTM (Last Twelve Months)** is calculated by aggregation of the quarterly order intake (in MW) for the last four quarters.

**Onshore:**

MW	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
Onshore	2,370	1,742	2,130	3,147	9,389

MW	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
Onshore	2,208	2,464	1,660	2,631	8,962

**Offshore:**

MW	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
Offshore	12	464	1,528	72	2,076

MW	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
Offshore	576	328	1,368	-	2,272

**Revenue LTM (Last Twelve Months)** is calculated by aggregation of the quarterly revenues for the last four quarters.

€m	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
WTG	1,904	2,060	2,242	2,527	8,733
Service	358	330	390	417	1,493
<b>TOTAL</b>	<b>2,262</b>	<b>2,389</b>	<b>2,632</b>	<b>2,944</b>	<b>10,227</b>

€m	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
WTG	1,840	1,973	1,827	2,207	7,847
Service	287	268	308	411	1,275
<b>TOTAL</b>	<b>2,127</b>	<b>2,242</b>	<b>2,135</b>	<b>2,619</b>	<b>9,122</b>

**EBIT (Earnings Before Interest and Taxes):** operating profit as per the consolidated income statement. It is calculated as Income (loss) from continuing operations before income taxes, before 'Income (loss) from investments accounted for using the equity method', interest income and expenses and 'Other financial income (expenses), net'.

**EBIT (Earnings Before Interest and Taxes) pre PPA and integration & restructuring costs:** EBIT excluding integration and restructuring costs and the impact on amortization of intangibles' fair value from the Purchase Price Allocation (PPA).

• **Integration costs:** are one-time-expenses (temporary nature – limited in time) that are related to the integration of the two legacy companies, or of other acquired companies, excluding any restructuring related costs.

• **Restructuring costs:** personnel and non personnel expenses which arise in connection with a restructuring (e.g. site closures), where restructuring refers to measures that materially modify either the scope of business undertaken or the manner in which this business is conducted



€m	12M 18	12M 19
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	168	190
(-) Income from investments acc. for using the equity method, net	-	1
(-) Interest income	(15)	(14)
(-) Interest expenses	55	53
(-) Other financial income (expenses), net	3	22
<b>EBIT</b>	<b>211</b>	<b>253</b>
(-) Integration and Restructuring costs	176	206
(-) PPA impact	306	266
<b>EBIT pre-PPA and integration &amp; restructuring costs</b>	<b>693</b>	<b>725</b>

€m	Q4 18	Q4 19
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	64	52
(-) Income from investments acc. for using the equity method, net	2	1
(-) Interest income	(5)	(6)
(-) Interest expenses	12	16
(-) Other financial income (expenses), net	(1)	4
<b>EBIT</b>	<b>73</b>	<b>67</b>
(-) Integration and Restructuring costs	76	116
(-) PPA impact	66	67
<b>EBIT pre-PPA and integration &amp; restructuring costs</b>	<b>215</b>	<b>250</b>

**EBIT margin:** ratio of EBIT to Revenue in the period that is equal to the revenue figure in the consolidated Income Statement for the period.

**EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization):** It is calculated as EBIT before amortization, depreciation and impairments of goodwill, intangible assets and property, plant and equipment.

€m	12M 18	12M 19
EBIT	211	253
Amortization, depreciation and impairment of intangible assets and PP&E	645	647
<b>EBITDA</b>	<b>856</b>	<b>899</b>

€m	Q4 18	Q4 19
EBIT	73	67
Amortization, depreciation and impairment of intangible assets and PP&E	185	204
<b>EBITDA</b>	<b>258</b>	<b>271</b>

EBITDA LTM (Last Twelve Months) is calculated by aggregation of the quarterly EBITDA for the last four quarters.

€m	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
EBIT	40	90	56	67	253
Amortization, depreciation and impairment of intangible assets and PP&E	148	147	148	204	647
<b>EBITDA</b>	<b>188</b>	<b>237</b>	<b>204</b>	<b>271</b>	<b>899</b>

€m	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
EBIT	35	54	50	73	211
Amortization, depreciation and impairment of intangible assets and PP&E	160	157	143	185	645
<b>EBITDA</b>	<b>195</b>	<b>210</b>	<b>193</b>	<b>258</b>	<b>856</b>

## Net income and Net income per share (EPS)

**Net income:** consolidated profit for the year attributable to the parent company.

**Net income per share (EPS):** the result of dividing net income by the average number of shares outstanding in the period (excluding treasury shares).

	Q4 18	12M 18	Q4 19	12M 19
Net Income (€m)	25	70	52	140
Number of shares (units)	679,492,185	679,489,769	679,504,347	679,490,974
<b>Earnings Per Share (€/share)</b>	<b>0.04</b>	<b>0.10</b>	<b>0.08</b>	<b>0.21</b>

## Other indicators

**Revenue coverage:** the revenue coverage ratio expresses the degree of achieving the revenue volume targets set by the company for a given year. It is calculated as the revenue booked until one period (including the activity/revenue expected for the rest of the year) divided by the activity/revenue guidance for that year.

€m	09.30.2019
Order Backlog for delivery in FY20 (1)	9,360
Average revenue guidance for FY20 (2) (*)	10,400
<b>Revenue Coverage (1/2)</b>	<b>90%</b>

(\*) Note: 2020 revenue guidance range of €10.2bn to €10.6bn. As a result, average revenue guidance is €10.4bn. 2019 revenue guidance range of €10bn to €11bn. As a result, average revenue guidance was €10.5bn.

**Book-to-Bill:** ratio of order intake (in EUR) to activity/revenue (in EUR) in the same period. The Book-to-Bill ratio gives an indication of the future trend in revenue volume.

**Book-to-Bill LTM (Last Twelve Months):** this APM is calculated by aggregation of the quarterly Revenues and Order Intakes for the last four quarters.

€m	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
Order Intake	2,541	2,466	4,666	3,076	12,749
Revenue	2,262	2,389	2,632	2,944	10,227
Book-to-Bill	1.1	1.0	1.8	1.0	1.2

€m	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
Order Intake	2,912	3,043	3,292	2,625	11,872
Revenue	2,127	2,242	2,135	2,619	9,122
Book-to-Bill	1.4	1.4	1.5	1.0	1.3

**Reinvestment Rate:** ratio of CAPEX divided by amortization, depreciation and impairments (excluding PPA amortization on intangibles' fair value).

€m	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
CAPEX (1)	81	108	127	181	498
Amortization depreciation & impairments (a)	148	147	148	204	647
PPA Amortization on Intangibles (b)	66	66	67	67	266
Depreciation & Amortization (excl. PPA) (2=a-b)	82	80	81	137	381
Reinvestment rate (1/2)	1.0	1.4	1.6	1.3	1.3

€m	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
CAPEX (1)	83	84	92	156	415
Amortization depreciation & impairments (a)	160	157	143	185	645
PPA Amortization on Intangibles (b)	83	75	82	66	306
Depreciation & Amortization (excl. PPA) (2=a-b)	77	82	61	119	340
Reinvestment rate (1/2)	1.1	1.0	1.5	1.3	1.2

**Gross Profit:** the difference between revenue and cost of sales, according to the consolidated statements of profit and loss.

**Gross Profit (pre PPA, I&R costs):** Gross Profit excluding integration and restructuring costs and the impact on amortization of intangibles' fair value from the PPA (purchase price allocation).

- Integration costs: are one-time-expenses (temporary nature – limited in time) that are related to the integration of the two legacy companies, or of other acquired companies, excluding any restructuring related costs.

- Restructuring costs: personnel and non personnel expenses which arise in connection with a restructuring (e.g. site closures), where restructuring refers to measures that materially modify either the scope of business undertaken or the manner in which this business is conducted

The result of dividing this indicator by the sales of the period, which are equal to the revenue figure in the consolidated Income Statement for the period, is denominated Gross Margin pre PPA, I&R costs, and it is expressed as a percentage.

€m	12M 18	12M 19
Gross Profit	954	948
PPA amortization on intangibles	169	174
Integration and Restructuring costs	109	130
<b>Gross Profit (pre PPA, I&amp;R costs)</b>	<b>1,233</b>	<b>1,252</b>

€m	Q4 18	Q4 19
Gross Profit	304	291
PPA amortization on intangibles	3	43
Integration and Restructuring costs	41	67
<b>Gross Profit (pre PPA, I&amp;R costs)</b>	<b>348</b>	<b>401</b>

The calculation of this indicator and its comparable for the last twelve months (LTM) is as follows:

€m	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
Gross Profit	200	237	220	291	948
PPA amortization on intangibles	44	44	44	43	174
Integration and Restructuring costs	22	9	32	67	130
<b>Gross Profit (pre PPA, I&amp;R costs)</b>	<b>266</b>	<b>289</b>	<b>296</b>	<b>401</b>	<b>1,252</b>

€m	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
Gross Profit	198	262	191	304	954
PPA amortization on intangibles	43	43	80	3	169
Integration and Restructuring costs	8	43	17	41	109
<b>Gross Profit (pre PPA, I&amp;R costs)</b>	<b>249</b>	<b>348</b>	<b>288</b>	<b>348</b>	<b>1,233</b>

**MWe:** an indicator of activity (a physical unit of sale) used to measure wind turbine generator manufacturing progress. The MWe indicator does not reflect post-manufacturing processes (civil engineering, installation, commissioning, etc.), which also generate monetary revenue.

MWe	Q1 19	Q2 19	Q3 19	Q4 19	LTM Sep 19
Onshore	1,520	1,707	1,699	2,009	6,936

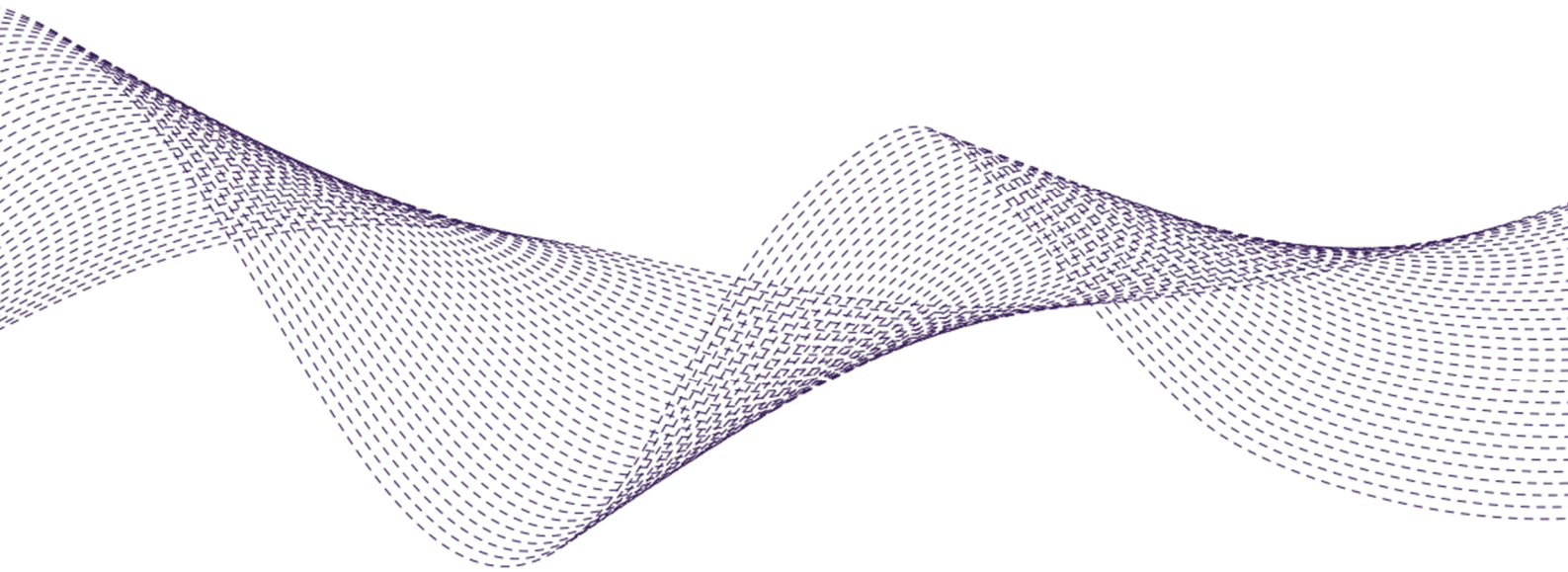
MWe	Q1 18	Q2 18	Q3 18	Q4 18	LTM Sep 18
Onshore	1,651	1,397	1,703	1,926	6,677

**Cost of energy (LCOE/COE):** the cost of converting an energy source, e.g. wind, into electricity, measured in monetary units per MWh. It is calculated taking in account all costs incurred during asset's life cycle (including construction, financing, fuel, operation and maintenance, taxes and incentives) divided by the total output expected from the asset during its useful life.

Note that due to rounding, numbers presented in this document may not add up exactly to the totals shown and percentages may not exactly replicate the absolute figures presented.

# Consolidated Non-Financial Statement 2019

*(former Sustainability Report)*





# Key figures



4.71

Total Recordable Injury Rate (rate per million hours worked)



1.67

Lost-Time Injury Frequency Rate (rate per million hours worked)



70,698

Tons CO<sub>2</sub>-eq Emissions



454,549

Total Primary Energy Consumption in GJ (gigajoules)



62%

Renewables Share of Total Electricity Use in GJ (gigajoules)



>24k

Total Headcount



10%

Female Managers



17,890

Tier-One Supplier



€8.2 bn

Procurement Volume

# Letter from

Markus Tacke, CEO

**Dear Stakeholder,**

The global renewable energy market is expanding at a rapid pace, as society seeks solutions to the growing threat of climate change. At Siemens Gamesa, we are anticipating that the market will continue to expand, with wind power playing a central role. With our scale, global reach, balanced business set-up (Onshore, Offshore, Service) and technological expertise, we are perfectly positioned to lead this growth.

Siemens Gamesa is aware of the responsibility that comes with being an industry leader and believes that sustainable development and business success go hand in hand. Hence, we do not just respond to and align with social progress but are dedicated to drive it. To be able to do that, we have committed ourselves to further drive the United Nations' 2030 agenda forward, by contributing to reach the UN Sustainable Development Goals (SDGs) and related targets.

Our greatest impact on achieving these goals helps drive our own business growth at the same time: ensuring access to affordable, reliable, sustainable and modern energy for all (SDG7). At the end of fiscal year 2019, Siemens Gamesa has installed 99 Gigawatts of wind turbines installed worldwide – in developed and developing countries. And we are exploring other opportunities to expand our activities into related business fields, including solar power, hybrid projects, and industrial-scale storage solutions. Our long-term goal is to provide integrated renewable energy solutions.

**“Siemens Gamesa is aware of the responsibility that comes with being an industry leader and believes that sustainable development and business success go hand in hand.”**

Climate change threatens the lives and livelihoods of billions of people. Siemens Gamesa is taking urgent action to combat climate change and its impacts (SDG13). To avoid its worst effects, energy will have to be carbon-free, which is why we are committed to become carbon-neutral by 2025, for example, by switching from emission-intensive conventional power generation sources to renewable energy-based sources for electricity supply in our operations. Also, our products help fighting climate change by reducing our customers' carbon footprint by more than 259 million tons of CO<sub>2</sub> each year. And Siemens Gamesa embraces climate science to navigate the low-carbon transition by being committed to the Science Based Targets Initiative.

Promoting sustained, inclusive and sustainable economic growth, full and productive employment and decent work (SDG8) is another Sustainable Development Goal we vastly contribute to as a company. Our over 24,400 employees are our single most important asset worldwide and we are lucky to have such a talented and passionate workforce. Since the merger, one of the key elements of our success has been the identification and embrace of our new set of common values.

Also, protecting labor rights and promoting a safe and secure working environment for all our employees is vital for us: workplace health and safety is our top priority, as is the reinforcement of ethical conduct throughout Siemens Gamesa and right along our supply chain.

“Our CSR pledge is not just an aspirational framework but a roadmap for responsible growth.”



Furthermore, we are a significant driving force for progress in the communities in which we operate, by boosting industrial activity through investments, purchasing from local suppliers, and by contributing economic resources to public administrations.

These elements are part of our corporate social responsibility pledge, which is not just an aspirational framework but a roadmap for responsible growth. It provides compelling reasons to pursue a lasting social and environmental impact and to engage with the global CSR community and the UN Sustainable Development Goals.

Therefore, we remain committed to the principles of the United Nations Global Compact, which means that we continuously work on issues connected to human rights and maintain responsible labor, environmental and anti-corruption practices.

Siemens Gamesa’s responsibility performance has been widely recognized by the financial community and is present in the world’s most prestigious indices such as the Dow Jones Sustainability Indices®, FTSE4Good® and the Ethibel Sustainability Index®, to name a few. We are proud of what we have achieved so far and will continue working on improving ourselves and better the lives of others.

Throughout this report, in alignment with the Spanish law 11/2018 for Non-Financial Information and Diversity that was implemented following the European Directive, we will provide insight into Siemens Gamesa vast variety of actions and our focus on the UN Sustainable Development Goals. The content of this report represents a fair balance of the Group’s activities. We would like to thank all our stakeholders for their continuous support and trust in Siemens Gamesa – accompanying us on our path of further innovation, success and business excellence. [102-14]

With best regards

A handwritten signature in blue ink that reads "Markus Tacke". The signature is written in a cursive, flowing style.

Markus Tacke  
CEO, Siemens Gamesa Renewable Energy

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# About this report

## 1.1. Statement

[102-49] [102-50] On April 3, 2017, the merger of Siemens Wind Power with GAMESA was formalized, qualifying for accounting purposes as a reverse acquisition, in which the wind power business of Siemens AG was the acquirer and GAMESA the acquired, respectively.

At the end of 2017, the newly merged company Siemens Gamesa prepared its first Sustainability Report, thus adopting the best practices in reporting and transparency, even in its first year after the integration.

Continuing this commitment, Siemens Gamesa releases the **Consolidated Non-Financial Statement 2019 - CNFS** (former Sustainability Report) again this year, which is approved by the Board of Directors, after report from the Audit, Compliance and Related Party Transactions Committee of said Board of Directors.

## 1.2. New reporting scene

In 2018, the Law 11/2018 of 28 December on non-financial information and diversity was adopted in Spain. The law implements Directive 2014/95/EU of the Parliament and of the Council amending Directive 2013/34/EU about the "disclosure of non-financial information and information on diversity by certain large undertakings".

The new law expands non-financial reporting requirements, to specifically include the provision of environmental and social aspects, regarding people management, diversity, respect for the environment, and of human rights and the fight against corruption and bribery, describing the risks, and outcomes linked to these issues. Disclosure of non-financial information or related to sustainability or corporate social responsibility becomes, therefore mandatory by law for Siemens Gamesa.

This Consolidated Non-Financial Statement (CNFS) report covers the requirements of the entry into force of this new regulation and is integral part of Management Report of the company. It contributes to measure, monitor and manage the performance of the company and its impact on society. In this context, the report contains information relative, at least, to environmental and social issues, as well as personnel, respect for human rights and the fight against corruption and bribery. It also summarizes the most relevant financial and non-financial information in accordance with the corresponding Materiality Analysis.

The report is a method of satisfying the growing demand from society in general, as well as from shareholders and investors, for companies to explain its performance in non-financial aspects, also called environmental, social and corporate governance (ESG: Environmental, Social, Governance), given that good performance in these areas is directly linked to business excellence.

## 1.3. Reporting period

Information contained in this Consolidated Non-Financial Statement (NFS) reflects the situation included in the period between October 1, 2018 and September 30, 2019 ("the reporting period"). This period is referred also as "fiscal year 2019" (FY19).

## 1.4. Reporting framework

[102-54] Siemens Gamesa Renewable Energy has followed the recommendations of the Global Reporting Initiative (GRI reporting standards) and the report was prepared in accordance with the GRI Standards: **Core option** and the 10 Principles established by the United Nations Global Compact in preparing this report, both regarding the scope of its contents and the definition and quality of the information.

Siemens Gamesa has adapted the GRI Reporting Principles for defining report content, by considering the organization's activities, impacts, and the substantive expectations and interests of its stakeholders. They have equally guided the quality of information, enabling stakeholders to make sound and reasonable assessments of our organization.

New in 2019, the report includes an additional reference table covering the reporting elements included in the Law 11/2018 of 28 December on non-financial information and diversity.

[102-32] This report is subject to external review by EY and approval by Siemens Gamesa Renewable Energy S. A.'s Board of Directors.

## 1.5. Collection of information

Siemens Gamesa Renewable Energy has adequate information systems. Therefore, the compilation of financial and non-financial information guarantees the comprehensiveness and accuracy of the indicators detailed in this report.

## 1.6. Observations

[102-46] The scope of companies considered by the Siemens Gamesa while preparing the Consolidated Non-Financial Statement coincides with the definition of the Group for the purpose of preparing the consolidated financial statements [102-45].

Year-on-year comparative information is provided along the report. Scope and period comparable to the subject matter of sustainability in 2017 are not the same as in 2018 and 2019. Siemens Gamesa excluded the data from year 2017 to conduct a reliable year-on-year analysis. To analyze trends and data to compare the organization's sustainability performance over time, considers FY18 period to be the baseline. [102-48]

## 1.7. Reference

For the purposes of this report, the Spanish company Siemens Gamesa Renewable Energy S. A. is the parent company of the Group, hereinafter referred to as "SGRE", "Siemens Gamesa" or the "company".

Siemens Gamesa Renewable Energy S. A. and all the subsidiaries over which it has the capacity to exercise control, or which it jointly controls, are referred to as the "Siemens Gamesa Renewable Energy Group", "Siemens Gamesa Group" or "the group".

The group of companies of which Siemens Gamesa holds a percentage of ownership, but does not have the capacity to exercise control, can be referred to as "investee companies" or "associated companies".

## 1.8. Calculations

This document refers to CO<sub>2</sub> emission savings that Siemens Gamesa products bring to customers.

It is correctly interpreted as total CO<sub>2</sub> emissions that would be generated annually with conventional fossil fuels to produce the equivalent amount of electricity (kWh) produced by Siemens Gamesa turbines on an annual basis.

Calculation of these annual CO<sub>2</sub> emission savings is based on the wind turbines total installed capacity - both on Onshore and at Offshore. The following conversion factors are applied:

- Emission factor world fossil (grCO<sub>2</sub>/KWh): 849
- Offshore wind turbines average capacity factor: 42%
- Onshore wind turbines average capacity factor: 35%
- Average hours equivalent a year (h)= [Average Wind Turbine Generator (WTG) Capacity factor] \* 365\*24

# Company highlights

## 2.1. Creation of a global leader

The Siemens Gamesa Renewable Energy Group was born in April 2017, with the merger of Gamesa Corporación Tecnológica and Siemens Wind Power.

Gamesa's history is marked by a spirit of innovation and successful expansion into new markets. What started as a small machining workshop in northern Spain quickly grew into a global company focused on industrial facility management, the automotive industry, and new technology development.

In 1995, Gamesa expanded into wind power, installing the first wind turbine in the hills of El Perdón, in Spain, and just four years later the Company had grown into the leading manufacturer of wind turbines in the country. International expansion quickly followed as the Company opened production centers in the United States., China, India and Brazil.

The history of Siemens Wind Power is equally impressive. The Company has been directly involved in the wind power industry since 2004, when it acquired the Danish wind turbine manufacturer Bonus Energy. With the acquisition of Bonus, Siemens gained a wealth of technology and proven experience stretching back to 1980.

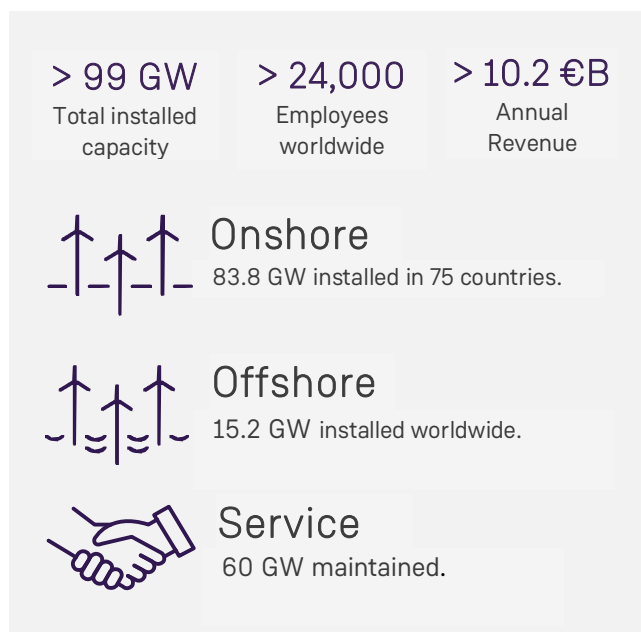
This history includes providing turbines for the world's first offshore wind farm located in Vindeby off the coast of Denmark, in 1991. The Company grew into the global market leader for offshore wind turbines, earning a reputation for technological leadership, strong customer service, and for offering fully integrated end-to-end energy solutions.

Siemens Gamesa Renewable Energy brings these many qualities together under one roof: an innovative spirit, dedication to technological excellence, and a determination to provide real and lasting value to all stakeholders and customers.

Siemens Gamesa Renewable Energy came into being ready to address the challenges and seize the opportunities that the wind business offers in the short, medium and long term, to create value for all stakeholders. In a changing environment with increasingly demanding wind markets, the merger's strategic rationale is even more compelling. Global scale and reach have become essential to compete profitably. Meanwhile, the combined Company's diversification and balance and its leading position in emerging and offshore markets provide resilience and above-average growth potential.

Today, the company is a respected industry leader committed to providing innovative and effective solutions to the energy challenges of tomorrow.

Figure 1 - Key facts fiscal year end 2019



## 2.2. Company name

### **Siemens Gamesa Renewable Energy, S.A.**

Parque Tecnológico de Bizkaia, Edificio 222,  
48170 Zamudio (Vizcaya)  
Spain

[102-1] The corporate name, effective since June 20, 2017, was registered with the Mercantile Register on July 18, 2017, when it was notified to Spanish Central Securities Depository (Iberclear) and the Stock Exchanges (Barcelona, Bilbao, Madrid and Valencia). The name was published in the Stock Exchange bulletin on July 21, 2017, and the shares have been listed under Siemens Gamesa Renewable Energy, S.A. since July 24, 2017. The stock ticker symbol (abbreviation used to identify shares on stock markets) is SGRE.

[102-3] For legal purposes Siemens Gamesa Renewable Energy, S.A. corporate details are as follows: "SIEMENS GAMESA RENEWABLE ENERGY, S.A., a Company duly incorporated under the laws of Spain, with its registered office at Parque Tecnológico de Bizkaia, Building 222, Zamudio, Biscay, Spain and registered with the Mercantile Register of Biscay in Volume 5139, Folio 60, Page BI-56858 with VAT number A-01011253".

## 2.3. Company culture - mission, vision and values

In a company with a global footprint, values and cultural norms vary vastly from place to place. Balancing those cultures can be a delicate matter, with lessons to be learned both sides. One crucial aspect for the success is the development of a shared corporate culture underpinned by a common set of values, beliefs and behaviors. Based on the feedback given by the global employee survey and more than 50 manager interviews conducted throughout the Company during summer and fall 2017, six Company values have been defined for Siemens Gamesa. [102-16]

The Group has defined the following pillars to guide the process of building a shared culture:

- Mission: "We make real what matters - clean energy for generations to come."
- Vision: "To be the global leader in the renewable energy industry, driving the transition towards a sustainable world."
- Purpose: "Empower people to lead the future"

Values:

- Result orientation: Results are relevant, delivered in a timely manner and at appropriate cost.
- Customer focus: Think from a customer's perspective about how we can excel in delivery.
- Innovativeness: New solutions for customers and ourselves.
- Impactful leadership: Inspiring our people and exemplifying the culture and common values.
- Ownership attitude: People are motivated and engaged and see themselves as drivers of business success.
- Valuing people: Valuing the importance of the individual.

These six values together with our company's mission, vision and purpose are the foundation on which our shared company culture will grow as we become more and more integrated.

## 2.4. Global footprint

[102-4] Siemens Gamesa has a vast global footprint with altogether 337 location, including factories, offices, warehouses and land. A list of the main locations can be found in Annex II.



## 2.5. Ownership structure

[102-5] Siemens Gamesa Renewable Energy, S.A.'s ownership structure on September 30, 2019, (fiscal year end) was as follows:

Table 1 - Shareholder structure

<i>(in percentage)</i>	30.09.2019	30.09.2018
Siemens AG (*)	59.000	59.000
Iberdrola S.A.	8.071	8.071
Others (**)	32.929	32.929

(\*) 28.877% by Siemens Beteiligungen Inland GmbH.

(\*\*) All with an ownership interest of less than 3% and there are no significant shareholders according to the article 32 of the Royal Decree 1362/2007 of October 19 on shareholders required to notify their stake due to the residence in a tax haven or in a country of 0 taxation or with no effective exchange of tax information.

The group's shares are listed in IBEX 35 through the Automated Quotation System (Mercado Continuo) at the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges.

## 2.6. Share capital

The capital stock of Siemens Gamesa Renewable Energy, S.A. amounts to €115,794,374.94 represented by book entries, and consists of 681,143,382 fully subscribed and paid common stock shares of €0.17 per value each, with identical rights and a single class and series.

Table 2 - Evolution of share capital

	Date	Share capital (€)	Shares
Capital increase (merger exchange)	03/04/17	115,794,374.94	681,143,382
Book building process	08/09/14	47,475,693.79	279,268,787
Paid-up capital increase	25/07/12	43,159,721.89	253,880,717
Paid-up capital increase	15/07/11	42,039,297.28	247,289,984
Paid-up capital increase	19/07/10	41,770,668.89	245,709,817
3 x 1 par value split	28/05/04	41,360,983.68	243,299,904
Capital increase (raising the par value of shares)	28/05/04	41,360,983.68	81,099,968
Stock market flotation	31/10/00	40,549,984.00	81,099,968

## 2.7. Revenues

[102-7] The group adapted to the operating configuration of the business units and to the financial and management information used by the executive boards of the Group, which for 2019 were: a) Wind Turbines and b) Operation and maintenance.

The breakdown, by segment, of consolidated revenue for the year ended September 30, 2019, is as follows:

Table 3 - Revenues by segment

<i>(in thousand Euros)</i>	FY19	FY18
Wind Turbines	8,733,498	7,847,191
Operation & Maintenance	1,493,381	1,275,081
<b>SGRE total revenue</b>	<b>10,226,879</b>	<b>9,122,272</b>

In addition, the group currently operates in several geographical markets. The main areas are EMEA (including Spain), Americas and APAC. The main countries per each one is as follows:

- Europe, Middle East and Africa (EMEA): Denmark, Germany, Great Britain and Spain
- Americas: USA, Brazil and Mexico
- Asia, Australia (APAC): India, China and Australia

Table 4 - Revenues by geographical area

<i>(in thousand Euros)</i>	FY19	FY18
EMEA	6,653,385	5,175,032
Americas	2,030,644	2,235,461
Asia, Australia	1,542,850	1,711,779
<b>SGRE total</b>	<b>10,226,879</b>	<b>9,122,272</b>

Table 5 - Revenues by country

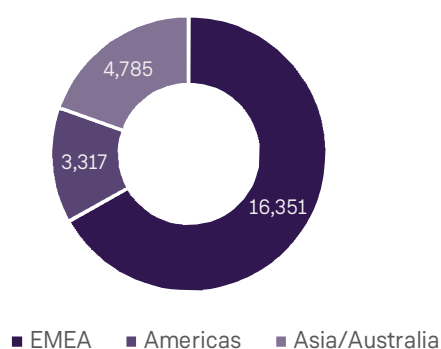
<i>(in thousand Euros)</i>	FY19	FY18
Spain	999,588	400,193
Germany	1,037,575	1,174,116
Denmark	1,115,637	638,729
United Kingdom	1,497,027	1,062,202
United States	1,514,168	997,999
China P.R.	202,759	328,707
India	774,309	888,249
Brazil	198,419	261,402
Mexico	167,335	474,470
<b>Rest of countries</b>	<b>2,720,062</b>	<b>2,896,205</b>
<b>SGRE total</b>	<b>10,226,879</b>	<b>9,122,272</b>

All the economic and financial information of Siemens Gamesa Renewable Energy S. A. and its subsidiaries is available in the Consolidated Financial Statements and Management Report for the period ended September 30, 2019, its fiscal year-end. [201-1]

## 2.8. Employees worldwide

[102-8] At the end of the reporting period (September 30, 2019), the company had 24,453 employees.

Figure 2 - Distribution of employees FY19



## 2.9. Wind turbine products

[102-2] Siemens Gamesa embraces technology as the essential core of its activity, making constant efforts in R&D to implement continuous improvements in its products and services.

Wind turbines developed and manufactured by Siemens Gamesa are in permanent evolution, incorporating the latest technological advances and growing, not just in terms of power but also in performance for the customer. With more than 99 GW installed in 75 countries and a full range of product platforms, the Company is established as one of the main worldwide technological leaders in the multi-megawatt segment.

With an optimized and streamlined catalogue, we offer the best product and service for each project and its varying site conditions. Our wind turbine and service portfolios create value that reduces the Levelized Cost of Energy (LCoE), ensuring long-term returns for customers.

Figure 3 - Distribution of wind turbine installations worldwide [102-6]

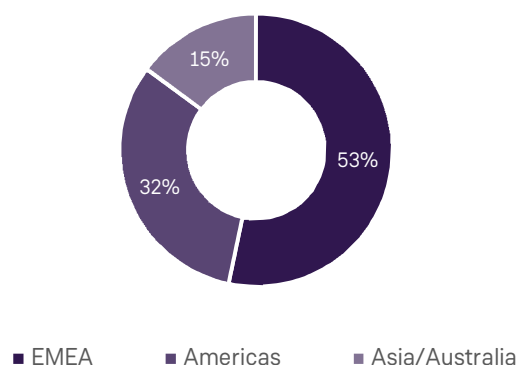


Table 6 - Wind turbine installation track record (cumulative MW)

	Onshore	Offshore	FY 19	FY18
Algeria	10	-	10	10
Argentina	113	-	113	82
Australia	932	-	932	699
Austria	43	-	43	43
Azerbaijan	8	-	8	8
Belgium	195	294	489	454
Bosnia-Herzeg.	87	-	87	41
Brazil	3,316	-	3,316	3,156
Bulgaria	90	-	90	90
Canada	3,021	-	3,021	3,021
Cape Verde	0.05	-	0.05	0.05
Chile	452	-	452	452
China	5,465	48	5,513	5,055
Costa Rica	143	-	143	143
Croatia	162	-	162	162
Cuba	5	-	5	5
Cyprus	20	-	20	20
Czech Republic	14	-	14	14
Denmark	1,064	1,135	2,199	2,199
Dom. Republic	191	-	191	52
Ecuador	2	-	2	2
Egypt	1,253	-	1,253	986
Finland	266	42	309	308
France	1,636	-	1,636	1,545
Germany	2,335	5,174	7,510	6,785
Greece	665	-	665	563
Guatemala	32	-	32	32
Honduras	176	-	176	176
Hungary	182	-	182	182
India	6,358	-	6,358	5,613
Indonesia	151	-	151	122
Ireland	870	-	870	796
Iran	61	-	61	61
Israel	21	-	21	21
Italy	2,375	-	2,375	2,199
Jamaica	24	-	24	24
Japan	495	-	495	361
Jordan	166	-	166	166
Kenya	14	-	14	14
Kuwait	10	-	10	10
Latvia	21	-	21	21
Lithuania	14	-	14	14
Luxemburg	24	-	24	24
Macedonia	37	-	37	37
Mauritania	35	-	35	30
Mauritius	9	-	9	9
Mexico	2,639	-	2,639	2,380
Morocco	856	-	856	856
Netherlands	114	744	858	858
New Zealand	281	-	281	281
Nicaragua	44	-	44	44
Norway	856	2	858	662
Pakistan	50	-	50	50
Peru	124	-	124	124
Poland	1,053	-	1,053	1,045
Portugal	569	-	569	569
Puerto Rico	103	-	103	103
Romania	590	-	590	590
Somalia	0.22	-	0.22	0.22
South Africa	660	-	660	604
South Korea	138	-	138	77
Spain	14,184	-	14,184	13,154

	Onshore	Offshore	FY 19	FY18
Sri Lanka	45	-	45	45
Sweden	1,432	110	1,542	1,458
Switzerland	0.15	-	0.15	0.15
Taiwan	12	120	132	20
Thailand	389	-	389	389
Philippines	259	-	259	243
Tunisia	242	-	242	242
Turkey	1,290	-	1,290	814
United Kingdom	4,135	7,565	11,700	9,822
Uruguay	390	-	390	390
United States	20,669	-	20,669	18,795
Venezuela	71	-	71	71
Vietnam	40	-	40	9
<b>SGRE total</b>	<b>83,799</b>	<b>15,235</b>	<b>99,034</b>	<b>89,504</b>

## 2.10. Service: Operation & Maintenance

Operation & Maintenance (O&M) is one of the key activities upon which Siemens Gamesa bases its development. With nearly 60% of its installed capacity under O&M contracts and a broad operational knowledge in complex locations, the Group maintains 60 GW in 58 countries. All of this is possible thanks to a team of highly qualified professionals, present worldwide and focused on health and safety as well as on service excellence and customer satisfaction.

To drive down operational costs of wind projects, Siemens Gamesa has announced the extension of its O&M scope to third-party technology. This approach includes not only maintenance of the wind turbines, but also life extension and retrofit solutions for enhanced AEP (annual energy production).

As an alternative to repowering, Siemens Gamesa's Service Business Unit offers an extension of turbine lifetime beyond 20 years to aging fleets in Northern Europe, Spain, China, India and other markets.

Figure 4 - FY19 distribution of fleet under O&M

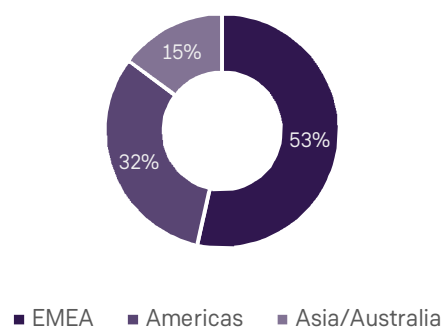


Table 7 - Operation & maintenance track record

<i>(in MW)</i>	Onshore	Offshore	FY 19	FY18
Algeria	-	-	-	11
Argentina	76	-	76	-
Australia	720	-	720	587
Austria	26	-	26	26
Belgium	215	294	509	389
Brazil	3,735	-	3,735	3,565
Bulgaria	90	-	90	90
Canada	1,830	-	1,830	1,808
Chile	452	-	452	452
China	512	-	512	726
Costa Rica	130	-	130	130
Croatia	162	-	162	172
Czech Rep.	14	-	14	14
Denmark	629	28	657	626
Dom. Republic	137	-	137	-
Egypt	834	-	834	564
Finland	228	40	268	280
France	1,280	-	1,280	1,185
Germany	724	4,389	5,113	4,750
Greece	56	-	56	278
Guatemala	32	-	32	-
Honduras	50	-	50	50
Hungary	24	-	24	24
India	6,240	-	6,240	5,563
Indonesia	151	-	151	-
Iran	61	-	61	-
Ireland	963	-	963	891
Israel	-	-	-	21
Italy	1,659	-	1,659	1,309
Jamaica	-	-	-	-
Japan	213	-	213	131
Jordan	82	-	82	166
Korea Rep.	103	-	103	49
Kuwait	10	-	10	10
Lithuania	14	-	14	14
Luxemburg	-	-	-	21
Macedonia	14	-	14	-
Mauritania	30	-	30	30
Mauritius	9	-	9	9
Mexico	2,224	-	2,224	2,040
Morocco	842	-	842	638
Netherlands	60	744	804	785
New Zealand	60	-	60	60
Nicaragua	44	-	44	44
Norway	207	2	209	265
Pakistan	124	-	124	124
Peru	14	-	14	14
Philippines	243	-	243	243
Poland	919	-	919	915
Portugal	402	-	402	402
Puerto Rico	101	-	101	101
Romania	242	-	242	352
South Africa	605	-	605	605
Spain	5,639	-	5,639	5,914
Sri Lanka	-	-	-	-
Sweden	663	-	663	625
Taiwan	-	8	8	8
Thailand	524	-	524	355
Turkey	873	-	873	849
United Kingdom	2,953	5,735	8,688	8,582
United States	9,722	-	9,722	9,450
Uruguay	410	-	410	410
Vietnam	39	-	39	8
<b>SGRE total</b>	<b>48,790</b>	<b>11,240</b>	<b>60,030</b>	<b>56,728</b>

# Our CSR approach

## 3.1. Global CSR collaborations

The Group voluntarily endorsed several codes of ethical principles and good practices. [102-12]

### 3.1.1. United Nations Global Compact

The Group endorsed the principles of the United Nations Global Compact (participant ID 4098) and reaffirms its commitment to and support for the promotion of the ten principles of labor rights, human rights, environmental protection and the fight against corruption on an annual basis. The company publishes a Communication on Progress Report (COP) each year, which reviews compliance with such principles. This document is made publicly available on the United Nations Global Compact website<sup>1</sup>.

### 3.1.2. Global Reporting Initiative (GRI)

Since 2004, the company has disclosed sustainability information with reference to the evolving guidelines of the Global Reporting Initiative (GRI), a non-governmental organization which aims at high transparency and comparability for corporate sustainability reporting.

Siemens Gamesa has been involved in the GRI community since 2016, first as an organizational stakeholder and currently as a community member and GRI core supporter.

Furthermore, the company actively participates in GRI's Corporate Leadership Group on Reporting on the Sustainable Development Goals, to put forward innovative

solutions to common challenges and ultimately shape the future of reporting.

### 3.1.3. Paris Pledge for Action

The Group endorsed the Paris Pledge for Action and welcomed the adoption of a new universal agreement at the COP 21 in Paris and pledged support to ensuring that the aspirations established by the agreement will be attained or surpassed.

### 3.1.4. Caring for Climate: The business leadership platform

"Caring for Climate: The business leadership platform", is a UN Global Compact Initiative. Its goal is to involve businesses and governments in acting on climate change, energy efficiency, reduction of emissions of greenhouse gases (GHGs) and positive collaboration with other public and private institutions. Siemens Gamesa joined voluntarily in June 2007.

### 3.1.5. Women Empowerment Principles

The "Principles of Empowerment of Women" are promoted by UN Women/UN Global Compact and aim to build stronger economies, establish a more stable and fairer society; achieve compliance development, sustainability and human rights and to improve the quality of life of women, men, families and communities. Siemens Gamesa endorsed the Principle of Empowerment of Women in December 2010.

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<sup>1</sup> See United Nations Global Compact website [[Link](#)]

### 3.1.6. Science Based Targets (SBTi)

Science Based Targets (SBTi), a joint international initiative of the Carbon Disclosure Project, the UN Global Compact, the World Resources Institute, the World Wide Fund for Nature and the We Mean Business coalition. It aims to reduce carbon emissions in a measurable manner and to an enough level to meet the objective of not exceeding 2 degrees Celsius of global warming established in the Paris Climate Agreement. Siemens Gamesa voluntarily joined this initiative on September 12, 2018.

Figure 5 - External commitments



## 3.2. Performance in sustainability indexes

Siemens Gamesa's sustainability performance is monitored continuously and has been externally confirmed by the most renowned and relevant sustainability indexes and ratings.

### 3.2.1. Dow Jones Sustainability Indices/SAM

Again in 2019, Siemens Gamesa became constituent member of the DJSI Index (DJSI Europe) for the 10<sup>th</sup> time since 2006.

Launched in 1999, the Dow Jones Sustainability Index represents the gold standard for corporate sustainability and is the first global index to track the leading sustainability-driven companies based on RobecoSAM's analysis of financially material Environmental, Social, and Governance (ESG) factors.

The Group is included in the "Machinery and Electrical Equipment" industry, together with 115 competitors, and scored particularly well in the areas of codes of business

conduct (percentile 99), product stewardship (percentile 98), innovation management (percentile 90), supply chain management (percentile 90) and strategy for emerging markets (percentile 89) in 2019.

These results place Siemens Gamesa as a reputed global sustainability leader in the eyes of stakeholders, financial analysts and the public at large.

### 3.2.2. Carbon Disclosure Project (CDP)

The Group actively engages with the Carbon Disclosure Project (CDP) and responded to the climate change and supply chain assessment to explain how we reduce our greenhouse gas emissions and mitigate climate change risks.

### 3.2.3. Financial Times Stock Exchange (FTSE)

The Financial Times Stock Exchange (FTSE) included Siemens Gamesa in its FTSE4Good series, which is designed to measure the performance of companies demonstrating strong Environmental, Social and Governance (ESG) practices.

The company's overall ESG rating in 2019, when compared with the same FTSE industry classification benchmark (Oil & Gas), keeps at 68 percentile and outperforms the renewable energy equipment subsector average.

### 3.2.4. Global Challenges Index (GCX)

The Global Challenges Index (GCX) included Siemens Gamesa among the 50 securities which are promoting sustainable development through products and services. The research is made by Oekom research AG.

### 3.2.5. Ethibel Excellence Europe Index

The Group is part of the Ethibel Excellence Europe Index, which includes companies that in the Russell Global Index and demonstrate outstanding performances in terms of Corporate Social Responsibility (CSR).

Figure 6 - Sustainability indexes



### 3.3. Committed to UN Sustainable Development Goals (SDGs)

[102-15] Siemens Gamesa believes that sustainable development and commercial success go hand in hand. That means, we at Siemens Gamesa thrive to lead the social progress by being a global force for sustainable development.

However, there are many factors in the world today that represent enormous potential threats to sustainability, and dramatically affect businesses such as ours. Climate change, water scarcity, geopolitical conflicts, resource depletion, and economic inequality – these must all be acknowledged as the challenges they are, and then they must be met and overcome.

#### 3.3.1. Impact on Agenda 2030

[L11-S001] On January 1, 2016, the 17 Sustainable Development Goals (SDGs) of the 2030 Agenda for Sustainable Development - adopted by world leaders in September 2015 at United Nations Summit - officially came into force. Over the next fifteen years, with these new Goals that universally apply, countries will mobilize efforts to end all forms of poverty, fight inequalities and tackle climate change, while ensuring that no one is left behind.

The SDGs reflect a new understanding that development everywhere must integrate economic growth, social well-being and environmental protection.

[L11-G01] We as a business, have also a self-interest in driving forward this agenda forward and to contribute to reaching the SDGs related targets. We can find our

greatest impact and opportunity in areas that will help drive our own business growth. This creates scalable solutions when our business profits from solving social problems and when we generate profits while simultaneously benefitting society and business performance.

Siemens Gamesa has an impact on most of the SDGs in four important ways: i) through our products and services, ii) by responsibly operating our business, iii) through our expertise and thought leadership, and iv) through our corporate citizenship activities and community engagement programs. Nevertheless, the impact we have on the SDGs varies significantly.

Figure 7 - UN's Sustainable development goals (SDGs)



In fiscal year 2018 we proceeded to identify and prioritize which of the Global Goals are most relevant to our company, given the countries and sectors we operate in. This approach gives us the salient information needed to start the process of engaging with the SDGs in an effective way. It identifies how each country is currently performing against its SDG goals and targets and uses input-output modelling techniques to highlight relevance across both direct operations and the wider supply chain. It also draws on economic research to identify where value could be at risk from countries failing to achieve their SDG commitments and the potential opportunities (i.e. where business activities could help significantly more), on a country by country basis. It thereby helps our business map out and visualize strategic priorities in a more informed way.

According to this methodology, a projected company's gross value added (GVA) for 2030 by country is calculated based on the company's revenue, growth rate, employee costs and EBITDA. SDGs scorings are translated into risk in terms of potential lost gross value added (GVA), if a host country should not achieve its 2030 SDG target.

Therefore, Siemens Gamesa identified high as well as medium and low impact SDGs. For the most part, SDGs we consider having a high impact are strongly correlated to our products and services, often in combination with thought leadership initiatives in collaboration with partners around the world. High impact SDGs also represent the highest Projected Value-At-Risk and the countries in which these SDGs present a higher risk for Siemens Gamesa's operations.

Medium and low impact SDGs are mainly enablers that relate to responsible business practices, including the area of human rights, as well as compliance and supply chain management. Still others are impacted by our corporate citizenship and community engagement activities.

### High impact - UN Sustainable Development Goals



**Goal 7 - Ensure access to affordable, reliable, sustainable and modern energy for all.** Siemens Gamesa Renewable Energy is shaping the renewable energy industry,

leading the way forward in the renewable energy sector. The company provides cleaner, more reliable and affordable wind power and is a leading supplier of wind power solutions to customers all around the world. Our scale, global reach and proven track record ensure that we will play a central role in shaping the energy landscape of the future. Our activity embraces the world's need for access to affordable, reliable and sustainable energy, crucial to achieving many of the UN Sustainable Development Goals, ranging from the eradication of poverty through advances in health, education, water supply and industrialization to mitigating climate change.



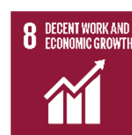
**Goal 13 - Take urgent action to combat climate change and its impacts.** Siemens Gamesa has set the target of becoming CO<sub>2</sub>-neutral in all its operations by 2025. The company is thus underlining the need for businesses to contribute to decarbonizing the economy. With our products and services, we help to improve energy

efficiency and reduce CO<sub>2</sub> emissions with a positive business case.



**Goal 5 - Achieve gender equality and empower all women and girls.** Our main impact on SDG 5 is by managing our own workforce. Siemens Gamesa recognizes that

its employees represent a large variety of cultures, ethnicities, beliefs and languages. This wealth of diversity is what makes the Group more innovative, creative and committed to society.



**Goal 8 - Promote sustained, inclusive and sustainable economic growth,** full and productive employment and decent work for all. Siemens Gamesa directly impacts SDG 8

through its global operations contributing to GDP development in many countries, our commitment to providing decent jobs and enabling employment and by driving the decoupling of economic growth from energy usage as a thought leader.



**Goal 16 - Promote peaceful and inclusive societies for sustainable development,** provide access to justice for all and build effective, accountable and inclusive

institutions at all levels. We contribute to SDG 16 by anchoring integrity and compliance throughout our company and by driving Siemens Gamesa's integrity initiatives with external stakeholders. Our company is committed to implementing the UN Global Compact's requirements and all other relevant regulations in our supply chain and disseminating them through collaborations with external organizations and institutions.

### Medium to low impact - UN Sustainable Development Goals



We impact SDG 4 by promoting inclusive and equitable quality education as well as lifelong learning opportunities for all, such as offering learning and education

opportunities to all Siemens Gamesa employees internally or in partnership with schools and universities. Training of customers and suppliers is also important to us. In addition, numerous corporate citizenship engagement programs around the world build on this objective.





Our activity may impact SDG 14 because we are aiming at using the oceans, seas and marine resources for sustainable development and protecting biodiverse marine sites to ensure the sustainability of marine biodiversity and ecosystems. Our locations worldwide are not operating in water-stressed areas. Thus, we consider water as essential to human well-being and social and economic development.



Our impact on SDG 15 is essential to protect, restore and promote the sustainable use of terrestrial ecosystems. Respect for key biodiversity areas is thoroughly considered in all project developments across the globe.

Our Corporate citizenship programs impact directly Sustainable Development Goals 1, 2, 3 and 6. For example, 'SGRE impact' is a company-wide social action initiative aimed at bringing positive change to the communities in which Siemens Gamesa operates and to heighten the engagement of our employees. Other local and regional-based programs also address different actions with direct impact on these SGD's.



On SDG 1, we believe all people, everywhere, should enjoy a basic standard of living. This includes social protection benefits for the poor and most vulnerable and ensuring that people affected by conflict and natural hazards receive adequate support, including access to basic services.



On SDG 2, we believe that everyone everywhere deserves to have enough good-quality food to lead a healthy life. As far as possible, we strive to foster better access to food and the widespread promotion of sustainable agriculture as part of our programs.



We impact SDG 3 by promoting healthy lifestyles and combating premature mortality by increasing knowledge about diseases and health risks among employees.



Siemens Gamesa's holistic management of the water cycle takes into account the ratio of total fresh water withdrawn to the total renewable freshwater resources in our locations. Water resource quality and sustainability are crucial from the Siemens Gamesa management's perspective.

# CSR strategy 2018-2020

[103-1] Siemens Gamesa has identified different strategic lines and actions to work on in the coming years regarding corporate social responsibility (CSR) to support the business, strengthen the overall business strategy and to obtain competitive advantages in specific aspects of management that the company works on over the coming years. These strategic lines and actions define the CSR Strategy 2018-20 and will allow the company to continue maintaining an excellent positioning in the market and for its stakeholders.

This strategy's design is reinforced by the regulations of the Audit, Compliance and Related-Party Transactions Committee of Siemens Gamesa's Board of Directors, which includes "monitoring the strategy and practices in relation to corporate social responsibility and assessing its degree of compliance" (Art. 11b of the Regulations of the Audit, Compliance and Related Party Transactions Committee) as one of its responsibilities.

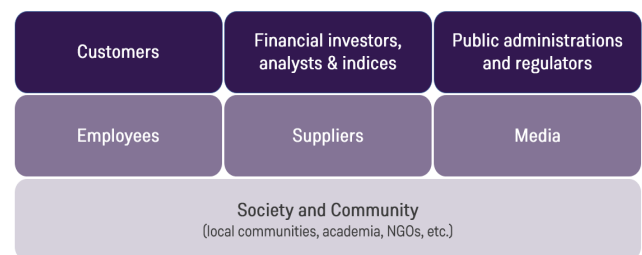
Hence, the strategy for 2018-20 and its commitments were agreed upon with Siemens Gamesa's top management and with the Audit, Compliance and Related-Party Transactions Committee. The plan sets targets under five pillars and focuses on the company's positioning in the long term by addressing CSR aspects that are relevant to stakeholders and include these expectations in the company's decision-making process and the business' day-to-day management.

## 4.1. Stakeholder analysis

[102-40] The company's relationship with any stakeholder is maintained in a twofold way: from the standpoint of social responsibility, responding to their expectations and needs and, from a reputational perspective, managing the perception these stakeholders have of the company.

Siemens Gamesa has a large variety of stakeholders, so they are analyzed according to their relevance for the company's activities and have been grouped together under the following categories for practical purposes:

Figure 8 - Siemens Gamesa's stakeholders



[102-42] The identification and selection of the group's stakeholders are carried out through internal processes of reflection involving the management team and based on established relationships with key groups to meet both their expectations and the company's needs.

[102-43] The company consolidates preferential communication channels with these groups to identify the most relevant topics and provide a reasonable response to their expectations, if possible.

These channels have their own specific features regarding format, responsibilities, intensity of the relationship and frequency of use, ranging from permanently available means of engagement, like mailboxes and portals, to annual or multi-annual means, such as surveys. They also include other non-periodic means which configure a relationship which the company views as proximity to its stakeholders.

## 4.2. Material aspects

[102-47] The nature of the expectations that relevant stakeholders have of our organization involve issues such as good governance, respect for human rights, work practices, environmental impacts, our operational practices and those of our value chain, as well as the positive and negative impacts that we may have on local communities.

[102-44] Siemens Gamesa conducted a specialized CSR diagnosis in FY18. The diagnosis was structured around nine general aspects and then further broken down to allow a more detailed analysis, resulting in a total of 35 materiality aspects. The importance of each specific aspect for Siemens Gamesa's top management and regional managers (internal diagnosis) was analyzed and opinion makers' demands in these areas were also identified, as were the best practices implemented by Siemens Gamesa's peers (external diagnosis).

The results of the internal and external diagnoses have been deployed in the aggregated materiality analysis as:

- internal relevance of each CSR aspect (importance for SGRE – materiality matrix's X axis).
- external relevance of each CSR aspect (importance for stakeholders – materiality matrix's Y axis), with a weighting of i) benchmark: 60%; ii) sector prescribers: 5%; iii) CSR prescribers: 30%; iv) media: 5%

A detailed overview of the materiality analysis can be found in the Annex.

### Material aspects to Siemens Gamesa<sup>2</sup>

- 02 Risks and Opportunities Management
- 03 Corporate Governance
- 06 Ethics, Integrity and Anti-Corruption
- 07 Regulatory Compliance
- 10 Renewable Energy Environment
- 11 Training, Professional Development and Employability
- 12 Equal Opportunity, Diversity and Non-Discrimination
- 15 Health and Safety
- 16 Employee Satisfaction
- 18 R+D+I Programs and Investment
- 19 Communities and Environment Relationship

- 21 Human Rights
- 22 CSR Procurement Practices and Suppliers' Assessment
- 25 GHG Emissions and Climate Change Strategy

Information sources that enable us to identify more and new relevant matters for the stakeholders of the company include:

- Criteria for Environment, Social and Governance (ESG) used by institutional investors and asset managers in the selection of their investment portfolios
- ESG requirements used in the analysis of the company by the specialized indexes
- Reference publications by international organizations that are influential in the ESG scope
- ESG requirements expressed by clients in the framework of the daily commercial relations of the company.

We also take into consideration, at a global level, the analysis of four international standards that currently shape the broader international agreement on responsible behavior of a multinational company:

- The Principles of the United Nations Global Compact.
- The United Nations Guiding Principles on Business and Human Rights.
- The OECD Guidelines for Multinational Enterprises.
- The Global Reporting Initiative Guidelines (GRI), with representation from the business environment, trade unions, civil society, financial markets, auditors and specialists in several disciplines in the business area, regulators and several countries' governing bodies.

## 4.3. CSR policies

Our corporate social responsibility (CSR) vision addresses the business' accountability to a wide range of stakeholders, besides shareholders and investors. There are many areas that may impact our business footprint such as the overall environmental protection and the well-being of employees, along with the community and civil society in general, both now and in the future.

<sup>2</sup> The material aspects were not ranked by importance in this list.

Hence, the success of our business is based on a sustainable operating environment, in which access to a skilled workforce, a stable community and healthy environment are ensured on a day-to-day basis.

[102-26] The Board of Directors is acutely aware of the responsibilities of Siemens Gamesa towards society. It is committed to ensuring that its activity is carried out in accordance with a set of values, principles, criteria and attitudes aimed at achieving the sustained creation of value for shareholders, employees, customers and society.

This target is reinforced by the principles contained in Siemens Gamesa's Global Corporate Social Responsibility Policy<sup>3</sup>:

- **Principle 1.** Comply with applicable law in the countries in which we do business and ensure ethical behavior, adopting international standards and guidelines and fostering and promoting the integration of the principles of the United Nations Global Compact.
- **Principle 2.** Ensure responsible governance and the transparency necessary to convey trust and credibility to stakeholders.
- **Principle 3.** Achieve a work culture based on safe and healthy work, equal opportunity and motivation.
- **Principle 4.** Contribute to sustainable development by reducing the environmental impact of the company's activities and generating new solutions through innovation.
- **Principle 5.** Develop a responsible supply chain, ensuring responsible management through transparent, objective and impartial procedures with suppliers and providing customers with all relevant information on the services and products sold.
- **Principle 6.** Promote socially responsible actions within the group to harmonize corporate values and social expectations.

## 4.4. The 5 pillars

Siemens Gamesa's CSR strategy 2018-2020 currently consists of five master lines (corresponding to the five pillars and, additionally, a communication and awareness action), outlining 41 specific actions to be implemented, which involve seven corporate areas of the company:

### Pillar 1: Integrity and transparency

Ensuring ethical and business integrity, generating trust by our stakeholders through transparency and honesty. Siemens Gamesa commitments include:

- By 2019, a framework of policies and procedures to guarantee business integrity to be established.
- By 2019, approval of the Siemens Gamesa Global Labor Agreement based on the International Labor Standards of the ILO.
- 2018-2020, compensation linked to continued presence on the FTSE4Good Index, the Dow Jones Sustainability Index and Ethibel Sustainability Index.
- Report annually important and verified CSR key performance indicators (KPIs) for stakeholders.

### Pillar 2: Commitment to people

Engaging people creating a common culture and values based on safety, diversity, trust and transparency, identifying and retaining talent. Key commitments include:

- By 2020, assessment of the values of the company based on the employee's perspective.
- By 2020, 70% of employees with individual performance development.
- By 2020, Diversity & Inclusion Program implemented across the company.
- By 2020, reach 3,36 Total Recordable Injury Rate target.

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<sup>3</sup> See Global Corporate Social Responsibility policy [[Link](#)]. Text approved by resolution of the Board of Directors dated September 12, 2018

### Pillar 3: Green development

Generating sustainable and green development based on innovative circular wind solutions and being an active player in promoting a low carbon economy.

- By 2020, more than 250Mt CO<sub>2</sub>eq (metric tons of carbon dioxide equivalent) annual savings for customers.
- By 2025, carbon neutrality.
- By 2020, renewable origin certification available for all new installed turbines.
- By 2020, position Siemens Gamesa in the low carbon economy advocacy and promotion.

### Pillar 4: Responsible supply chain

Sharing the responsibility of making things well and creating a commitment with society alongside the supply chain.

- By 2020, acceptance of the Supplier Code of Conduct by our main suppliers accounting for 80% of the annual purchasing volume.
- By 2020, 100% of critical suppliers to be assessed and/or audited against the compliance of Supplier Code of Conduct.
- By 2020, investment in a 'symbiotic' collaboration about improvements with suppliers.

### Pillar 5: Community engagement

Contributing to the community development through our expertise, generating engagement and positive impact into the society.

- By 2020, implementing relevant community engagement projects generating positive impacts.
- By 2020, investing in agreements about technology development with universities and other training centers, for attracting and selecting talent.

Table 8 - N° of actions per CSR pillar

CSR Pillar	Number of actions
Integrity and transparency	9
Commitment to people	7
Green development	10
Responsible supply chain	5
Community engagement	6
Communication and awareness	4

Figure 9 - Number of actions per UN Sustainable Development Goal



## 4.5. Progress report

The progress status of the CSR strategy is disclosed to the Audit, Compliance and Related Party Transactions Committee (ACRPTC) at each end of the fiscal year.

Great progress had also been made in all areas by the end of FY19. 21 of the 37 actions (57%) had been reported to the ACRPTC as closed.

These are some of the actions that were closed in FY19:

- Pillar 1 – Integrity and transparency: compensating of managers was linked to ESG indexes FTSE4Good, Dow Jones Sustainability Index as well as Ethibel Sustainability.
- Pillar 2 – Commitment to people: conducting a global employee satisfaction survey.
- Pillar 2 – Commitment to people: Homogenizing the existing training actions in a single Training Program

Several actions are designed as long-term achievement and they are planned to be closed after end of FY20.

# Pillar 1: Integrity and Transparency

## 5.1. Corporate governance

[102-18] The Group's governance structure is based on two main bodies, namely the General Meeting of Shareholders and the Board of Directors.

### 5.1.1. General meeting of shareholders

The General Meeting of Shareholders is the meeting of the Company's shareholders that, once duly convened, shall decide by majority voting on the issues within its powers. All shareholders, including those that do not take part in the General Meeting or who have expressed their disagreement, are subject to the resolutions taken at the General Meeting, without prejudice to their legal right to challenge such resolutions.

The General Meeting of Shareholders takes resolutions on all issues that lie within its powers in accordance with the Law, the By-Laws and the Regulations of the General Meeting of Shareholders.<sup>4</sup>

### 5.1.2. Board of directors

[102-22] The Board of Directors' mission is to promote the Company's interests, represent the Company and its shareholders in the management of its assets, manage the business and direct the business's administration.

Apart from the matters reserved for the powers of the General Meeting of Shareholders, the Board of Directors is the highest representative and decision-making body. It has no substantial constraints apart from those laid down

in legislation and the By-Laws, particularly regarding the Company's corporate purpose.

Full information on the Board of Directors' composition, as well as its members' personal and biographical profiles can be found in section C.1 of the Annual Corporate Governance Report and on the Company's website.<sup>5</sup>

The Board of Directors of Siemens Gamesa is the body responsible for reviewing and approving this Sustainability Report, which is approved prior to the announcement of the General Meeting of Shareholders.

### 5.1.3. Board committees

The Board of Directors has two specialized committees to deal with specific areas of activity which are entrusted with powers to report, advice, put forward proposals and exercise oversight and control. These are the a) Audit, Compliance and Related Party Transactions Committee, and b) the Appointments and Remunerations Committee. Detailed information on these Committees can be found in the Annual Corporate Governance Report and on the Company's website.

#### 5.1.3.1. Audit, Compliance and Related Party Transactions Committee

This is a permanent internal body of the Board of Directors for information and consultation, entrusted with informing, advising and making recommendations. Articles 5 through 14 in Chapter II of the Regulations of the Audit, Compliance and Related Party Transactions Committee<sup>6</sup> set forth the duties of this committee.

<sup>4</sup> See Regulations of the General Meeting of Shareholders of Siemens Gamesa Renewable Energy S.A. (Revised text approved by the General Meeting of Shareholders of June 20, 2017). [[Link](#)]

<sup>5</sup> See Section C.1 of Siemens Gamesa Renewable Energy, S.A. Annual Corporate Governance Report 2019 at [[Link](#)]

<sup>6</sup> See Chapter II of the Regulations of the Audit, Compliance and Related Party Transactions Committee (Consolidated text endorsed by the Board of Directors on July 26, 2018) [[Link](#)]

Regarding sustainability, the highest committee or position that formally reviews and approves the sustainability or Corporate Social Responsibility policies, strategy and practices is the Audit, Compliance and Related Party Transactions Committee. Article 11 b) of the Regulations of the Audit, Compliance and Related Party Transactions Committee clearly sets out these duties.

### 5.1.3.2. Appointments and Remunerations Committee

This Committee is an internal body of the Board of Directors for information and consultation, albeit with no executive functions, entrusted with informing, advising and making recommendations regarding matters within its capacities. Articles 5 through 9 in Chapter II of the Regulations of the Appointments and Remunerations Committee<sup>7</sup> establish the duties of this Committee. More specifically, its primary functions are to oversee the composition, functioning, and evaluation, as well as the remuneration, of the Company's Board of Directors and of the Top Management.

Table 9 - Composition of the Board of Directors (as of September 30, 2019)

Name of Director	Category	Position on the Board
López Borrego, Miguel Angel	EP	Chair
Tacke, Markus	E	Chief Executive Officer
Rodriguez-Quiroga Menéndez, Carlos	E	Director and Secretary
Davis, Lisa	EP	Director
Krämmer, Rudolf	I	Director
Rosenfeld, Klaus	I	Director
Azagra Blázquez, Pedro	EP	Director
Thomas, Ralf	EP	Director
von Schumann, Mariel	EP	Director
Hernandez García, Gloria	I	Director
Cendoya Aranzamendi, Andoni	I	Director
Sen, Michael	EP	Director
Alonso Ureba, Alberto	I	Director

Note: [E]: Executive; [EP] External Proprietary; [I]: Independent

<sup>7</sup> See Chapter II of the Regulations of the Appointments and Remunerations Committee (Consolidated text endorsed by the Board of Directors on July 29, 2019) [Link]

Table 10 - Composition of the Audit, Compliance and Related Parties Transactions Committee (as of September 30, 2019)

Name of Director	Category	Position on the Board
Krämmer, Rudolf	I	Chair
Hernández García, Gloria	I	Member
Alonso Ureba, Alberto	I	Member

Note: [E]: Executive; [EP] External Proprietary; [I]: Independent

Table 11 - Composition of the Appointments and Remunerations Committee (as of September 30, 2019)

Name of Director	Category	Position on the Board
Cendoya Aranzamendi, Andoni	I	Chair
Krämmer, Rudolf	I	Member
von Schumann, Mariel	EP	Member
Rosenfeld, Klaus	I	Member
Azagra Blázquez Pedro	EP	Member

Note: [E]: Executive; [EP] External Proprietary; [I]: Independent

Detailed information on the Group's corporate governance model is updated and available in the Corporate Governance section of the Siemens Gamesa website [here](#).

### 5.1.4. Executive level positions

[102-19] The Board of Directors of Siemens Gamesa, in its meeting held on June 20, 2017, unanimously agreed, following a favorable report from the Appointments and Remunerations Committee, to re-elect Mr. Markus Tacke as CEO of the Company delegating in his favor all powers which, according to the law and the by-laws correspond to the Board of Directors, except those which cannot be delegated pursuant the law and the by-laws, an appointment which was accepted by Mr. Tacke in the same act. For further information please refer to section C.1.9 of the Annual Corporate Governance Report 2019.<sup>8</sup>

[102-20] The Company's organization is equipped with departments holding responsibility for the economic, social and environmental areas attributed to general departments. Aside from the foregoing, the highest-

<sup>8</sup> See Annual Corporate Governance Report 2019 [Link]

ranking officers of these departments appear before the Board of Directors when they are required to do so.

Table 12 - Organizational structure (September 30, 2019)

Name	Position
Tacke, Markus	Chief Executive Officer (CEO)
Mesonero Molina, David	Chief Financial Officer
Albenze, Mark	Service CEO
Faubel Frauendorff, Alfonso	Onshore CEO
Nauen, Andreas	Offshore CEO
Bartl, Jürgen	General Secretary
Wollny, Christoph	Chief Operations Officer
Zarza Yabar, Félix	Director of Internal Audit

Additional information about top management and its global remuneration is referred to in section C.1.14 of the Annual Corporate Governance Report 2019.<sup>9</sup>

### 5.1.5. Remuneration of the Board of Directors [L11-S06] [102-38] [102-39]

Table 13 - Remuneration of the Board of Directors<sup>10</sup>

M: male   F:Female; (€thousands)	Gender	FY19	FY18
Alonso Ureba, Alberto	M	215	177
Azagra Blázquez, Pedro	M	130	-
Cendoya Aranzamendi, Andoni	M	219	204
Conrad, Swantje	F	106	231
Davis, Lisa	F	0	0
García García, Rosa María	F	49	287
Hernandez García, Gloria	F	255	243
Krämmmer, Rudolf	M	177	-
López Borrego, Miguel Angel	M	241	-
Rodríguez-Quiroga Menéndez, Carlos	M	422	424
Rosenfeld, Klaus	M	151	147
Rubio Reinoso, Sonsoles	F	42	172
Sen, Michael	M	0	0
Tacke, Markus	M	1,329	1,555
Thomas, Ralf	M	0	0
von Schumann, Mariel	F	162	123
<b>Total</b>		<b>3,498</b>	<b>3,563</b>

<sup>9</sup> See Annual Corporate Governance Report 2019 [Link]

## 5.2. Compliance

[102-17] Compliance provides the foundation for all our decisions and activities and is the key component of our business integrity. Compliance is not a program; it is the way we conduct business.

Hence, preventing corruption, violations of fair competition and other improper business activities take the highest priority at Siemens Gamesa. Our main principle is: Clean business at the core of clean energy.

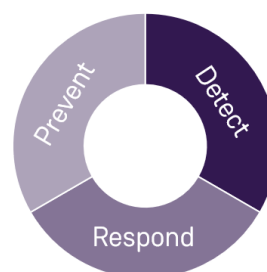
Our Business Conduct Guidelines lay the foundation for our internal regulations and give expression to the Siemens Gamesa values, compliance related responsibilities, and behavioral framework for all managers, employees, and Managing Board members worldwide.

### 5.2.1. Compliance system

The company has developed and implemented a robust compliance system to provide the foundation for all our decisions and activities by strictly complying with all laws and internal regulations as well as principles of ethical business conduct.

The compliance organization also operates systematic processes and tools to support the effective mitigation of compliance risks. The compliance system is systematically reviewed and evaluated for its effectiveness and adopted accordingly to changing requirements within regulatory environment as well business needs.

Figure 10 - Compliance system



<sup>10</sup> See Annual Corporate Governance Report 2019 for further details [Link]



The pillars on which our compliance system rests include the following:

Prevention: Effective preventive measures such as risk management, policies and procedures, training and communication enable systematic misconduct to be avoided.

Detection: Effective compliance work requires complete clarification: whistle-blowing channels as well as professional and fair investigations.

Response: Explicit consequences and clear reactions support the prevention of misconduct, for example to punish wrongdoing and to eliminate deficiencies.

In other words, our Group applies the well-known “three lines of defense” system. Those three lines are (from the top to the bottom):

- The Internal Audit department is responsible for adapting internal control systems and examines Siemens Gamesa’s compliance organization. When requested by the Chief Compliance Officer, the Internal Audit department also conduct reviews on certain compliance regulations and processes up to a complete check of the compliance system. The compliance organization provides support to the performance of such audit and review activities.
- The Compliance department oversees the prevention supervision of the ethics culture and the creation thereof.
- Each individual employee must be accountable to and responsible for the controls.

## 5.2.2. Compliance responsibilities

Compliance starts at the very top. The management of Siemens Gamesa units and its affiliated companies must emphasize the importance of ethical conduct and compliance, enforce it as a regular topic of everyday business and promote it through personal leadership and training.

Management: Overall responsibility for compliance lies with the Management of Siemens Gamesa and the Managing Directors/Heads of the individual Siemens Gamesa units. They remain responsible, even if they delegate tasks. They act as role models in matters of compliance and integrity and ensure that all employees act in accordance with the law and with Siemens Gamesa

regulations. All Compliance Officers are requested to provide appropriate guidance for managers to fulfil their duties in accordance with local law.

Board of Directors: The Board of Directors, as Siemens Gamesa’s highest ranking authority, is ultimately responsible for compliance in the company.

Audit, Compliance and Related Party Transactions Committee (ACRPTC): The Committee is an internal body of the Board of Directors, characterized by its permanent, informative and consultative nature. It holds informative, counselling and proposal powers. The ACRPTC supervises the reviewing of the compliance system’s efficiency. As such, it holds the following functions:

- Propose the compliance organization’s budget and the appointment, re-election or dismissal of the Chief Compliance Officer to the Board of Directors.
- The Chief Compliance Officer reports the most relevant matters of the compliance organization’s areas to the ACRPTC on at least a quarterly basis.
- Supervising the compliance system’s effectiveness and proper functioning.
- Executive Committee: The Executive Committee is the highest executive authority of Siemens Gamesa.

## 5.2.3. Compliance organization

The compliance organization has global governance and implementation responsibilities for the company’s compliance system in all areas within (a) compliance which covers anti-corruption, anti-trust, anti-money laundering, and human rights; (b) data protection; and (c) export control and customs.

Chief Compliance Officer: The compliance organization reports to the highest level through the Chief Compliance Officer. He or she is an internal independent and permanent figure who heads the Siemens Gamesa’s compliance organization and reports to the Audit, Compliance and Related-Party Transactions Committee as well as to the Executive Committee. The Chief Compliance Officer regularly and systematically reviews and evaluates the effectiveness of the compliance system and determines its resources and budget, which are subject to the Audit, Compliance and Related-Party Transactions Committee’s approval. Resources and budgets are allocated based on company-wide compliance risks as well as on the specific compliance risks of the company unit in question.

Compliance Core: The Compliance Core department, headed by the Head of Compliance Core who directly reports to the Chief Compliance Officer, is a department that defines the framework of compliance rules, policies, and procedures on a basis of laws and regulations which determine the overall direction and performance of the business. This includes compliance with the applicable anti-bribery laws and regulations such as, but not limited to, the U.S. Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act (“UKBA”), the Organization for Economic Cooperation and Development (“OECD”) Convention on Combating Bribery of Foreign Public Officials, the United Nations Convention Against Corruption (“UNCAC”), and other international and national implementing statutes, laws and regulations.

In addition, the Compliance Core department oversees compliance operations in the units of Siemens Gamesa and affiliated companies supervises the Compliance Officers and implementation of the compliance system.

Compliance Investigation & Regulatory: The Compliance Investigation & Regulatory department, headed by the Head of Compliance Investigation and Regulatory (who is also the Chief Counsel Compliance and the deputy of the Chief Compliance Officer), reports directly to the Chief Compliance Officer. The department handles compliance cases worldwide, including remediation activities and lessons learned in relation to uncovered compliance misconduct.

Compliance Officers: As part of Compliance Core, Compliance Officers are responsible for implementing the compliance system in the regions and countries in which Siemens Gamesa operates, and provide support to Managing Directors when exercising their supervisory duties to prevent compliance violations. Within their area of responsibility, they act as local first-line points of contact for their management teams and employees and provide advice on all compliance topics.

Compliance Ambassadors: These ambassadors are a voluntary support function as “local first-line contact” between Compliance Officers and local employees to facilitate a successful and sustainable business. Compliance Ambassadors should be role models for Siemens Gamesa’s values and integrity and make an important contribution to our compliance system.

## 5.2.4. Compliance: Business Conduct Guidelines

The Business Conduct Guidelines <sup>11</sup> (BCGs) define Siemens Gamesa's attitude to responsible business conduct and how we shape the joint action needed. They also describe what Siemens Gamesa stands for and how the company fulfills its responsibilities as an employer, in our markets, in society and towards the environment. Our new BCGs are a harmonization from both legacy entities, including the inputs from all different departments, managers and workers councils throughout the company, where compliance was then able to create one single document which is to be implemented globally.

## 5.2.5. Compliance: Compliance handbook

Siemens Gamesa’s Compliance department has worked on harmonizing all compliance processes, guidance and policies by drawing up a single document known as the Compliance Handbook. It was drafted for all Siemens Gamesa employees to read and get to know the existence of a robust, reliable and state-of-the-art compliance system.

This document applies to the entire Siemens Gamesa Group. Siemens Gamesa’s Compliance Handbook includes details on the topics addressed in the following sections.

## 5.2.6. Compliance: Prevention pillar

### 5.2.6.1. Anti-corruption [205-1] [L11-C01]

Gifts and hospitality: In many cultures, gifts and hospitality are important in developing and strengthening business relationships. All benefits given to third parties must therefore be in accordance with local law and Siemens Gamesa’s Business Conduct Guidelines.

Some gifts and hospitality may unduly influence the recipient’s decisions or at least give the impression of doing so. We therefore always question whether a contribution (i.e. a gift or an invitation) is excessively generous, which could give rise to the expectation of receiving something in return or the appearance of bad faith or impropriety. If the answer is yes, the contribution must not be offered or accepted.

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<sup>11</sup> See Business Conduct Guidelines [Link]

Entertainment event invitations made to third parties as well as the payment of non-local travel and accommodation costs must be approved as defined for the respective cases.

Sponsorships, donations, charitable contribution, and memberships: Each planned sponsorship, donation, charitable contribution as well as membership must undergo certain rules and strategic directions for making such contributions which are set out in the principles related to these activities governed by Siemens Gamesa's Corporate Affairs department.

Business partners: Siemens Gamesa enters business relationships with many business partners every day. This requires the compliance department to use risk-based criteria to identify those business partners and business relationships which need to undergo a Compliance Due Diligence (CDD).

Compliance requirements of third parties: Third parties - such as Siemens Gamesa's customers - often require us to accept and adhere to their Codes of Conduct (CoC) or other documents containing similar standards before entering into a business transaction. Before agreeing to comply with third parties' CoCs, first the gap analysis shall be conducted by the business representative who has received such a request, to define if the third parties' CoC is equivalent to Siemens Gamesa's Business Conduct Guideline. If any gaps are identified, the respective Siemens Gamesa department shall be consulted with. The same applies to the compliance section of the CoC, when it is deemed necessary, the Compliance Officer responsible for the respective unit must be consulted.

Facilitation payments and payments under duress: The prohibition of bribery, as stated in the Business Conduct Guidelines, includes the prohibition of so-called "facilitation payments". A facilitation payment is the payment of a minor sum of money or any other contribution to a (usually low-ranking) government official for their own personal benefit with the aim of speeding up the processing of a routine governmental action.

In general, facilitation payments are prohibited and can be prosecuted. However, a "situation under duress" is a situation in which employees have no alternative but to make an unjustified payment to protect themselves or others against the threat of death, injury or loss of personal liberty.

Unjustified payments under duress will not be punished with disciplinary action. However, it is very important that

these situations are reported to the Compliance department.

High risk payments: The high-risk payment process aims to prevent and mitigate compliance-related risks, particularly corruption risks, related to certain types of payments and payees.

Customer projects: During all stages of a project or bid preparation, compliance related risks may arise and need to be mitigated. Siemens Gamesa Sales/Project Managers are overall responsible for ensuring appropriate identification of compliance risks throughout the entire project lifecycle and their adequate mitigation.

A Compliance and Security (CoSECC) check include anti-corruption, anti-money laundering and human rights. It is part of the Sales Business Approval (SBA), an internal approval process for all projects including the development of wind farm opportunities established by Siemens Gamesa. It defines a framework for decision-making regarding project approvals (SAPP) in the project and service business, i.e. when, how, and at what level management decisions based on compliance risks are required. The CoSECC check must be performed according to defined criteria established in the SBA process for all Siemens Gamesa business units and followed by the internal approval process for customer projects.

Compliance in procurement: Identifying and mitigating compliance risks in procurement at an early stage is one of the goals of the Siemens Gamesa supplier selection, qualification and auditing processes. The company also expects its suppliers and business partners to share Siemens Gamesa's values and comply with all applicable laws as laid down in the "Code of Conduct for Siemens Suppliers and Third-Party Intermediaries".

#### 5.2.6.2 Antitrust.

[206-1] Violations of antitrust law are very serious: they are punished by significant prison sentences in many jurisdictions. They can result in enormous risks for the company and its employees, particularly in fines, damage awards, exclusion from public tenders and reputational harm. The growing enforcement activities of antitrust authorities around the world and the introduction of new antitrust rules in a steadily growing number of countries have increased existing risks significantly.

Siemens Gamesa has defined comprehensive an Antitrust Compliance Concept. It is based on the following principles:

- Identification of antitrust-related risks by conducting regular anti-trust risk assessments;
- Clear communication from management regarding the necessity of antitrust compliance;
- Professional and comprehensive antitrust advice and antitrust awareness programs; and
- Rigorous investigation of and the imposition of disciplinary sanctions for infringements of antitrust law.

The Compliance department has the governance responsibility for the Antitrust Compliance Concept.

### 5.2.6.3. Anti-money laundering and prohibition of terrorism financing [L11-C02]

Money laundering is a process of making funds originally obtained via crime, seem to be obtained from a legitimate source.

Siemens Gamesa does not tolerate money laundering and terrorist financing. All employees are obliged to abide by all laws and regulations aimed at preventing, detecting and reporting money laundering, terrorism financing and related criminal activities.

Money laundering and terrorism financing are crimes in most countries in which Siemens Gamesa conducts business. Our Business Conduct Guidelines prohibit supporting such activities. Supporting money laundering and terrorism financing, even if unintentional, may lead to sanctions against Siemens Gamesa and our employees and may cause significant financial losses (such as the confiscation of funds) and other negative consequences.

### 5.2.6.4. Human rights

[412-1] [L11-H01] Siemens Gamesa considers respect for human rights to be an integral part of our responsibility as a global business. For us, this responsibility is a core element of responsible business conduct and we are committed to ensuring respect for human rights within Siemens Gamesa's sphere of influence.

[L11-H03] In 2018, the Group approved and started implementing the Human Rights Policy<sup>12</sup>. In this way, commitments in this area are reflected in an individual and specific policy. This policy was approved by resolution of the Board of Directors dated September 12, 2018. Our commitment to this principle is firmly anchored in the

Siemens Gamesa Business Conduct Guidelines which set out the fundamental principles and rules governing the way we act within our company and in relation to our partners and the public.

Accordingly, the company's involvement in any human rights infringements or other adverse human rights impacts must be avoided. Compliance with applicable laws and regulations is essential but beyond that Siemens Gamesa employees are expected to be aware of these issues, and both to avoid infringing on the human rights of others and to address adverse human rights impacts on the activities and circumstances with which the company is involved.

Siemens Gamesa has a due diligence process to, both, proactively and systematically identify potential Human Rights violations as defined in the SBA process.

One of the steps within the SBA process includes a Compliance Risk Evaluation (CRE) to determinate if the project needs to be thoroughly evaluated regarding the Human Rights potential violations. Through the CRE and with the use of pre-defined questionnaires (Siemens Gamesa Human Rights Project Due Diligence), the Compliance department can assess and mitigate potential risks associated with human rights.

[L11-H04] At the end of the reporting period there is no record of sanction nor fines related to human rights infringement.

### 5.2.6.5. Criminal law

The legal system of some countries in which Siemens Gamesa operates consider the criminal liability of legal persons. Consequently, in some jurisdictions, in addition to this handbook, a Crime Prevention and Anti-Corruption Fraud Policy<sup>13</sup> is implemented.

### 5.2.6.6. Mergers and acquisitions, majorities, minorities and permanent establishment:

Prior to the acquisition or divestment of a company, a part of it or an interest in the company, it is necessary to evaluate the potential compliance risks for Siemens Gamesa and mitigate them by taking appropriate action. The Compliance Legal department is responsible for handling all compliance matters related to merger & acquisition (M&A) transactions, including proper due

<sup>12</sup> See Human Rights Policy [Link]

<sup>13</sup> See Crime Prevention and Anti-Fraud Policy [Link]

diligence as well defining applicable measures to minimize the compliance risk and/or input for negotiations during the M&A transaction.

#### 5.2.6.7. Communication

The management of Siemens Gamesa must ensure that all our employees are informed about relevant internal compliance rules, processes, and tools and that this information is kept up to date. It is also responsible for establishing proper channels for continuous and adequate communication with appropriate outreach at all organizational levels, including the essential aspect of communication: the tone from the top.

The compliance organization supports Siemens Gamesa's management in designing an annual compliance communication plan, which is presented, after alignment with the Communication department, to the Audit, Compliance and Related-Party Transactions Committee as well as executive management for their approval.

The plan's implementation is coordinated by Compliance together with the Communication department. Regular evaluation of the plan is conducted by Compliance and it is updated if necessary, according to the needs of the business or in the event of any unforeseen situations that may require such an adjustment to the plan.

#### 5.2.6.8. Training

[205-2] To make sure that all Siemens Gamesa employees are aware of the compliance rules and know how to put them into practice, training is one of the key elements of the Siemens Gamesa compliance system.

[412-2] Employees who, by their functions, are exposed to specific compliance risks (so-called "sensitive functions") must be provided with training to ensure that they maintain their compliance expertise up to date and continue to conduct themselves appropriately. The training can take place as a web-based training (online training) and/or face-to-face training (classroom setting training).

Compliance in-person training, which was rolled out in FY19, covers compliance topics such as anti-corruption, anti-trust, anti-money laundering, human rights, conflict of interest, and compliance as part of other business processes. The target group for this training, to name a few, consists of the Management Board, Executive Committee,

Managing Directors and employees within sensitive functions.

To increase the presence of compliance globally the following activities are additionally being implemented by the company:

- eLearning for Business Conduct Guidelines
- Pilot for the eLearning has been rolled out in September 2019 - company-wide roll-out is planned for Q1/FY20
- Compliance introduction is part of the global Human Resources on-boarding concept for new employees
- Training on request to mitigate local or business specific risks (e.g. compliance in procurement, business partner, compliance in customer projects)
- E-learning of the basic Compliance for all employees within Siemens Gamesa to be rolled out in Q4FY20.

#### 5.2.6.9. Compliance Risk Assessment

The goal of the Compliance Risk Assessment (CRA) is to evaluate these risks and to define mitigation measures accordingly. Moreover, the CRA creates an awareness of compliance risks, strengthens cooperation between the compliance organization and the operational units and emphasizes the responsibility of the Managing Directors and management in general for compliance-related topics.

### 5.2.7. Compliance: Detection pillar

#### 5.2.7.1. Cases

[205-3] [L11-H02] [L11-S009] A compliance case is any violation of criminal and/or administrative law or Siemens Gamesa's internal regulation such as the Business Conduct Guidelines, in the course of the business activity, at least by one employee of Siemens Gamesa and/or a third party working on behalf of Siemens Gamesa. Our Group expects from employees to report all information they may have regarding impending or existing compliance cases without delay.

Compliance cases can be reported by employees via the following channels:

- Their manager and/or
- Directly to the Chief Compliance Officer and/or
- The responsible Compliance Officer and/or

- Human Resources Personnel and/or
- The Whistleblowing Channel Integrity Hotline, which also gives employees with the chance to remain anonymous, if legally permissible under local law and/or
- Employee representatives

All compliance cases must be managed by the compliance organization in the internal compliance case management tool.

Retaliation of any kind against individuals who have reported compliance cases in good faith will not be tolerated. This prohibition applies to any action that may directly or indirectly harm the reporting person’s employment relationship, earning potential, bonus payments, career development or other work-related interests.

Disciplinary penalties imposed in a due process in response to a reporting person’s involvement in any reported wrongdoing are not regarded as retaliation under this policy. All compliance cases reported to the compliance organization will either be handled by the compliance organization or forwarded to the relevant specialist department within Siemens Gamesa. All compliance allegations reported by employees are first put through a plausibility check by the compliance officers. If the plausibility check indicates that the allegations are substantial, a mandate is issued by the Compliance to carry on with the case’s investigation. When conducting a compliance investigation, the main principles of a Compliance Investigation defined must be adhered to.

Table 14 - Compliance cases

	FY19	FY18
Allegations received at Compliance channel	46	64
Compliance cases that remain open at the end of period	37	53
Disciplinary sanctions	7	6
Open investigations at the end of period <sup>14</sup>	13	11
Closed investigations at the end of period	20	11

<sup>14</sup>Referred to as cases that had an ongoing investigation

### 5.2.7.2. Dealing with public authorities and other third parties:

Due to particularly high level of potential risk and their importance for Siemens Gamesa’s reputation, any impending or current criminal or administrative proceedings against the company or one of its employees along with any related requests for information must be reported immediately to Legal Compliance department.

The Legal department must (where legally permissible under local law) establish guidance for unannounced entry requests by public authorities (“dawn raids”) to:

- Ensure a structured approach to dealing with the law enforcement authorities,
- Prevent the obstruction of the investigation,
- Protect the employees’ rights, and
- Enable the company to initiate immediate and appropriate responsive compliance measures.

### 5.2.7.3. Clearing Committee

To assess the risks resulting from the disclosure of information and documents by Siemens Gamesa to law enforcement or other governmental agencies, the “Clearing Committee”, governed by the Compliance Legal department, has been set up. The Clearing Committee decides on the following matters:

- Requests for disclosures of information and documents from public enforcement and similar authorities/criminal courts;
- Voluntary self-disclosures by Siemens Gamesa.

The Clearing Committee must also be informed about mandatory self-disclosures by Siemens Gamesa.

### 5.2.7.4. Compliance Control Framework

The Compliance Control Framework (CCF) aims at ensuring the adherence and implementation of the globally applied Compliance Frameworks and Processes. It is one of the core elements of the compliance organization and is implemented on a global scale. It is an integral part of the Policy & Control Masterbook (PCMB), which covers all compliance-related areas, such as business partners, customer projects, gifts and hospitality, etc. These areas are assessed through the Risk and Internal Control System (R/IC), which supports the Managing Board in its

responsibility to manage risks effectively and provide reasonable assurance that the organization's assets are safeguarded, financial reporting is reliable, and laws and regulations are fulfilled.

#### 5.2.7.5. Audits

Internal and/or external audits may have findings in the compliance area that needs to be communicated to the compliance organization for further analysis and possible mitigation measures if applicable.

#### 5.2.7.6. Compliance Review Board

Management's responsibility also includes regularly and systematically reviewing and evaluating the effectiveness of the compliance system in conjunction with the responsible Compliance Officer in a Review Board.

The Compliance Review Board (CRB), which is reporting to the Executive Committee, is performed on quarterly basis by the Executive Committee members where the Chief Compliance Officer presents the status on Siemens Gamesa's compliance system. The participation of the Executive Committee members and the Chief Compliance Officer is mandatory. There might be special requests, as per the topics presented, to invite guests such as the Head of HR, the Head of Procurement, the Head of Communications, etc. to the CRB. This is defined and agreed with the Siemens Gamesa CEO and CFO beforehand.

#### 5.2.7.7. Audit, Compliance and Related Party Transactions Committee

As part of its functions, the Audit, Compliance and Related Party Transactions Committee supervises the effectiveness and correct functioning of the compliance system.

### 5.2.8. Compliance: Respond pillar

#### 5.2.8.1. Disciplinary consequences

Appropriate disciplinary consequences for compliance misconduct are determined after considering all the material circumstances of the misconduct. The compliance organization has introduced basic principles and evaluation criteria to ensure the consistency of central and local disciplinary processes.

#### 5.2.8.2. Remediation

Management must ensure that all identified compliance matters (such as findings from compliance investigations and audits) are followed up and implemented accordingly in due course. This process is called "remediation".

The purpose of the case-related remediation process is to ensure that weaknesses addressed, deficiencies and compliance violations found during compliance investigations, clarifications and other fact-finding activities are corrected. All Siemens Gamesa departments affected by a compliance case must therefore implement the recommendations included in the relevant investigation report. The compliance organization (on central or local level) is responsible for implementation, follow up and monitoring of remediation measures resulting from compliance investigations.

All compliance related deficiencies identified by the Risk and Internal Control process should be remediated prior to the fiscal year end, where possible. All units therefore have an obligation to organize, track and close measures, regardless of which Siemens Gamesa department defined them. If a deficiency is not addressed directly to the compliance organization but is related to a compliance topic, Compliance nevertheless has an obligation to support the remediation process and monitor its status.

### 5.3. Export Control and Customs

The Export Control and Customs (ECC) department headed by the Head of ECC who directly reports to the Chief Compliance Office has the responsibility for the global governance regarding all export control and customs activities, which includes applicable regulatory guidance, regional governance and coordination as well as external relations and reviews.

The aim is to ensure that trade compliance (ECC) becomes an integral part of the business and is a strategic partner to the business units and various subsidiaries within Siemens Gamesa and its group companies. This is being achieved by the establishment of a Global Corporate Headquartered ECC function, and by introducing lean, best-in-class policies, principles and IT solutions.

The overall mission of the Compliance ECC department (CO ECC) is to secure and facilitate legitimate trade, realize local revenues and protect the industry, and has been defined as Securing Export Control and Customs

Compliance. It also attempts to reduce the overall cost of renewable energy through the implementation of the “Project Partner Concept”, and various digitalization activities.

The Strategic Operating Plan for CO ECC will focus on implementing both central and regionalized landscape, using specialized full-time employee resources for Governance, Export Control and Customs partnering outsourced business partners for Trade Compliance support and Customs Broker Management.

The main integration activities have been initiated, with focus on securing Export Control Compliance, through the revised SBA<sup>15</sup> process for Siemens Gamesa’s business units.

The management model rest on the following principles:

- General processes to ensure compliance with rules and regulations and to put an effective trade compliance system and organization in place
- Export Control processes ensure compliance with rules and regulations and put an effective trade compliance system & organization in place
- Implement a central Export Control and Customs classification function globally
- Integrate the “Project Partner Concept” (ECC Single Point of Contact throughout the value chain) into all Business Units
- Implement a comprehensive Broker Management and Monitoring tool to effectively connect and manage customs brokers
- The Global ECC team, currently with strategic temporary usage of TSAs in non-stand-alone legacy Siemens Wind Power countries, is progressing well in the implementation of its TSA exits strategy.

## 5.4. Data protection

The Data Protection department is headed by the Head of Data Protection (DP) who reports directly to the Chief Compliance Officer and has a role and responsibility for the company’s Data Protection strategy, worldwide implementation of the Binding Corporate Rules (BCR), and

advice, clarification and further handling of DP-related complaints and incidents.

Data Protection is about the legal permissibility of the collection, processing, storage, transfer and usage of personal data in compliance with the applicable data protection laws. Personal data means any information that relates to an identified (e.g. name, address) or identifiable natural person (e.g. credit card number). A natural person can be an employee, customer, or supplier contact.

Data Protection laws may apply based on: (i) the headquarters of the controller, or (ii) the place where the data processing takes place. Data Protection Laws may govern among others: (i) collection, storage and transfer of personal data, and (ii) processing of personal data by third parties (including other group companies).

The Data Protection unit is implementing the necessary processes and tools to comply with the new EU General Data Protection Regulation (“GDPR”)<sup>16</sup> which has been in force since the end of May 2018.

The focus is on the following items on a global basis:

- Registries: Completing and updating the necessary description of all procedures/tools for Siemens Gamesa legal entities with more than 250 employees that process personal data.
- Privacy Impact Assessments (PIAs): Perform risk assessments and implement procedures to ensure that all tools/applications with a high potential for violating fundamental rights of individual are assessed prior to implementation.
- International data transfers outside the EU: Ensure that Binding Corporate Rules (or European Model Clauses) are in place to ensure safe transfer of private and sensitive data, with the required security measures.
- Intercompany and Third-Party Supplier Agreements: All agreements that envision the processing of personal data must be updated to address the required technical and organizational measures, individual rights and relevant clauses.
- Continue our awareness campaign with a focus first on Europe and then on the rest of the world.
- Breaches of the GDPR: Implement the action plan and procedures for reporting breaches within 72 hours.

<sup>15</sup> SBA: Sales Business Approval process

<sup>16</sup> See Regulation (EU) 2016/679 of the European parliament and the council of 27 April 2016 on the protection of natural persons with regard to the

processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation [\[Link\]](#))



- Data Protection Officers: Implement a data protection network in which data protection officers (where required under local law) and Data Protection Managers and/or Privacy Champions (members of IT, HR, Legal and SEC) with knowledge of the new GDPR are appointed as main contacts for data protection matters. The tasks include researching local laws to determine what local requirements must be addressed and implemented. The focus of the Privacy Champions is the enforcement of data subject rights and dealing with possible data breaches. The Data Protection Managers outside the EU are also responsible for enforcing the Binding Corporate Rules.
- Intranet / Communications: Further develop a common intranet platform and communication forums.

## 5.5. Responsible tax

[L11-S011] A responsible tax practice of all Siemens Gamesa Group companies is part of the global Corporate Social Responsibility Policy, which contains the basic principles of action that must be observed.

Taxes paid by the group in the countries and territories in which it operates constitute the main contribution of the Group companies to supporting public obligations and, therefore, one of the Group's contributions to society.

The objective of Siemens Gamesa's tax strategy is to ensure compliance with the applicable tax provisions in all territories in which it does business, in line with the activities carried out in each of them. This fundamental objective, to respect and comply with tax rules, is appropriately combined with the achievement of the corporate interest and the generation of value sustainably over time for the shareholder, avoiding tax risks and inefficiencies in the implementation of business decisions.

Siemens Gamesa aims to fulfill its tax obligation in all territories in which it does business, and to maintain an appropriate relationship with the relevant Tax Authorities.

In order to include that commitment to fulfill, develop and implement good tax practices within the Corporate Governance Rules of Siemens Gamesa, the company postulates the following practices:

a) Prevention of tax risk. In carrying out its business activities, Siemens Gamesa shall follow the principles of an orderly and diligent tax policy that materializes in the commitment to:

- Encourage practices that lead to the prevention and reduction of significant tax risks through internal information and control systems.
- Avoid the use of artificial and/or opaque structures for tax purposes, with the latter understood as those used to keep the competent Tax Authorities from knowing the final party responsible for the activities or the ultimate owner of the property or rights involved.
- Not organize or acquire companies residing in tax havens to evade tax obligations.
- Minimize conflicts arising from the interpretation of applicable legal provisions using instruments established for this purpose by tax regulations.
- Properly evaluate, in advance, investments and transactions that present a particular a priori tax risk.

b) Relations with the Tax Authorities. The relations of the Company with the competent Tax Authorities shall be governed by the principals of transparency, mutual trust, good faith and fidelity, with Siemens Gamesa adopting the following good tax practices:

- Cooperate with the competent Tax Authorities in detecting and seeking solutions regarding fraudulent tax practices that may occur in the markets in which the Siemens Gamesa group has a presence, to eradicate those already existing and prevent the expansion thereof.
- Provide tax-related information and documentation requested by the competent Tax Authorities as quickly and completely as possible.
- Use all powers given by the adversarial nature of the audit procedure, strengthening agreements with and approvals of the competent Tax Authorities, to the extent possible.

c) Reporting to the Board of Directors. The Audit, Compliance and Related Party Transactions Committee of the company shall have the following reporting duties regarding tax issues:

- Prior to the preparation of the annual accounts and the submission of the Corporate Income Tax Return, inform the Board of Directors of the tax standards applied by Siemens Gamesa during the

financial year, and particularly the level of compliance with this policy.

- Based on the information received from the tax director, inform the Board of Directors of the tax policies applied by the company and, in the case of transactions or issues that must be submitted for the approval of the Board of Directors, of the tax consequences thereof if they constitute a significant risk factor.

d) Reporting to the market on compliance with the good tax practices endorsed by this policy. The company's annual corporate governance report shall report on the actual performance of good tax practices by Siemens Gamesa.

e) Update of good tax practices. Good tax practices may be updated by the Board of Directors of Siemens Gamesa within the context of its commitment to continuous improvement of its Corporate Governance Rules.

Table 15 - Breakdown by country of profit (loss) and taxes paid (million euro)

<i>Country</i>	FY19 (*)	FY19 Income tax paid	FY18 (*)	FY18 Income tax paid
Denmark	388	-81	302	-17
Spain	-288	-6	-174	-2
China P.R.	13	-18	30	-13
United Kingdom	108	-8	74	-4
Brazil	-11	-6	-24	-8
Germany	51	-13	-3	-17
Mexico	-25	-5	-34	-7
India	-111	-3	-46	-14
United States	7	2	-75	21
Other EMEA	33	-29	67	-29
Other L. America	-7	-10	2	2
Other N. America	16	-4	27	-7
Other APAC	15	-9	23	-8
<b>SGRE Group</b>	<b>190</b>	<b>-191</b>	<b>168</b>	<b>-103</b>

(\*) Note: Profit /(loss) before tax

[L11-S012] In fiscal year 2019, 73% (60% in 2018) of the taxes paid by the Group materialize by entities located in the 9 most relevant countries: Denmark, Spain, China, Great Britain, Brazil, Germany, Mexico, India and the United States.

## 5.6. Public subsidies received

[201-4] [L11-S013] The monetary value of financial assistance received from government goes through consistent application of generally accepted accounting principles.

In fiscal year 2019, Siemens Gamesa was granted with public funding support for their R&D activity. The total amount granted was EUR 8.982 million (EUR 8.86 million in fiscal year 2018). The granted public funding includes nonrefundable grants and refundable loans.

Table 16 - Financial subsidies granted in the year (million euro)

<i>Origin</i>	FY19	FY18
European Comission	1.37	6.08
Grants	1.37	6.08
Loans	0	0
Spain	5.29	2.36
Grants	1.07	0.53
Loans	4.22	1.82
Germany	0	0.12
Grants	0	0.12
Loans	0	0
Denmark	0.99	0.29
Grants	0.99	0.29
Loans	0	0
Rest of countries	0	0
Grants	0.690	0
Loans	0	0
<b>SGRE Group</b>	<b>8.36</b>	<b>8.86</b>
<b>Grants</b>	<b>4.14</b>	<b>7.03</b>
<b>Loans</b>	<b>4.22</b>	<b>1.82</b>

## 5.7. Memberships and associations

[102-13] [L11-S004] [413-2] Siemens Gamesa takes part in the design of public policies on wind energy by belonging to industry associations in the countries in where it has a presence. The interests of wind energy are defended through such associations and work is being done to consolidate it as a response to the energy and climate crisis, in addition to being a key option to meet polluting gas reduction targets.

The company contributes to the formulation of wind industry policy positions on key issues. It helps create a regulatory framework in which Siemens Gamesa can successfully perform its activities and policies to reinforce the development of wind energy markets, infrastructures and technology through:

- The implementation of regulations favoring wind power by developing strategic initiatives to influence public policy so that stable markets are created and maintained and constraints against wind energy are overcome;
- The defense of efficient renewable energy incentive schemes, principally feed-in-tariffs, which have been demonstrated to be the most effective to provide security, continuity and trust to investors;
- Setting ambitious targets for the presence of renewable energies in the energy mix; - The elimination of technical, bureaucratic and market constraints that limit the growth of wind power;
- The promotion of R&D and innovation.
- Making politicians, opinion makers, companies, the media, public opinion, NGOs and other stakeholders aware of the benefits provided by wind energy.

Siemens Gamesa was an active member of 202 organizations and associations around the world in fiscal year 2019, which amounted to a total expenditure of €3.5 million in membership fees. The relationships of Siemens Gamesa and the companies which belong to the Group with public authorities are guided by institutional respect and fulfillment of the law.

# Pillar 2: Commitment to people

## 6.1. Establishing a common culture in Siemens Gamesa

“Empower people to lead the future”, this is Siemens Gamesa’s purpose. It goes beyond selling and delivering to our customers. It is what drives the business strategy, the way the company is organized, how decisions are made, who is hired, and how the company and employees grow.

### 6.1.1. Culture of trust

Without trust, we cannot expect people to feel they can design and lead the future. Therefore, Siemens Gamesa needed to create a culture of trust to turn its purpose into reality.

The Culture of Trust program was established at the beginning of the merger to ensure and support the development of a shared company culture across the group. Its goal - to establish a culture of trust across Siemens Gamesa - is based on the pillars trust, empowerment, diversity and continuous learning.

These three pillars support the activation of the purpose and the development of a shared culture of trust:

- **Empowerment:** Creating an environment in which people have a mandate to act within their area of responsibility. A non- blaming culture in which self-criticism and failure-culture are care elements and based on what the company can build on its strength and become more flexible and efficient.
- **Continuous learning:** We use knowledge sharing and personal development to drive cultural change to create opportunities for everyone and attract and retain talent. This leads to growth and a more sustainable world. Continuous learning is also

considering mistakes to learn and develop and investing the time to do so.

- **Diversity:** Connecting people of different ages, genders, races, religions, sexual orientations, education, and cultures to create an environment in which teams feel comfortable and can deliver the best version of themselves. It is not enough to be a global company with different kinds of employees. We need to truly embrace diversity and be inclusive and open-minded in order to unleash the potential of talent.

Figure 11 - Culture of trust at SGRE



The Culture of Trust program has become a mature movement across the organization supported by both global and local initiatives. Globally, 25 people related projects improving organization, leadership and culture are well on their way to be accomplished. 23 of these 25 projects are in a final or advanced phase and are expected to be completed well within time.

Also, many initiatives supporting the three pillars of Culture of Trust have been initiated on a local level. In FY19, over 50 projects were initiated by local Culture Change Makers in different countries.

### 6.1.2. FlexAgility: A New Way of Working

As identified in the L3AD2020 program's change management module, Siemens Gamesa has the goal to become a company where everyone feels a sense of empowerment and ownership. One contributing factor was identified to implement state-of-the-art IT and innovative office concepts that would open a space for creativity, collaboration and personal responsibility.

This new way of working at Siemens Gamesa – called FlexAgility – Gamesa will be open, flexible and digital. To achieve this agility, we have created uniform open, digital and flexible office standard guidelines.

The main changes include spaces to be shared by all employees/multiple teams or organizations without physical separation, specific spaces for high-concentration work and collaborative areas, along with a very limited number of single offices, all of which are supported by the necessary IT tools. In addition to these changes and based on our commitment to trust, this new way of working at Siemens Gamesa includes a work from home policy, which gives people the chance of working at home whenever it makes people more efficient.

Today, the open office concept has been implemented in Brande, Vejle, Zamudio, Beijing, Frimley and Izmir. In FY20 the office spaces in Hamburg, Orlando, Shanghai and Madrid will be adapted to the new open office concept.

To enhance a better work-life-balance and make optimal use of our office spaces work from home is launched globally. Together with Digital Office, our new global IT platform for communication and collaboration, Siemens Gamesa is well on its way to realize the new way of working.

[L11-S07] Related to this, Siemens Gamesa does not have yet a global policy in place that addresses the topic digital disconnection but adheres to all legal requirements and regulations in the countries in which it operates. For example, Siemens Gamesa is legally obliged in France to have such policy. Hence, the local organization launched a policy about digital disconnection in May 2019.

### 6.1.3. Employee survey

In FY19, Siemens Gamesa launched an Employee Engagement Survey to measure and monitor the progress of the change process. Nearly 22,000 employees answered 70 questions, covering 16 categories. With a response rate of 76%, and comparing results with actual industry norms, we learned how participants experience the changes Siemens Gamesa is going through.

Results from the survey that open opportunities for improvement or accelerate running initiatives suggest providing clarity on organizational structure and ask for more influence on new role descriptions.

To address these opportunities, the company launched an action planning process in which management and employees analyze their local results and define improvement measures together. This is planned to be implemented before the next Employee Engagement Survey takes place in 2020.

## 6.2. Employment

Siemens Gamesa pursues improvement in people's quality of life and believes in social and professional development as a core component of our future success. We aim to be an employer of choice by empowering and motivating all employees with a high-performance culture, life-long learning and development possibilities.

Siemens Gamesa's employment model is based on respect for and compliance with universal standards in both the human rights and labor legislation arenas. These commitments also find expression in work-life balance measures designed and implemented by Siemens Gamesa as a function of the diversity of its workforce and jobs. Notable among these measures are its flexi-time schemes, continuous/shorter working day arrangements, vacation packages and the provision of end-to-end assistance to personnel posted abroad.

We offer professional development opportunities in the form of training and job experience, in a multicultural and multinational environment, which are the cornerstones on which we base our talent management cycle. The Company also embeds cultural diversity, a commitment to combating discrimination and support for equal opportunities into management of its human capital.

Our labor policies and practices are underpinned by endorsement of the most stringent international labor standards (including the International Labor Organization – ILO – and United Nations conventions) and materialize in the promotion of employee rights, particularly the right to freedom of association and collective bargaining, going beyond local requirements in this respect.

[L11-S23] In production plants of Siemens Gamesa, by the nature of its business, the activity needs to be maintained continuously, so that certain groups, generally those classified as direct and Indirect manpower, must work in shifts. This work organization does not prevent the rotation of such shifts to facilitate the adjustment of working hours to specific needs of workers. In addition, and in general, in the Siemens Gamesa work centers, measures related to the reconciliation of professional and work life are contemplated, in those positions where it is possible, such as: flexible hours, intensive work days, reduced working hours or adaptation of the schedule in certain family circumstances.

## 6.2.1. Employees Worldwide

At the end of the reporting period, the total headcount reached 24,453 employees. From a regional perspective, Europe, the Middle East and Africa is the region with the largest proportion of the workforce (67%), followed by Asia and Australia (20%) and the Americas (14%).

Table 17 – Employees by country (as of September 30)

	FY19	FY18
Argentina	11	-
Australia	145	58
Austria	16	12
Belgium	30	33
Brazil	648	549
Bulgaria	1	1
Canada	113	121
Chile	55	41
China P.R.	1,320	1,309
Costa Rica	2	3
Croatia	28	30
Czech Republic	-	1
Denmark	5,316	5,283
Dominican Rep.	2	1
Egypt	46	18
Finland	13	26
France	118	100
Germany	2,334	2,345
Greece	21	16
Honduras	4	3
Hungary	117	119
India	3,235	2,789
Indonesia	9	4
Iran	8	9
Ireland	99	102
Israel	1	1
Italy	96	91
Japan	-	18
Jordan	5	1
Korea Republic	17	11
Mauretania	4	4
Mexico	340	291
Morocco	666	542
Netherlands	155	126
New Zealand	-	5
Nicaragua	1	-
Norway	37	22
Pakistan	2	-
Peru	9	9
Philippines	11	30
Poland	88	85
Portugal	19	8
Romania	11	14
Singapore	3	11
South Africa	48	40
Spain	4,881	4,534
Sri Lanka	13	9
Sweden	80	62
Taiwan	-	13
Thailand	31	26
Turkey	97	53
United Kingdom	2,012	1,952
Unites States	2,093	1,985
Uruguay	36	20
Vietnam	6	8
<b>SGRE total</b>	<b>24,453</b>	<b>23,034</b>

Table 18 - Employees breakdown in FY2019

	Male	Female	Total
<b>Breakdown by gender</b>			
SGRE Group	19,858	4,595	24,453
<b>Breakdown by region</b>			
EMEA	12,926	3,425	16,351
Americas	2,633	684	3,317
Asia, Australia	4,299	486	4,785
<b>SGRE Group</b>	<b>19,858</b>	<b>4,595</b>	<b>24,453</b>
<b>Breakdown by age structure <sup>17</sup></b>			
<35	7,639	1,458	9,097
35-44	7,088	1,900	8,988
45-54	3,631	909	4,540
55-60	1,025	237	1,262
>60	368	73	441
Non-classified	-	-	125
<b>SGRE Group</b>	<b>19,751</b>	<b>4,577</b>	<b>24,453</b>
<b>Breakdown by professional category</b>			
Executive level	298	34	332
Management level	2,616	625	3,241
Non management level	16,944	3,936	20,880
<b>SGRE Group</b>	<b>19,858</b>	<b>4,595</b>	<b>24,453</b>

Figure 12 - Employees by region in FY19

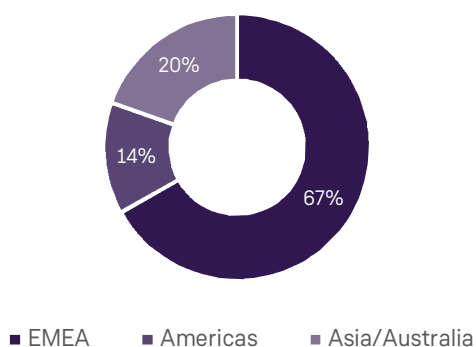


Figure 13 - Employees by business units in FY19

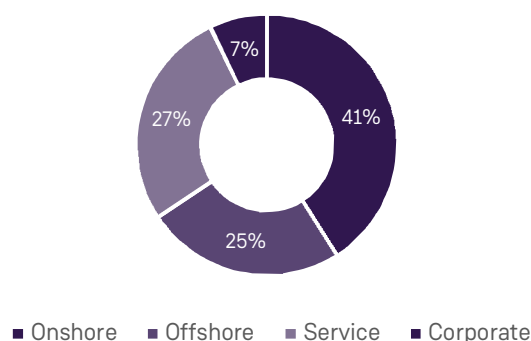


Table 19 - Contract type breakdown in FY19 [L11-S02]; [L11-S03]

	Permanent	Temporary	Part-time <sup>18</sup>
<b>Breakdown by gender <sup>19</sup></b>			
Male	18,383	1,125	199
Female	4,246	293	419
<b>SGRE Group</b>	<b>22,629</b>	<b>1,418</b>	<b>618</b>
<b>Breakdown by professional category <sup>20</sup></b>			
Executive level	316	10	2
Management level	3,059	95	63
Non management level	19,254	1,313	553
<b>SGRE Group</b>	<b>22,629</b>	<b>1,418</b>	<b>618</b>
<b>Breakdown by age structure <sup>21</sup></b>			
<35	8,067	836	79
35-44	8,419	438	350
45-54	4,359	120	121
55-60	1,232	18	22
>60	430	5	45
<b>SGRE Group</b>	<b>22,507</b>	<b>1,417</b>	<b>617</b>

<sup>17</sup> There are 125 employees (0.5% of the total) who do not have age recorded.  
<sup>18</sup> The number of part-time contracts is already included in one of the two previous categories (either permanent or temporary).  
<sup>19</sup> 406 employees (1.6% of the total) are not being counted when reporting the number of contracts, as this is not correctly recorded in the database and system.

<sup>20</sup> 406 employees (1.6% of the total) are not being counted when reporting the number of contracts, as this is not correctly recorded in the database and system.  
<sup>21</sup> 406 employees (1.6% of the total) are not being counted when reporting the number of contracts, as this is not correctly recorded in the database and system. In addition, there are 125 other employees (0.5% of the total) who do not have age recorded. These figures are not necessarily additive.

<sup>22</sup> During the reporting period, the number of hiring's reached 4,498 (2,466 in FY18); Europe, Middle East and Africa being the region with the largest proportion (62 %) of hiring. In the same period there were 3,145 employee exits (4,853 in FY18), of which 1,800 were voluntary (57%). [401-1]

Table 20 - Employees hired

	FY19	FY18
EMEA	2,775	1,749
Americas	775	414
Asia, Australia	948	303
<b>SGRE Group</b>	<b>4,498</b>	<b>2,466</b>

Table 21 - Women hired

(% of new hires)	FY19	FY18
EMEA	17.19	20.18
Americas	22.45	18.11
Asia, Australia	12.13	21.78
<b>SGRE Group</b>	<b>17.03</b>	<b>20.03</b>

Table 22- Employee exits (total)

	FY19	FY18
EMEA	2,116	3,240
Americas	495	917
Asia, Australia	534	696
<b>SGRE Group</b>	<b>3,145</b>	<b>4,853</b>

Table 23 - Employee Voluntary exits

	FY19	FY18
EMEA	1,118	1,203
Americas	314	349
Asia, Australia	368	474
<b>SGRE Group</b>	<b>1,800</b>	<b>2,026</b>

Table 24 - Employee Non-voluntary exits

	FY19	FY18
EMEA	998	2,037
Americas	181	568
Asia, Australia	166	222
<b>SGRE Group</b>	<b>1,345</b>	<b>2,827</b>

Table 25 - Breakdown of employee Non-voluntary exits in FY19

	Male	Female	Total
<b>Executive level</b>	<b>9</b>	<b>2</b>	<b>11</b>
<35 y	0	0	0
35< y <44	2	1	3
45< y <54	2	1	3
55< y <60	5	0	5
> 60y	0	0	0
<b>Management level</b>	<b>128</b>	<b>23</b>	<b>151</b>
<35 y	12	1	13
35< y <44	54	14	68
45< y <54	41	5	46
55< y <60	14	2	16
> 60y	7	1	8
<b>Non management level</b>	<b>968</b>	<b>215</b>	<b>1,183</b>
<35 y	411	87	498
35< y <44	320	82	402
45< y <54	157	35	192
55< y <60	48	8	56
> 60y	32	3	35
<b>SGRE Group</b>	<b>1,105</b>	<b>240</b>	<b>1,345</b>

The overall employee turnover rate for the reporting period was 7.36% (8.8% in 2018).

The age structure in the fiscal year 2019 was dominated by the under-35 age group (37.39%), followed by employees aged 35-44 (36.95%); 45-54 (18.66%); 55-60 (5.19%) with those over 60 accounting for 1.81%.

The average age of employees within Europe, Middle East and Africa is 40 years, in America is 39 years and 34 years in Asia, Australia.

The overall age of the Group's employees is 37.67 at the end of fiscal year.

<sup>22</sup> Note: The difference between hiring and exits in fiscal year 2019 is 1,353. The headcount gap FY19 vs FY18 is 1,419. There is an additional increase of 66 in the total workforce due to the net increase in the number of interns and leave of absence employees that we had at the beginning of the fiscal year and the final number at the end of fiscal year 2019. These two categories (interns

and leave of absence) are not considered as employees during the time that they are not active and are only activated when they return to regular work. This movement of inflows and outflows is monitored monthly and generates a headcount population shift that can be incremental or decremental.



## 6.2.2. Learning and Training

[L11-S15] Our organization focuses on continuous learning and uses the sharing of knowledge and personal development to drive cultural change to create opportunities for everyone, attract and retain talent, leading to the Company's growth and a more sustainable world. Continuous learning also involves viewing mistakes to learn and develop, and we invest the time to do so.

One of the actions to support Siemens Gamesa's overall strategy is development of employee's competencies to help the organization and employees to fulfill their potential.

Learning is planned on a strategic level with the overall goal to build long-term capability and support short-term performance to add value for Siemens Gamesa, our customers and our most important resource – employees.

The learning provided is what the Company requires employee to know, but also to fulfill employees' personal needs for them to grow within their tasks and to maintain and boost motivation at Siemens Gamesa.

We enable learning and empower employees in their daily work to the best of their abilities, so they remain fully skilled to make the Company's future growth possible.

[404-1] [L11-S16] During the reporting period 16,885 employees received training (68% of the total) with a cumulative number of training hours of 904,529 (619,257 hours in 2018). The training rate per employee in fiscal year 2019 is 36.9%.

Table 26 - Training hours of employees

	FY19	FY18
EMEA	313,144	504,284
Americas	474,380	49,387
Asia, Australia	117,005	65,586
<b>SGRE Group</b>	<b>904,529</b>	<b>619,257</b>

The Group had 615 graduates - Including Interns, apprentices and students - at the end of the reporting period, of which 496 (81%) were internal so they were paid for work while pursuing a course of study.

Table 27 - Graduates

	FY19	FY18
Internal	496	421
External	119	86
<b>SGRE Group</b>	<b>615</b>	<b>507</b>

Moreover, Siemens Gamesa has talent management tools that incorporate individual development plans for several high-potential employees. Said plans are aimed at contributing to personal growth and developing desired competencies and skills. In addition to individual development plans, the Company has also other programs for developing talent. [404-2]

We have a network of internal trainers that allow us to develop our own training courses on SGRE's key knowledge and deliver them to our employees. These internal trainers receive support from our training experts to facilitate the process and ensure high-quality standards for the training they are delivering.

Aside from formal training, we encourage our employees and managers to develop on-the-job training as part of their Individual Development Plans within our Development Strategy based on 70-20-10<sup>23</sup> principles. This training allows our employees to develop their skills in their daily activities through initiatives, projects or special tasks agreed between the manager and employee.

In addition to global principles and programs, learning activities are also usually included as part of local collective bargaining agreements.

## 6.2.3. Labor Relations

[L11-S12] The Siemens Gamesa Group has an objective to propitiate relationships with labor representation based on trust, transparency in information, and negotiations in good faith when sharing the knowledge, experiences and needs that generate a social climate for fostering understanding.

[407-1] The Group promotes and implements workers' right to freedom of association, union membership and the effective right to collective bargaining. The importance of

<sup>23</sup> The 70-20-10 Model for Learning and Development is a commonly used formula within the training profession to describe the optimal sources of learning by successful managers. It holds that individuals obtain 70 percent of

their knowledge from job-related experiences, 20 percent from interactions with others, and 10 percent from formal educational events

this fundamental labor right is set out in the Business Conduct Guidelines (BCGs).

Labor relations between the Group and its employees are regulated by the legal regulations of each country and such pacts and agreements as may have been reached with the workers' representatives.

At international level and due to its European footprint, Siemens Gamesa is part of the Siemens AG European Works Council (SEC), where it is playing an active role in providing employees with information and consultation rights. Within that framework it has agreed with its employees' representatives to establish a specific working group aiming at establishing a closer and more flexible space for social dialog.

[L11-S13] In addition, it has replaced the Global Framework Agreement<sup>24</sup> (GFA) on social, labor and environmental matters that was reached prior to the merger by legacy Gamesa with IndustriALL Global Union (with the involvement of the main Spanish unions) with a completely renewed and upgraded GFA between SGRE and IndustriALL Global Union – still being the only global agreement to guarantee labor rights by a company in the renewable energy sector.

[L11-S14] This Global Framework Agreement strengthens social, labor and environmental rights already contained in the Business Conduct Guidelines; makes health and safety at work, working conditions and equal opportunities key issues for company action; guarantees implementation and promotes the conditions for a social dialogue at the international level.

As stated in the Business Conduct Guidelines, Siemens Gamesa is a member of the UN global Compact. Its ten Principles, and the Global Industrial Union Framework Agreement are binding for the company. That means that 100% of the Siemens Gamesa employees are actively covered by a legally binding, and freely negotiated collective agreement [102-41]

At a national level, the situation is not fully uniform due to the large number of countries and practical differences among them. The actual percentage of employees covered by collective bargaining agreements at a local level amounted to approximately 50%.

[402-1] Concerning the minimum prior notice period for operational changes, the Group fulfills, at minimum, the

notice periods set forth in each country's specific legislation, as well as in the European Union regulation. However, if there are no regulatory requirements, Siemens Gamesa ensures that its employees will be suitably informed of any significant operational changes affecting them in accordance with the Company's standards.

Proof of that can be seen in the global restructuring process in 2018, in which a global information campaign was put into effect. It first involved the SEC and its Siemens Gamesa working group and then reached every single country concerned. Specific lay-off plans have always been designed and implemented within the framework of the agreements reached with the relevant employees' representatives (where they exist).

### 6.3. Diversity and Equal Opportunity

[L11-S17] Everything we do at Siemens Gamesa is based on trust — trust in its amazing workforce drives Siemens Gamesa ever closer to its goals daily. They work hard to establish the Siemens Gamesa brand around the world as the leading renewable energy company that will ensure a supply of clean energy for generations to come. Trust means offering autonomy and believing that others will act in each other's best interest. Trust is a personal contract.

Valuing the importance of the individual is one of the cornerstones of this Culture of Trust and Siemens Gamesa as a Company recognizes that its enriching diversity is what makes our Company stand out. Siemens Gamesa's management is committed to fostering an environment in which the individual is treated with respect and where she/he can give the very best of him/herself.

Only by being inclusive and open will we become the leader in renewable energy by providing creative and innovative solutions thanks to the different mindsets of such a rich workforce as ours. Embracing diversity will lead us to become truly innovative and to find great solutions to the challenges we need to overcome.

[L11-S18] [L11-S21] The Group has a Diversity and Inclusion Policy<sup>25</sup> in place, the principles of which apply to all geographic regions where is present. It aims to ensure equality and inclusion and avoid any kind of discrimination based on race, gender, civil status, ideology, political opinions, nationality, religion or any other personal, physical or social characteristic. The Diversity Committee

<sup>24</sup> GFA Link: [http://www.industrialunion.org/sites/default/files/uploads/documents/GFAs/sgre\\_algdef\\_en.pdf](http://www.industrialunion.org/sites/default/files/uploads/documents/GFAs/sgre_algdef_en.pdf)

<sup>25</sup> See Group policy on Diversity and Inclusion [Link]

oversees its fulfillment in a working environment that fosters dignity and respect for all. Evidence of diversity within the Group’s workforce is that more than hundred (103) distinct nationalities are employed across the world.

[406-1] The Action Protocol in the event of Harassment and Discrimination establishes the scope, the reporting line and measures in case of harassment and/or discrimination. These should be governed in the Company and Siemens Gamesa Group with a view to consolidating corporate ethics. The Company is committed to its policy of zero tolerance towards any form of violence, harassment, verbal abuse, abuse of authority at work, unlawful discrimination or any other conduct that creates an intimidating environment or is offensive to the rights of employees and hopes that relations between people in the workplace will be business-like and free of bias, prejudice and harassment. A breach of this protocol is not necessarily a violation of the law, but it may, however, result in disciplinary action, including justified dismissal.

Endorsement of the Declaration of Women’s Empowerment Principles since 2010 has been maintained for the new Company. These principles were drawn up through a multilateral consultative process under the direction of the United Nations Development Fund for Women (UNIFEM) and the United Nations Global Compact and offer a gender-based perspective which allows ongoing initiatives to be measured and analyzed. This scenario covers all business or social activities aimed at eliminating discrimination, marginalization and exclusion despite equality between men and women being a universal principle recognized as a fundamental human right that cannot be violated.

Siemens Gamesa backed the International Women’s Day 2019 and joined all the world’s women in their fight for equal rights and in celebrating the achievements of woman who have overcome the barriers that still exist. Unfair situations because of gender, e.g. gender violence, sexual violence and exclusion as well as gender pay gaps persist across the globe and women are still not present in equal numbers in business or politics.

[L11-S19] In Siemens Gamesa, the Global Mobility & Diversity team within HR actively works to promote among other things gender diversity in recognition of this area being in the Company’s general interest. [L11-S09] The Diversity & Work Life Balance Strategy was approved by the Executive Committee in January 2019. We strongly believe that this plan can help us to cultivate diversity as an impactful and competitive advantage in Siemens

Gamesa. The Diversity & Work Life Balance Strategy is designed to cover two phases:

- Phase 1 is about creating awareness
- Phase 2 is focused on taking action

The objective of this plan is to design and share a new and common concept of diversity, to truly embrace it through different specific and global initiatives focused especially on gender, culture, inclusion, and work-life balance in the first two years.

Also, Siemens Gamesa is an official member of the European Diversity Charter, a United Nations initiative, and has an official Diversity and Inclusion Policy, which is supported by the Board of Directors, including a protocol of action in case of harassment. Our Company’s Equality Plan represents the global framework to confirm the Company’s commitment to equal opportunities and regular improvements of Siemens Gamesa’s flexible work arrangements are aimed at allowing employees to integrate their business and personal life.

[405-1] As far as gender diversity on the Board of Directors’ composition is concerned, Siemens Gamesa is close to the target of having a presence of women of at least 30% sitting on the Board by 2020, established in the “Policy on selecting Directors”, approved by the Board of Directors on 23 September 2015. To this respect, the Company has 3 women on its Board of Directors, representing 23% of its members at 30 September 2019.

The share of female employees represents an overall 19% (18.79%) of the total workforce. By regions, women represent 21% in Europe, Middle East and Africa, 21% in the Americas and 10% in Asia, Australia.

Table 28 - Proportion of women

(% of total employees)	FY19	FY18
EMEA	20.95	21.08
Americas	20.62	20.23
Asia, Australia	10.16	10.20
<b>SGRE Group</b>	<b>18.79</b>	<b>18.90</b>

Siemens Gamesa had 332 employees holding management positions at the end of the reporting period, 10.24% of whom were women (10.79% in FY18). This proportion is expected to grow in accordance with the application of best working practices.

Table 29 - Employees in management positions

	FY19	FY18
EMEA	267	227
Americas	37	33
Asia, Australia	28	18
<b>SGRE Group</b>	<b>332</b>	<b>278</b>

As reported in the Business Conduct Guidelines, the Company ensures equal opportunities and avoids any kind of discrimination. The Salary Increase Process at Siemens Gamesa makes sure increases are exclusively based on merit and the skills required in each case and ensures equal treatment for men and women. That is why this procedure adopts preventative measures to ensure compliance with the prevailing equality principles.

[405-2] All salaries, including those of women and minorities, should be commensurate with responsibilities, requirements, experiences and performance. The salaries of women and minorities should be reviewed to ensure that they are equitable to others in the organization with similar responsibilities, experience, expertise and level of performance. If salary inequities are identified, they should be brought to the attention of the Department Director so that they can be reviewed separately and, where appropriate, adjusted.

[L11-S08] The average number of people employed by the Siemens Gamesa Group during 2019 with a disability greater than or equal to 33% is 32 (33 in 2018). By categories, 13 people belong to the group of management personnel, and 19 to the group of employees. This average number of employees with a disability equal to or greater than 33% refers to the Spanish companies included in the consolidation perimeter.

In addition, the Group states that there are 32 persons with a disability in Germany, 17 individuals in Brazil and 3 individuals in India. In China and Denmark there are no disabled people on the workforce. These countries account for 72% of the total workforce in fiscal year 2019.

[L11-S20] With regards to accessibility of locations for people with disabilities, Siemens Gamesa does not have a global standard for ensuring accessibility for people with disabilities in its offices and other locations in place. However, the company complies with all relevant local regulations and building codes in countries in which Siemens Gamesa operates.

## 6.4. Compensation and Benefits Programs

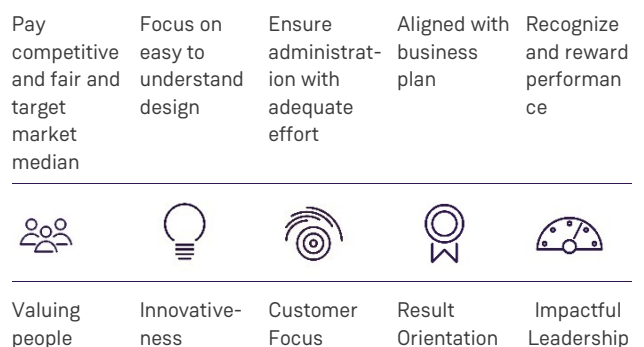
[401-2] [401-3] Compensation and benefits along with the business on its path to becoming a global leader in the wind energy industry retain and motivate the right caliber of talent. Employees are our most valuable asset. We operate under the principal of equal opportunities by avoiding any kind of discrimination and ensure fulfillment of the labor legislation which applies to all countries where the Company has a presence.

Table 30 - Employees on leave of absence

	FY19	FY18
EMEA	587	639
Americas	29	12
Asia, Australia	2	2
<b>SGRE Group</b>	<b>618</b>	<b>653</b>

We integrate all elements that create value for the employee including leadership, professional expectations, working conditions and work organization. Even the Company's values constitute a differentiating element that leads to a better and more desirable position, thereby boosting motivation and having a decisive influence on competitiveness.

Figure 14 - The company's values set the basis for our compensation & benefits programs



Siemens Gamesa’s compensation and benefits packages are aligned with the market median. Our salaries are benchmarked against relevant market data from leading market data providers. Salary bands are defined centrally for 16 levels below the senior management positions.

Apart from the fix remuneration, we define a globally applicable short-term incentive program for about 30% of the employee population. To support the integration process, the globally applicable target structure for the short-term incentive is composed of 70% overall Siemens Gamesa key performance Indicators and 30% individual targets.

Siemens Gamesa implemented the Talent and Development Review, a new process focused on the development of the employees. In this process, individual development plans are set that aim to contribute to professional growth and enable the development of the skills and abilities, to ensure compliance with the company's business plan.

This process is led by the Human Resources department and, once completed, serves as the basis for the design of annual training plans. The monitoring of the training is shared in a single tool by employee and manager and the Human Resources department.

There is a long-term incentive plan fully based on Siemens Gamesa’s shares for senior management. The Plan’s primary objective is to align its beneficiaries’ interests with the interests of the Company’s shareholders and to offer beneficiaries an incentive to help the Company attain its strategic objectives in the period 2018-2020.

The Plan is a long-term incentive under which the beneficiaries have the chance of receiving a certain number of the Company’s ordinary shares after a three-year (3) measurement period, provided certain performance criteria are met. The full text of the long-term incentive scheme is included in Resolution 7 of the resolutions approved at the 2018 Annual General Meeting of Shareholders of “Siemens Gamesa Renewable Energy, S.A.”<sup>26</sup>

According to Siemens Gamesa’s purpose of empowering people to lead the future, the Compensation & Benefits Corporate Area endorses the Global Benefits Policy’s principles and includes key terms and standard procedures. By applying the three pillars that activate the

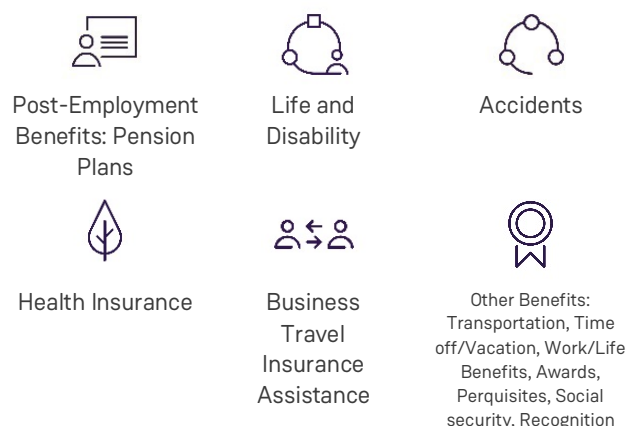
purpose of contributing to the creation of a culture of trust, the benefits policy ensures Siemens Gamesa employees are protected against the risks associated of a loss of health, death and old age.

**Diversity:** The benefits policy aims at embracing diversity. This is supported by recognizing, valuing and respecting differences and reflecting this in the way of working, as well as by creating a flexible working environment which effectively contributes to attaining a balance among work, family and other care responsibilities.

**Empowerment:** The benefits policy encourages employees to make decisions about their own best options.

**Continuous Learning:** The world of benefits is complex, we are actively communicating and educating our employees to understand the benefits and its value to the employee.

Figure 15 - Siemens Gamesa benefits



[201-3] Siemens Gamesa’s benefits complete individuals’ compensation to offer an attractive and market competitive compensation and benefits package.

- We offer global consistency with local relevance and local implementation responsibility: benefits are local and are dependent on the country’s regulations and general market practice to ensure the employer’s attractiveness.
- Benefits fulfil the duty of protection: Protecting employees against the consequences of an event

<sup>26</sup> See Report relating to item seven on the Agenda of the Shareholders’ General Meeting regarding the proposal for a Long-Term Incentive Plan for the period from fiscal year 2018 through 2020 [Link]

which may cause any economic harm to their dependents or themselves.

The benefits strategy is the basis for harmonizing our compensation and benefits rules among the legal entities of the legacy companies in a country. As much harmonization as possible should be finalized for the legal entities in the next fiscal year. The harmonization process follows the principles set out below:

Table 31 - Benefits strategy

Customer focus	Ensure attractiveness for the employee: We offer legally binding benefits and as well as stringent local market practices in a cost-conscious manner.
Result orientation	We deploy local tax benefits as much as possible.
Ownership attitude	If legally possible and economically favorable, all insurable benefits and pension include an employee contribution and an employer matching according to market practice.
Innovativeness	Our benefits regarding sustainability and environmental protection. All benefit car programs need to include the idea of sustainability and green energy. For all new benefit cars, hybrid, electric and eco cars should be the preferred choice and should be advantageously subsidized.

Defined Contribution (DC) schemes are becoming increasingly prevalent at Siemens Gamesa. The design of DC pension schemes should provide suitable tools for employees to manage risks appropriately and provide them with a capital sum that can be turned into an acceptable, affordable and relatively stable level of income during their retirement. The annual contribution of Siemens Gamesa is around 53 € million being 34€ million in Denmark, 7,6€ million in UK, 7,5 € million in the US, and 4€ million in Germany.

We are currently offering 22 defined benefit plans for approximately 6,000 participants having an overall obligation in the following countries: Austria, Belgium, Croatia, Czech Republic, Egypt, France, Germany, Greece, Hungary, India, Iran, Italy, Philippines, Poland, Thailand, Turkey, USA.

[L11-S04] [405-2] For the average remuneration, we have classified employees in four levels, following both Korn Ferry and IBEX35 trends: Executive, Management, Professional, Operational. These four (4) professional levels integrate several GRIP levels. The GRIP<sup>27</sup> leveling system analyzes every position evaluating main factors to identify the right level: impact on the organization, key responsibilities, experience and knowledge required, impact on other employees, responsibility over other employees, educational requirements, and problem solving and critical thinking required. We split the levels this way, because one single pay gap per country would not be showing the real situation. On the opposite, it is not possible to add more granularity than these four levels as we do not have female population in a significant combination of country + job level + job family.

Also, we include gender distribution per job level and country. This is also following the Korn Ferry approach. The analysis helps understanding the pay gap and enables us to address the career gap.

<sup>27</sup> GRIP: Global reward Infrastructure program

Table 32 - Pay gap by gender [L11-S05]

	Female universe	Male universe	Average TTC (euro) Female	Average TTC (euro) Male	Average TTC (euro)	Salary Gap
<b>&lt;35 y</b>	<b>1,249</b>	<b>6,502</b>	<b>42,069</b>	<b>28,256</b>	<b>30,482</b>	<b>149%</b>
Executive	2	2	115,355	92,323	103,839	125%
Management	114	279	80,877	80,763	80,796	100%
Professional	860	3,430	42,990	32,531	34,628	132%
Operational	273	2,791	22,424	17,707	18,128	127%
<b>35 &lt; y &lt; 44</b>	<b>1,696</b>	<b>5,985</b>	<b>55,415</b>	<b>49,738</b>	<b>50,991</b>	<b>111%</b>
Executive	18	90	150,837	184,947	179,262	82%
Management	348	1,251	86,380	86,122	86,178	100%
Professional	1,039	3,047	50,490	43,892	45,570	115%
Operational	291	1,597	30,067	24,770	25,586	121%
<b>45 &lt; y &lt; 54</b>	<b>812</b>	<b>2,922</b>	<b>63,207</b>	<b>69,438</b>	<b>68,083</b>	<b>91%</b>
Executive	12	115	210,585	237,150	234,640	89%
Management	191	915	97,483	96,376	96,567	101%
Professional	426	1,244	55,601	53,129	53,760	105%
Operational	183	648	35,473	32,945	33,502	108%
<b>55 &lt; y &lt; 60</b>	<b>203</b>	<b>743</b>	<b>60,323</b>	<b>81,855</b>	<b>77,235</b>	<b>74%</b>
Executive	3	39	233,737	279,231	275,982	84%
Management	35	248	100,811	110,770	109,538	91%
Professional	87	264	59,402	57,838	58,226	103%
Operational	78	192	36,512	37,439	37,171	98%
<b>&gt; 60 y</b>	<b>61</b>	<b>249</b>	<b>73,738</b>	<b>95,936</b>	<b>91,568</b>	<b>77%</b>
Executive	0	6	0	349,073	349,073	0%
Management	14	91	115,384	115,918	115,847	100%
Professional	30	82	64,999	84,701	79,424	77%
Operational	17	70	54,863	61,424	60,142	89%
<b>SGRE Group</b>	<b>4,021</b>	<b>16,401</b>	<b>53,369</b>	<b>46,888</b>	<b>48,164</b>	<b>114%</b>

Considerations for this salary GAP report:

- Headcount as of 2019-09-30
- From total headcount, population in the report has been reduced, eliminating information being either not accurate or missing. Population of 20.422 employees have been considered for calculations.
- Formula for salary GAP is: Average Female / Average Male, stated as percentage.
- TTC = Total Target Cash. This includes Base Salary + Variable Salary.
- All salaries contained are gross annual in EUR.

## 6.5. Occupational Health & Safety

[L11-S10] Occupational health & safety is a key pillar for the company. It is an essential part of risk management and internal controls at Siemens Gamesa as well as our Business Code of Conduct. Safeguarding the safety and wellbeing is linked to some of the UN's Sustainable Development Goals, namely SDG 03 (Good Health and Well-Being), SDG 08 (Decent Work and Economic Growth) as well as SDG 16 (Peace and Justice).

At our production facilities and across our project sites, we continuously drive improvements related to health and safety and these are continuously monitored through our internal systems. Furthermore, we work across our value chain on industry-driven initiatives and participate in networks that focus on health and safety in the wind industry to raise awareness and adopt best practices, which typically include customers and suppliers, industry associations, research institutes or similar.

### 6.5.1. Zero harm culture

Safety is not a business requirement but a way of conduct that is embedded in Siemens Gamesa's DNA. It goes further than legislation and market requirements - it is a precondition for all the work we do. We believe that we will only become the global industry leader if we are also the leader in safety.

The company works hard to instill a strong safety and zero-harm culture across the entire business: for employees, suppliers and customers alike as well as society at large. We impart a zero-tolerance policy towards negligent health and safety conduct, ensuring work is only carried out in risk-free situations. Siemens Gamesa has launched several initiatives to foster and promote a zero-harm culture, such as the following:

#### 6.5.5.1. Safety is my choice

"Safety is my choice" is Siemens Gamesa's umbrella initiative, which was initiated globally in 2018. It aims to bring focus onto individual behaviors by reminding employees of their own role and responsibility in safety as a key for success.

Figure 16 - Safety is my choice

*"Safety is my decision, I am empowered to say yes or no, I choose to keep myself and my colleagues safe by using all the items I am provided with."*

Safety is my choice 

Siemens Gamesa does all it can to create a zero-harm culture by establishing preventative measures, offering training courses and making available a wide range of resources and tools. But ultimately safety is a personal commitment and it is an individual choice to make use of these resources.

The initiative also seeks to ensure that safety is seen as a positive aspect of working for Siemens Gamesa rather than a disturbance. In this respect, managers have a special role in safety awareness and cultural change must be supported through their leadership. In FY19, we developed a standardized Communication Toolkit to ensure the correct implementation of this initiative and to further support our business objective related to workplace safety and zero-harm.

#### 6.5.1.2. 10 Life-Saving Rules

At Siemens Gamesa we have developed 10 Life Saving Rules, which are intended to support the global "Safety is my choice" initiative. The rules are intended to raise awareness of the safety hazards that have historically caused incidents at Siemens Gamesa and to avoid future incidents related to these.

The 10 Life Saving Rules have been introduced globally through a variety of different communication methods that provide great details to each of the topics, including video interviews with top managers, infographics as well as short and emotional videos.



Table 33 - The 10 Life-Saving Rules

	<b>Permit to work:</b> When required, always have a valid work permit.		<b>Suspended loads:</b> Maintain a safe distance from any suspended load and never stand or walk underneath a suspended load.
	<b>Energy isolation:</b> Verify Zero Energy state before work begins. Use lockout/tagout (LOTO) procedures.		<b>Alcohol and drugs:</b> Do not consume alcohol or drugs before and while working or driving.
	<b>Safety guards:</b> Do not override or interfere with any safety guards or equipment.		<b>Working at heights:</b> Protect yourself when working at height.
	<b>Driving safety:</b> Wear your seat belt or harness; do not talk on your cell phone or send text messages; do not exceed speed limits.		<b>Use PPE and tools:</b> Use the right personal protective equipment and tools that are required for the task you want to do.
	<b>Moving of equipment or vehicles:</b> Position yourself in a safe zone when equipment or vehicles are being moved or energized equipment is handled.		<b>Dropped objects:</b> Secure all tools and equipment, place barriers and wear head protection where mandated.

## 6.5.2. Occupational Health & Safety Management System

The Quality Management and Health, Safety and Environment (QM&HSE) function, led by the Global Head of QM&HSE, is responsible for the governance of Siemens Gamesa's Integrated Management System including all HSE related certifications, policies and procedures.

Siemens Gamesa has an Occupational Health and Safety Management System certified according to the international OHSAS 18001:2007 standard, which covered 113 locations in 2019. The scope of certification covers all functional areas and core processes related to the sale, design and development, procurement and manufacturing of wind turbines as well as other mechanical and electrical components for both wind and non-wind applications.

Project development such as execution, construction, installation and service of wind turbines is also covered by the scope of this certification. The certificate is valid from July 2018 to March 2021.

Siemens Gamesa's Integrated Management System provides a framework of global procedures and tools around various HSE topics to monitor, control and improve the company's HSE performance. For health and safety,

the company can demonstrate compliance to our stakeholders, identify potential hazards and implement controls to avoid or reduce occupational accidents and illnesses as well as engage employees and motivate contractors to practice safety leadership in their daily work. However, the management system which is composed of a series of documents and tools, is otherwise ineffective without competent employees and a supportive leadership team bringing it to life.

Examples of these global HSE procedures include:

- HSE Aspects Identification procedure requires all relevant organizational units to perform evaluations annually in order to identify any potential HSE risks or opportunities. Improvement targets and actions are to be set accordingly for any aspects deemed significant to prevent or reduce their potential impacts.
- Risk Assessment procedures ensure that all identified risks and hazards associated with work processes and product designs are as low as reasonably practicable.
- Emergency and Incident Management procedures explain roles and responsibilities for the effective management of HSE incidents, the processes for escalation and reporting according to severity.

[403-1] Every organizational unit in Siemens Gamesa shall be represented with a work environment committee that has a clear chairman and representatives from management level as well as from employee level. These committees help to monitor and advise on workforce specific occupational health and safety topics. They also ensure joint participation in the design of policies and in the implementation and control measures with the aim of promoting improved working conditions.

## 6.5.3. Health & Safety Policy

The Siemens Gamesa Policy<sup>28</sup> provides clear direction and specific objectives with regards to Quality, Health, Safety and Environment. It consists of six pillars which form the basis of how the global HSE strategy is defined across the company and it is periodically reviewed and updated accordingly. The policy applies to all Siemens Gamesa activities worldwide - regions and locations - and is

<sup>28</sup> Siemens Gamesa Policy [\[Link\]](#)

mandatory for all employees working for the company, on its behalf or under its authority.

Together with our Business Conduct Guidelines<sup>29</sup> the policy indicates a zero-tolerance toward negligent health and safety conduct as well as personal security and a commitment to continuous improvement. The Board of Directors has an active Health & Safety oversight role.

Regarding health, the policy states:

“Siemens Gamesa protects and promotes our health and well-being, guards against the risk of work-related accidents, and offers a wide range of supports to maintain and promote our physical and mental health”.

Regarding safety, the policy states:

“Siemens Gamesa provides a safe work environment to ensure employees return home safely at the end of the working day. We ourselves contribute to this”.

Regarding security, the policy states:

“Siemens Gamesa is active worldwide, including in areas and situations where the security situation is critical. To protect our employees, the Company, and our business in the best possible way, Siemens Gamesa identifies and analyzes global security risks and assesses their potential impact”.

### 6.5.4. Health & safety targets and performance

The corporate HSE strategy is laid out for Siemens Gamesa in a 3-year corporate HSE strategy that is then cascaded in the business. The strategic plans are supported by specific action plans that are reviewed annually and that strive to improve the HSE performance in all parts of the company including the corporate level, the business unit level and the local level. A minimum requirement is that each organizational unit sets improvement actions for at least 1 significant health & safety aspect and 1 significant environmental aspect.

Corporate strategic HSE targets support the strategy on the topics that are assessed as significant for Siemens Gamesa overall: total recordable injuries, lost time injuries, energy consumption, waste generation and sustainability score rate. These corporate targets are cascaded into the business and monitored locally along with any additional

targets that may be relevant for each location, site or segment.

To ensure alignment between the corporate, business unit and local HSE strategies and targets, an established meeting structure is in place that enables efficient coordination and collaboration between the units.

#### 6.5.4.1. Safety targets

In Siemens Gamesa, we have defined clear targets to reduce our Lost Time Frequency Rate (LTFR) from 1.68 in FY18 to 1.00 in FY22 and Total Recordable Injury Rate (TRIR) from 4.95 in FY18 to 3.00 in FY22.

This represents our ambition to reduce the frequency rate for both targets by more than 50% in 4 years.

Table 34 - Safety roadmap to FY 2022

	FY22	FY21	FY20	FY19	FY18
<b>LTFR</b>	1.00	1.20	1.50	1.46	1.68
<b>TRIR</b>	3.00	3.50	4.00	4.13	4.95

Our internal HSE software tool, Sphera, provides the backbone for handling all safety related data and supports us in:

- Reporting incidents and safety observations;
- Monitoring health and safety data and visualizing these for better analysis;
- Creating workflows where high-risk reports will initiate an investigation and prompt corrective actions and lessons learned;
- Creating transparency and opportunities for best practice sharing.

Weekly management reports and meetings are established where selected managers and employees review the safety performance of Siemens Gamesa by discussing previous incidents, lessons learned and corrective actions. Further, remuneration is linked to the H&S performance of the company, specifically the TRIR metrics.

#### 6.5.4.2. Safety statistics

[403-2] [L11-S11] Incident management is governed by a global procedure and internal controls, which outline

<sup>29</sup> Siemens Gamesa Business Conduct Guidelines [Link]

standard criteria for classifying, recording, notifying, investigating and analyzing incidents in order to: 1) determine their underlying causes in the prevention system and other factors which may cause or contribute to their occurrence; 2) identify the need to implement corrective actions; and 3) identify opportunities for preventive action and continuous improvement.

At the end of the reporting period, the number of Lost Time incidents (LTI) in Siemens Gamesa amounted to a total of 91 (99 in 2018). As a result, the overall employee Lost Time Frequency Rate (LTFR) reached 1.91 (2.10 in 2018) at the end of the period. This rate (LTFR) is calculated for a 1,000,000-working hour's period and includes all accidents that result at least in one lost day of work, so called lost-time incidents.

As for contractors, LTFR rate was 1.33 (2.23 in 2018). The combined rate for employees and contractors in fiscal year 2019 was 1.67 (2.14 in 2018) at the end of the reporting period, what shows a positive trend in terms of sinistrality rates.

Table 35 - LTFR employees and contractors

	FY19 <sup>30</sup>	FY18
LTFR employees	1.91	2.10
LTFR contractors	1.33	2.23
Total	1.67	2.14

Note: rate per million hours worked

The number of Total Recordable Injuries (TRI) amounted to 380. As a result, the overall Total Recordable Injury Rate (TRIR) reached 4.71 (5.10 in 2018) by the end of the reporting period.

Table 36 - Total recordable injury rate (TRIR)<sup>31</sup>

	FY19 <sup>30</sup>	FY18
TRIR employees	4.71	5.10

Table 37 - Severity rate (SR)<sup>32</sup>

	FY19	FY18
Employees	0.057	0.065

<sup>30</sup> This information has been updated with respect to previously disclosed information due to the process of preparation of this Consolidated Non-Financial Statement 2019 and the certification thereof.

<sup>31</sup> The TRIR is calculated for a 1,000,000/working hour's period and includes all fatalities, lost time incidents, restricted work incidents and medical

[L11-S22] In relation to absenteeism days, these reflect only the number of days lost due to accidents, and the closing figure for fiscal year 2019 is 2,707.

It is Siemens Gamesa's ambition to bring the number of occupational injuries down to zero and we are committed to carry on working with all relevant stakeholders to create a safe and healthy working environment for both our employees and contractors.

#### 6.5.4.3. Safety prevention

Siemens Gamesa pays special attention to all aspects of occupational health and safety. We work tirelessly on establishing root and contributory causes of these incidents, on investigation processes for all of them and on the education and training processes that work toward their eradication.

The company acts proactively to analyze the root causes of accidents and is equipped with management indicators which show the attainment level of this working philosophy in day-to-day management. This includes, for example, the performance of safety inspections (15,770), safety observations (52,310) and health & safety audits (112) at the end of the reporting period.

Table 38 - Safety prevention

	FY19	FY18
Safety inspections	15,770	13,566
Safety observations	52,310	41,288
Health & Safety audits	112	257

Siemens Gamesa works to create a distinctive and singular prevention culture and expertise in this field is extensive within the company.

#### 6.5.4.4. Occupational illness

The occupational illness frequency rate (OIFR) for employees ended the fiscal year at 0.504 (0.594 in 2018), calculated solely based on cases of occupational illness recognized by the Employers' Liability Insurance Association.

treatment cases. For the purpose of this calculation were accounted 80,761,079 h, including contractors and own employees.

<sup>32</sup> Severity Rate (SR) = (Number of days lost due to accident / Total hours of exposure) x 1,000

Table 39 - OIFR employees

(number)	FY19	FY18
OIFR employees	0.504	0.594

Note: rate per million hours worked

[403-3] Siemens Gamesa Renewable Energy conducts preventive screenings of employees' health and the company's medical services are responsible for carrying out regular medical check-ups. In general terms, the company considers that workers are not exposed to occupational illnesses or work-related diseases that could be considered as having a high level of incidence or risk when performing activities.

#### 6.4.4 Healthy workplace

Employee health and well-being is a great priority at Siemens Gamesa, because it is considered a prerequisite for high productivity and innovation. Some examples of what the company offers to employees include:

- Health insurance and additional healthcare benefits
- Flexible work arrangements to ensure work-life balance for employees such as working from home or working flexible or shorter working hours
- Policies and guidelines regarding pregnancy, adoption and parental leave
- Policies regarding alcohol and other substance abuse, including smoking
- Rules and guidelines related to absence and reintegration to support employees who are affected by absence from work due to illness, accident or social causes
- Free vaccinations against influenza
- Opportunities to donate blood during work hours.

Further, local health initiatives are encouraged and promoted within some locations, such as:

- Structured 10-minute resistance band training with colleagues in offices and production facilities
- 'Exercise watch' encouraging employees to do a few exercises every hour
- Office bikes, ergonomic desks and chairs available to employees upon request
- Exercise and stretching programs available in copy rooms, tea-kitchens and common spaces.

Most notably in FY19, Siemens Gamesa teamed up with Virgin Pulse and ran the "Virgin Pulse Global Challenge". It involved 100 days of voluntary and team-based adventures to promote healthier minds and bodies. The app made daily step conversions of more than 50 physical activities such as yoga, cycling, or rowing and monitored health parameters such as nutrition, psychological wellbeing and sleep. The overall objectives were to:

- Create awareness amongst employees that improved health and wellbeing can lead to better work experiences
- Motivate and engage employees to consider health and wellbeing in and out of the office
- Create a shared health culture in a global company through interactive and gamified approaches.

More than 3,400 employees, representing 488 diverse teams, signed up and received an activity tracking watch to measure daily activity levels. Before the starting gun, participants completed a pre-assessment that measured perceived notions of their own personal health and wellness in terms of nutrition, sleep, physical activity and psychological wellbeing. This was repeated at the end of the challenge to show the personal and team evolution for 100 days. Along the way, tips and tricks to increase wellbeing were shared to stimulate performance.

Participants also shared pictures and status updates in both the health provider's app as well as Siemens Gamesa's internal social newsfeed. Results of the challenge included:

- 4,904,167,850 steps tracked that is equivalent to 3,138,667km or 78 trips around the earth
- Highly active (>10,000 steps per day) ratio rose from 17% to 85% during the challenge
- 1,673kg weight loss achieved
- 64% felt less stress after the challenge
- 51% felt more concentrated and productive after the challenge.

### 6.5.5. Product Health & Safety

[416-1] The company assesses the impacts of its products on the health and safety of its customers from the initial development stages with the aim of improving them. This is achieved by describing Product Safety as an umbrella term for the Quality Management and HSE procedures and processes we have in place to protect customers, employees and members of the public from any risk derived from Siemens Gamesa products or the activities related to manufacturing, installing, operating and decommissioning.

Management procedures are in place to establish responsibilities, workflows and activities to ensure component designs are optimal and prevent from generating unnecessary hazards or dangers that risk the health and safety of those working directly with that component arising from a poor conception of safety conditions. For example, Siemens Gamesa has an instruction that defines the processes for ensuring that our wind turbines and/or related products that are brought to the market within the EU or EEA comply with Directives applicable within the EU, and outside the EU where these requirements are established by contractual obligations towards customers.

The countries in which Siemens Gamesa operates have enacted a great deal of environmental and labor legislation to ensure any risks to people's health and safety are kept within regulated limits. Siemens Gamesa provides the training and information needed to check whether the operating conditions set forth in the regulations and technical specifications concerning equipment construction, operation and maintenance are met.

### 6.5.6. Health & Safety in the value chain

The Group is committed to promoting health and safety throughout the value chain and does so through its collaboration with suppliers, customers, contractors, national and international associations such as WindEurope, G+, Global Wind Organization (GWO), governmental bodies etc. as well as competitors to ensure continued improvements.

For example, Siemens Gamesa is an associate member of G+, which is the global health and safety organization for the offshore wind industry. G+ brings together senior executives and health and safety experts from organizations operating in the offshore wind industry to drive good practice and promote world-class safety

performance across the sector. Siemens Gamesa engages on important industry matters by meeting quarterly and supports in finding solutions to the safety challenges that offshore wind projects face.

Further, Siemens Gamesa's participation in GWO aims to support an injury-free work environment at Siemens Gamesa but also across the wind industry. Founded in 2012, GWO is a non-profit organization of wind turbine owners and wind turbine manufacturers committed to the creation and adoption of standardized safety training and best practice emergency procedures for the basic technical and safety skills required for wind turbine service and maintenance. Siemens Gamesa utilizes this third-party wind technician competency framework for training actions related to first aid, manual handling, fire awareness, working at heights and sea survival.

Collaboration with suppliers and contractors is done through our Supplier Management Process, which involves HSE requirements in both the basic qualification processes as well as in the supplier quality evaluation and development stages. The Supplier Quality Management team recently set up an HSE awareness-raising program which is focused on the health and safety of team members when they visit suppliers and contractors at their facilities or project sites. The program also allows team members to record and monitor HSE performance within the supply chain and identify specific suppliers or contractors that required additional improvement and/or development programs. The mission and goals of the program were specifically designed to:

- Protect the safety of all Siemens Gamesa employees during supplier visits
- Ensure that our supply chain complies with Siemens Gamesa HSE requirements
- Continuously improve our supplier's HSE performance.

# Pillar 3: Green Development

[L11-M01] Climate change and resource scarcity are some of the greatest global challenges facing society today. At Siemens Gamesa we believe that sustainable development and commercial success go hand in hand. As a provider of clean, reliable and affordable wind power, protecting and enhancing the environment is fundamental to our culture.

Environmental excellence is an essential pillar in contributing to achieving the UN's 17 Sustainable Development Goals (SDGs) and meeting the requirements set out in the Paris Agreement for climate change. We are committed to fostering the sustainable use of resources, a culture of respect for the natural environment and to leading the fight against climate change by reducing the environmental impact of our company's activities.

We continuously drive environmental improvements to our internal operations at our factories and across our project sites. This is only possible with the commitment and engagement of our knowledgeable and experienced employees, who regularly demonstrate high levels of interest and awareness of environmental protection. However, we recognize that our internal efforts to reduce our environmental impacts are only strengthened when combined with other collaborative initiatives with our business partners such as customers, suppliers, authorities and political figures, industry associations, research institutes or similar. We thereby seek, lead and support environmental improvements throughout our product value chain to ensure appropriate improvements are realized in all life cycle stages of our products and services.

## 7.1. Environmental Governance

### 7.1.1. Environmental Management System

[102-11] Siemens Gamesa has incorporated the precautionary principle regarding environmental protection in accordance with the provisions of Article 15 of the Rio Principles. This principle has been widely accepted in laws and regulations aimed at protecting the environment.

[L11-M02] The global Head of Quality Management and Health, Safety and Environment (QM&HSE) is responsible for the governance of Siemens Gamesa's Integrated Management System including all HSE related certifications, policies and procedures. Siemens Gamesa has an Environmental Management System certified according to the ISO 14001:2015 standard, which covered 113 locations in 2019. The scope of certification covers all functional areas and core processes related to the sale, design and development, procurement and manufacturing of wind turbines as well as other mechanical and electrical components for both wind and non-wind applications. Project development such as execution, construction, installation and service of wind turbines is also covered by the scope of this certification. The certificate is valid from July 2018 to July 2021.

[LM11-M03] Siemens Gamesa's Integrated Management System provides a framework of global procedures and tools around various HSE topics to monitor, control and improve the company's HSE performance. For environment, the company can demonstrate compliance to our stakeholders, identify potential aspects and implement controls to avoid or reduce potential environmental impacts as well as engage employees and motivate suppliers to improve the environmental performance when planning and carrying out activities related to our operations, products and services. However, the management system, which is composed of a series of

documents and tools, is otherwise ineffective without competent employees and a supportive leadership team bringing it to life.

[LM11-M04] After a two-year integration project with the focus on creating an agile HSE management system based on the former legacy systems, Siemens Gamesa now has all HSE processes in place that are consistent across the company along with supporting HSE IT applications used by all parts of the business. The global HSE processes are governed by the corporate HSE function. They are developed in cooperation between HSE specialists across Siemens Gamesa to ensure they reflect the different parts of the business. As such they also apply in all of Siemens Gamesa - in both corporate functions and in the business units.

## 7.1.2. Siemens Gamesa Policy

[L11-M05] The Siemens Gamesa Policy<sup>33</sup> provides clear direction and specific objectives with regards to Quality, Health, Safety and Environment. It is divided into six pillars (below) which form the basis of how our combined strategy and activities for HSE are categorized in Siemens Gamesa. Further, it applies globally to all Siemens Gamesa activities, regions and locations and is mandatory for all employees working for Siemens Gamesa, on its behalf or under its authority.

The policy forms the basic framework for how we aim to achieve our Company DNA. The following quote, taken from our policy, clearly articulates our core philosophy:

*“United we will shape the renewables sector and its entire value chain, leveraging our industrial, technological and innovative capabilities to contribute to a cleaner and more sustainable environment for generations to come”.*

## 7.2. Climate strategy

Siemens Gamesa recognizes that climate change is a global issue requiring urgent and collective action by governments, businesses and citizens alike. As a provider of clean affordable energy, our scale and global reach reinforces the central role we have in shaping the future’s energy landscape. We are committed to action and will continue making important contributions to the global economy’s decarbonization in terms of the products and

services we develop, the ways in which we operate and the partnerships we engage in with policymakers, industry associations and business partners to address climate change collectively.

### 7.2.1. Climate Change Policy

Aware that climate change is a fundamental threat to markets and sustainable development, the Group has adopted a Climate Change Policy<sup>34</sup>, which applies company wide.

The policy enforces Siemens Gamesa’s intent to continue developing renewable energy technologies and promoting their uptake to achieve a global low-carbon energy generation model that not only reduces environmental impacts but also ensures a sustainable future for generations to come.

This policy was drawn up to contribute to Principle 4 of the Corporate Social Responsibility Policy:

*“Contribute to sustainable development by reducing the environmental impact of Siemens Gamesa’s activities and generating new solutions through innovation.”*

As far as climate change is concerned, Siemens Gamesa is committed to nine principles:

1. Support the global greenhouse gas emission reduction goals established in the Paris Climate Agreement and any international agreements that replaces it.
2. Support the United Nations Sustainable Development Goals (SDGs) to take urgent action to combat climate change and its impacts.
3. Foster and implement management systems that make it possible to fight climate change.
4. Pursue innovative advances in product design that help provide sustainable solutions to current climate challenges and achieve the gradual greenhouse gas emission reduction goals.
5. Advocate a global emissions market that makes it possible to generate the resources needed to finance clean energy projects, both in industrialized countries and in other emerging and developing economies.

<sup>33</sup> See: Siemens Gamesa Policy [[Link](#)]

<sup>34</sup> See: Climate change policy [[Link](#)]

6. Support a culture for an efficient and responsible use of energy and resources, as well as behavior favoring such responsible use.
7. Develop training and awareness-raising activities for its staff and external stakeholders throughout the value chain and for society in general concerning the environment and the fight against climate change.
8. Transparently report significant results and activities with respect to the fight against climate change.
9. Promote industry alliances and partnerships with multiple interested parties to take advantage of the resources of the Siemens Gamesa Group, with a view to solving climate problems and generating social value.

This policy was revised and endorsed by the Board of Directors on September 25, 2019.

The company has made undertakings to several business initiatives aimed at reducing greenhouse gas emissions, such as the American Business Act on Climate Pledge<sup>35</sup> or the Paris Pledge for Action<sup>36</sup>.

## 7.2.2. Climate risks and opportunities

Siemens Gamesa Board of Directors has established, through the "General Risk Control and Management Policy", basic principles and risk control mechanisms for properly identifying, assessing and managing the relevant risks of all its activities and businesses, including those at both the company and asset levels. More specifically, climate change risks and opportunities are included in the corporate risk model, which applies the benchmark standards COSO and ISO 31000. A corporate risk map is performed annually and supervised by the Audit, Compliance and Related Party Transactions Committee adjacent to the Executive Committee. This assessment considers any disruptive changes to the business model. These can be changes in policies or legal frameworks, new market trends or technologies. Climate-related risks are an inherent part of these mechanisms on a velocity radar of 5 to 10 years.

Climate-related risks and opportunities are also identified, assessed and managed at the functional levels of the organization. A combined number of internal procedures

assess the potential size, scope and significance of the identified climate-related risks, as well as establish strategic measures to reduce or eliminate these risks all together. Annually assessing our environmental aspects (risks and opportunities), performing energy mappings at production facilities and project sites, setting absolute and relative reduction and efficiency targets related to emissions, making investments related to energy are some examples of these strategic measures.

### 7.2.2.1. Task force on climate-related financial disclosures

The Financial Stability Board (FSB) set up the Task Force on Climate-Related Financial Disclosures (TCFD) in 2015 to develop recommendations for more efficient and effective climate-related disclosures. A clear, efficient, and voluntary disclosure framework will improve the ease of both producing and using climate-related financial disclosures for lenders, insurers and investors.

Siemens Gamesa performed a TCFD Climate Maturity Assessment in 2018 to assess our readiness to address financial risks and opportunities in relation to climate change, as well as to assess the effectiveness of our climate-related strategies and processes. Focus was placed on four key areas: governance structures, environmental strategy, risk management processes as well as metrics and targets.

Siemens Gamesa is presently assessing whether it will adopt this voluntary disclosure framework to develop climate-related financial disclosures to foster more informed investment, credit and insurance decisions by our financial stakeholders

### 7.2.3. Carbon-neutral strategy

[L11-M09] [L11-M10] Siemens Gamesa has committed itself to becoming carbon neutral by 2025. Carbon neutrality is one of the most ambitious targets an organization can commit itself to. Several motivating factors encouraged this decision such as the need to adapt to changing market landscapes and to leverage new opportunities, the growing climate awareness by our management and employees as well as the anticipation of future climate regulations and carbon prices.

<sup>35</sup> See: American Business Act on Climate Pledge [\[Link\]](#)

<sup>36</sup> See: Paris Pledge for Action [\[Link\]](#)



Carbon neutrality in Siemens Gamesa includes measuring, reducing and/or offsetting the CO<sub>2</sub> generated directly or indirectly by the company. The global roadmap for meeting this commitment includes a combination of adaptation and mitigation actions, such as:

### 7.2.3.1. Energy reductions and efficiency measures

Siemens Gamesa will continue to make reductions and implement energy efficiency measures related to their operations across production facilities and project sites. For more detailed information around energy reduction and efficiency refer to 7.3.2. We are currently investigating total costing methods (CAPEX and OPEX) related to energy efficiency in new factories.

### 7.2.3.2. Electricity supply from renewable energy-based sources

Siemens Gamesa will continue to transition its electricity supply towards renewable sources. A significant share of our locations in Denmark, Spain and United Kingdom are already supplied with renewable energy.

This has been achieved through the purchase of green renewable certificates that guarantee that the electricity has been generated by a renewable energy source. We are currently investigating how this could be established in other countries where we operate. We are also assessing the cost and feasibility of implementing renewable energy generating technologies directly at our facilities in the future.

### 7.2.3.3. Offset of non-avoided emissions through compensation projects

Where we cannot reduce or transition our energy, Siemens Gamesa will compensate for the non-avoided emissions by investing in environmental projects which aim to reduce future emissions to balance our carbon footprint. We are currently investigating in Clean Development Mechanism (CDM) projects and sink projects involving reforestation actions that could contribute to offsetting our greenhouse gas emissions.

Siemens Gamesa has one wind power project registered in 2019 as Clean Development Mechanism (CDM) under the United Nations standards (UNFCCC). This project

generates Certified Emission Reductions (CER) that are used to offset GHG emissions. The project is in the state of Oaxaca in Mexico and is currently in operation.

A decision is yet to be taken on the different deadlines and scenarios to exchange the CERs available for use and subsequently deleted from the CDM register to offset Siemens Gamesa's GHG emissions in keeping with its climate neutral strategy.

Table 40 - CDM projects under Siemens Gamesa

Project	Bii Nee Stipa
Location	Juchitan de Zaragoza, Oaxaca (Mexico)
Crediting period	31.12.2008 - 30.12.2018
CER verified	636,197 metric tonnes CO <sub>2</sub> -eq
Project link	[Link]

### 7.2.3.4. Green mobility plan to reduce fleet emissions

Siemens Gamesa has defined a "Global Mobility & Transportation Policy Framework" which includes a decreasing set of CO<sub>2</sub> limits for management fleet over the next three years. The company is currently implementing this framework, which will support in reducing the Company's Scope 3 (Indirect) GHG emissions. Combined with this, Siemens Gamesa is looking into the cost and feasibility of replacing part of its existing operational fleet vehicles with for example, plug-in hybrids or electric vehicles, which will support in reducing the company's Scope 1 (Direct) GHG emissions.

### 7.2.3.5. Science Based Targets Initiative (SBTi)

The Science Based Targets Initiative (SBTi) is an initiative between the Carbon Disclosure Project, the United Nations Global Compact, World Resources Institute, the World Wild Life Fund for Nature and the We Mean Business Coalition. The SBTi encourages companies to commit to making measurable reductions in carbon emissions at a level necessary to meet the 2-degree Celsius warming target set in the Paris Climate Agreement.

Siemens Gamesa announced its formal commitment to the SBTi at the Global Climate Action Summit in September 2018<sup>37</sup>. The company is committed to developing a measurable, science-based emissions

<sup>37</sup> Press Release on Siemens Gamesa's commitment to the SBTi [Link]

reduction target within the next two years that will be independently validated by SBTi's team of technical experts.

### 7.2.3.6. Verified GHG emissions report

Since Siemens Gamesa is committed to science based and transparent communication, we will monitor and report our progress towards carbon neutrality annually through a GHG emissions report in accordance with "The GHG Protocol" and the requirements set by ISO 14064-1. Furthermore, our GHG emissions report was verified by an independent party, according to ISO 14064-3, with a limited assurance scope pursuant to ISAE 3410.

## 7.3. Environmental targets and performance

The company has established a broad range of targets oriented to achieve its commitment to fight against climate change and to protect the environment. These set of targets cover the most significant environmental aspects for the company and are defined to be accomplished by 2025. They include:

- 10 % increase in energy efficiency
- 10 % increase in waste efficiency
- 10 % reduction in waste to landfill
- 10 % reduction in hazardous waste

Monitoring and analyzing the environmental performance of our production facilities and project sites on a regular basis is essential to attain these goals. During FY19, Siemens Gamesa implemented Sphera, our internal HSE software tool that allows for data collection and the generation of real-time trends for subsequent analysis. Further, it provides the backbone for handling all environmental related data and supports us in:

- Reporting environmental incidents
- Monitoring environmental data and visualizing these for better analysis
- Creating transparency and opportunities for best practice sharing.

### 7.3.1. Material use

The company's procurement of raw materials in 2019 stood at 63,762 tons, of which close to 83% were lubrication materials. Other relevant materials include small steel parts (6,335 t) and fasteners (3,147 t). [301-1]

Table 41 - Key materials used by weight

(kg)	FY19
Lubrication	52,871,879,033
Small Steel Parts	6,335,366,442
Fasteners	3,147,144,429
Composites - Nacelle & Rotor Cover	325,201,299
Towers - Conversion	287,218,114
Hydraulics - Rotorlock System	145,136,294
Castings - Bearing Housing	88,541,028
Blades - Resin & Structural Adhesive	72,741,853
Cooling	47,899,585
Blades - Paint & Adhesive	46,936,171
Blades - Glass Fiber	39,411,542
Castings - Hub	36,878,935
LSF - Rotorhouse	33,732,667
Towers - Steel Plates	32,785,310
Segments	28,996,980
Castings - Main Frame	21,001,699
Hydraulics - System	20,667,221

### 7.3.2 Energy Use

[302-1] [302-2] Energy consumption within Siemens Gamesa is systematically monitored, for all significant Group locations (production facilities, buildings, project sites and offices belonging to Siemens Gamesa and accounting for 95% of the energy consumption, excluding energy consumption from contracted companies). The energy consumption is calculated by adding up the following items:

- Primary energy consumption of fuels
- Secondary energy consumption of electricity and district heating bought from third parties

The monitoring of energy consumption is described in our internal procedure for environmental monitoring and is applicable to all of Siemens Gamesa. The procedure defines the criteria that ensures the monitoring from all significant locations and units as the cut-off criteria is set

so detailed monitoring includes 95% of total energy consumption. There is a clear overview of the locations in scope for monitoring and each data type is defined in detail to ensure a consistent recording across all countries and locations. Data for energy consumption is recorded in Sphera on monthly basis and with the acceptance of several input units. All records are then converted to the company standard value in GJ.

[302-3] Total internal energy consumption amounted to 1,255,935 gigajoules (20% higher than in 2018) in the reporting period. Hence, the figure for energy consumption per employee and year could be estimated to 51.36 GJ/employee/year. Natural gas is the most relevant primary energy source, representing 51 % of the total primary energy demand.

Total electricity consumption for the reporting period amounted to 706,891 GJ, of which the share of renewable electricity amounted to 62%.

Table 42 - Primary energy

(gigajoules-GJ)	FY19	FY18
Natural gas	233,694	243,458
Fuel oil	5,046	85,029
Gasoline/Diesel	188,457	39,759
Liquefied petroleum gas	27,352	18,213
<b>Total Primary Energy</b>	<b>454,549</b>	<b>386,459</b>

Table 43 - Secondary energy

(gigajoules-GJ)	FY19	FY18
Electricity from standard fuel combustion sources	271,933	160,829
Electricity from renewable sources	434,958	402,986
District heating	94,495	99,323
<b>Total secondary Energy</b>	<b>801,386</b>	<b>663,138</b>

Table 44 - Total energy

(gigajoules-GJ)	FY19	FY18
<b>Total Energy consumption</b>	<b>1,255,935</b>	<b>1,049,597</b>

<sup>38</sup> This information has been updated with respect to previously disclosed information due to the process of preparation of this Consolidated Non-Financial Statement 2019 and the certification thereof.

### 7.3.3 Greenhouse gas emissions (GHG)

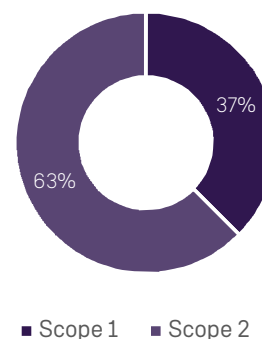
Siemens Gamesa measures its direct and indirect emissions on an annual basis according to the requirements set forth in ISO 14064-1. The GHG emissions inventory is then published in our GHG emissions report, which is verified by a third party and made externally available.

Table 45 - Total emissions

(t CO <sub>2-eq</sub> )	FY19 <sup>38</sup>	FY18
GHG emissions scope 1	26,437	22,865
GHG emissions scope 2	44,261	38,502
<b>GHG emissions total</b>	<b>70,698</b>	<b>61,367</b>

The Company's total emissions of CO<sub>2-eq</sub> under Scope 1 and Scope 2 amounted to 70,698 tons CO<sub>2-eq</sub> during the reporting period.

Figure 17 - GHG emissions share 2019



#### 7.3.3.1 Scope 1 (direct) emissions

[305-1] Direct greenhouse gas emissions (Scope 1) arise from sources in the company's ownership or under its control. It includes emissions generated by the combustion of materials to generate heat.

In addition, chlorofluorocarbon substances (CFCs) and halons, traditionally used as coolants and propellants, affect the ozone layer if they are released into the

atmosphere. The presence of these substances at Siemens Gamesa is marginal and found mainly in fire extinguishing equipment and cooling systems. Maintenance of this equipment, which works in closed circuits, is done in accordance with prevailing legislation.

During the reporting period, Scope 1 emissions amounted to 26,437 tCO<sub>2</sub>-eq.

### 7.3.3.2 Scope 2 (indirect) emissions

[305-2] Indirect greenhouse gas emissions (Scope 2) refer to the consumption of purchased electricity and district heating. In order to calculate the indirect emissions produced by consuming electricity, specific emission data from the supplier is used as preference. If these are not available, the country specific conversion factors are used. During the reporting period, Scope 2 emissions amounted to 44,261 tCO<sub>2</sub>-eq.

### 7.3.3.3 Scope 3 (other) emissions

[305-3] Scope 3 emissions are all indirect emissions (not included in scope 2) that occur in the value chain of the company, including both upstream and downstream emissions.

This calculation includes transportation and distribution (marine diesel oil for vessels), disposal of waste generated in operations, use of sold products, business travel (air travel, rail travel) and employee commuting.

During the reporting period, Scope 3 emission<sup>39</sup> amounted to 71,825 tCO<sub>2</sub>-eq

### 7.3.3.4 Greenhouse gas (GHG) emissions intensity

[305-4] GHG emissions intensity expresses the amount of GHG emissions per unit of activity, output, or any other internal-specific metric. In the case of Siemens Gamesa both revenues and number of full-time employees. For the reporting period, the combined intensity ratio for direct (Scope 1) and indirect (Scope 2) GHG emissions was 2.89 tCO<sub>2</sub>-eq /employee.

## 7.3.4 Atmospheric Pollutant Emissions

[305-6] [L11-M06] Other industrial emissions into the atmosphere are also relevant in terms of environmental protection.

Volatile organic compounds (VOC) contribute to the formation of ozone close to the earth's surface and are responsible for what is known as summer smog. These organic compounds are used by Siemens Gamesa as solvents in paints and adhesives, in impregnation processes, and for surface cleaning.

The monitoring of VOC emissions is defined by local authorities and can be done either via measures in the exhaust systems or via mass balances calculating the air emission based on the actual consumption and the amounts disposed of as waste. Both methods are accepted in our internal procedure for air emissions management as local legislation shall be complied with. Quantitative measurements are conducted at each air emission source by an authorized third party, when required by authorities.

We also monitor the use of ozone-depleting substances (ODS) and comply with the Montreal Protocol, the international convention on the protection of the ozone layer, as well as with country-specific legislation.

Table 46 - Atmospheric pollutant emissions

<i>(metric tons)</i>	FY19	FY18
Volatile organic compounds (VOC)	278	254
Ozone depleting substances (ODS)	0.24	0

### 7.3.5 Waste

[306-2] Environmental impacts from Siemens Gamesa's waste depend on the waste types generated and the waste treatment methods selected. Our waste performance indicators address absolute reductions in waste as well as improvements in waste treatment according to the waste hierarchy.

The waste generation and the management of waste is governed through our internal procedure for waste management that applies globally across Siemens Gamesa. The procedure defines the differentiation between hazardous and non-hazardous waste, being that this material arises directly from our production facilities

<sup>39</sup> Scope 3 emissions reported is limited to Offshore business unit

and project sites. Waste generation is recorded from all significant locations monthly.

Waste records are additionally divided into recyclable waste where we specify waste for reuse, waste for recycling and waste for recovery including energy recovery as well as waste for disposal or landfill.

In addition to defining the recording of all different waste types the procedure also sets requirements to local waste management plans and to segregation, labelling and storage of waste in a way that protects any contamination from potential spills and at the same time secures correct waste disposal.

The total volume of waste amounted to 58,506 tons in the reporting period. The ratio of hazardous waste generation to non-hazardous waste generation is set up at 1:6.2, and the waste overall recycling rate was 77%.

Table 47 - Waste production

<i>(metric tons)</i>	FY19	FY18
Hazardous waste   Recyclable	4,413	1,892
Hazardous waste   Non recyclable	3,686	2,112
Non-Hazardous waste   Recyclable	40,605	31,006
Non-Hazardous waste   Non-recyclable	9,802	12,795
<b>Total waste generation</b>	<b>58,506</b>	<b>47,805</b>

### 7.3.6 Water

[303-1] Water consumption at Siemens Gamesa is mainly produced at manufacturing centers, where the best practices available are used to reduce water withdrawal and consumption and to include reused water in production processes. Work is also being done on lowering environment impact by avoiding water withdrawal in water-stressed areas. Moreover, the company is focusing on making efficient and responsible use of sanitary water at offices and buildings.

Water usage is governed by an internal procedure for water & soil protection that sets the requirements to monthly recording of the usage of different water types as well as to recording of wastewater and the destination of the wastewater. The procedure also has detailed recommendation for using spill kits on each location

Total water consumption in the period amounts to 706,034 cubic meters. [303-3] During fiscal year 2019, a total of 444 m<sup>3</sup> of recycled water was used.

Table 48 - Water consumption

<i>(cubic meters)</i>	FY19	FY18
Fresh water	473,345	428,835
Underground water	89,693	6,673
Ground and surface water for cooling purposes (*)	142,996	10,130
<b>Total water</b>	<b>706,034</b>	<b>445,638</b>

*(\*) returned to receiving water body chemically unchanged, but warmed.*

[303-2] [306-5] There are no records of any water sources being significantly affected by water withdrawals made by Siemens Gamesa in the reporting period. In other words, no water sources were recorded to have been significantly affected by:

- withdrawals which amounted to more than 5% of the total annual average of any water mass
- withdrawals from water masses recognized by experts as being especially sensitive due to their relative size, function or unique nature, or otherwise, a threatened or endangered system that shelters protected plants or animals
- withdrawals from Ramsar wetlands or from any other local or international protected area. All withdrawals of water are strictly regulated by public administrations, which grant permits and set the maximum withdrawal volumes allowed to ensure no significant impacts occur.

[306-1] The volume discharged at the end of the reporting period amounted to 328,870 m<sup>3</sup>. Most of effluents discharged are linked to the use on manufacturing processes.

Table 49 - Wastewater produced

(m³)	FY19	FY18
Wastewater from employee facilities	121,423	139,011
Wastewater from manufacturing processes	164,610	220,819
Other wastewater (incl.losses)	0	81,216
Conditioned cooling water discharged as wastewater	35,245	0
Total waste water without chemically unchanged cooling water	321,278	441,046
Cooling water (returned to receiving water body chemically unchanged, but warmed)	7,592	10,130
<b>Total wastewater</b>	<b>328,870</b>	<b>451,176</b>

### 7.3.7 Substances

Siemens Gamesa has implemented a global substance management process to achieve a safe and environmentally sustainable use of chemical products involved in our activities. The process is described in our internal procedure substance management. The procedure is applicable both in wind turbine design and development as well as in the procurement, materials handling, transport and import/export of components, and when chemical product or component waste is handled during wind turbine manufacturing, assembly, installation and servicing. Furthermore, the procedure sets out requirements for chemical products used in the work performed by third parties under Siemens Gamesa's responsibility.

The procedure defines an evaluation process for all requests of usage of new chemical products in Siemens Gamesa. The evaluation process is performed by several internally trained employees that evaluate the request up against Siemens Gamesa defined List of Prohibited Products and List of Restricted Products. The prohibition or restriction criteria are defined based on the hazard classification of the chemical products. Existing products are evaluated on an annual basis and phase out plans are implemented for existing products meeting the prohibition criteria.

### 7.3.8 Environmental incidents

#### 7.3.8.1 Spills

Operational controls are implemented at all Siemens Gamesa production facilities and project sites to protect water and soil from potential spills e.g. through the creation of prevention and response plans and the use of control measures such as spill trays, loading and unloading areas, proper storage of substances, routine inspections, etc. Should a spill occur, Siemens Gamesa is equipped with detection, reporting and correction methods to prevent the incident from reoccurring.

A total of 586 spills were recorded in 2019 during this reporting period of which 304 were contained and another 282 affected either water or soil to some degree. The total volume of reported spills amounted to 5,972 liters. None of these spills required any exceptional corrective measures. [306-3]

#### 7.3.8.2 Other environmental incidents

In addition to spills, there were 927 more environmental incidents in relation to:

- Stakeholder complaints (69)
- Fire, smoke or explosions (38)
- Natural disasters (39)
- Other (781)

#### 7.3.8.3 Fines and non-monetary sanctions

In 2019, there were no significant non-conformances or stakeholder complaints involving authorities reported related to the environment. Further, Siemens Gamesa did not pay any significant fines or penalties related to environmental or ecological issues. Significant fines or penalties are defined as those greater than \$10,000 USD (or equivalent when converted from local currency).

### 7.3.9 Environmental successes

At Siemens Gamesa, we pride ourselves on our consistent efforts to improve our environmental performance in relation to our internal operations. We have a centralized tool where we track our HSE improvements and categorize them in relation to the six pillars of our HSE Policy and our HSE processes. HSE improvements can be categorized as actual environmental savings e.g. absolute reduction,

substitution or efficiency measures or other initiatives such as campaigns, investigations or mappings, trainings, etc.

In 2019, several improvement actions were proposed and for those implemented the following environmental savings were achieved:

- 17,942 GJ in energy savings
- 1,851 T in waste savings
- 19,231 m<sup>3</sup> in water savings

In spring of 2019, Siemens Gamesa's cleaning service provider in Denmark changed all cleaning products used on site to biodegradable products. The manufacturer of the cleaning products is a pioneer in overall sustainable and high-performance cleaning and hygiene products for business sectors. The new cleaning products used in Siemens Gamesa qualify for both the EU Ecolabel as well as Cradle to Cradle certification marks without compromising their high cleaning performance. The range of products covers cleaning products for industrial or building applications as well as for personal hygiene products found in bathrooms and change rooms. The purpose for changing products was to minimize the use of environmental substances in our workplace while creating a better and safer work environment for our employees.

[L11-M08] Siemens Gamesa's provider for canteen services in Denmark also started a national campaign for food waste. A new uniform price model was introduced in canteens which enabled food waste to be significantly reduced. A new process for separating food waste was also implemented in order to measure the effectiveness. Average food waste from plates went down from 7 kg per day to 3.5 kg.

In the nacelle factory in Brande, Denmark, a polystyrene compactor was introduced to reduce packaging waste volumes in the factory. In the past, a compactor was used to handle polystyrene packaging, but the machine design was ineffective as it typically got clogged and there were ergonomic hazards when the plastic was fed into the machine. In FY19, the old machine was replaced with a new compactor that was able to reduce the polystyrene to a dimension 35 times smaller compared to the original volume. This had significant benefits in terms of manual handling as well as the frequency of collections by waste handlers, in fact the original 65 collections were reduced to 3. This reduction also meant savings of roughly 5,500 Euros and 4,100 kg CO<sub>2</sub>, which was calculated based on FY19 amounts of polystyrene. Furthermore, the

compressed polystyrene enabled the factory to sell some portions of the "waste", thereby providing an additional source of income equivalent to roughly 5,000 Euros.

In the same nacelle factory, solar film windows were installed on the southside of the main building in addition to a ventilation system being upgraded. The result of these upgrades is both an annual energy savings of 2,968,850 kWh from a mix of electricity and natural gas as well as 552,359 kg of CO<sub>2</sub> emissions annually.

Our rotor blades and tower sections are typically suited with protective covers made from tarpaulin to protect our components during transport and storage. During the installation of the wind farm Arkona Becken, a total of 180 blade covers, 180 blade bearing covers, 360 tower covers, 60 entrance covers were used which totaled 780 tarpaulins, with an average size of 40 m<sup>2</sup>. The projects logistical framework did not allow for an easy and cost-efficient return for re-use when considering transporting, cleaning, sorting and storing the used tarpaulins. As the next best alternative, the project team collaborated with COMEBAGS to produce bags from the used materials. The bags were made by people with disabilities, along with the help of the team leaders. They were then distributed to the project technicians for their outstanding work both during preassembly as well as installation. This is a great combination of both social and environmental aspects.

## 7.4. Product stewardship

[302-4] [302-5] Product stewardship at Siemens Gamesa is the process in which health, safety, social and environmental aspects are central characteristics of the product itself. Everyone involved in the product's lifespan takes responsibility for reducing any potential adverse impacts on the health and safety of technicians, other stakeholders or the environment. As an original equipment manufacturer, we recognize we have the greatest ability to minimize any potential, adverse impacts. However, we also require our suppliers, contractors and customers to support us in our efforts where possible.

Our product portfolio represents our biggest contribution to climate change mitigation and our decarbonization strategy. Despite the green profile of our products, we continue striving to reduce the environmental impacts associated to them such as improving resource efficiency in our design and manufacturing process, optimizing energy production during operation or reducing meantime between service visits.

### 7.4.1. Product portfolio and environmental benefits

[305-5] Siemens Gamesa’s product portfolio directly contributes to a reduction in GHG emissions and climate protection. Furthermore, it is part of our response to other global challenges such as the scarcity of natural resources and environmental pollution.

In 2019, 9.3 GW of wind energy was installed helping our customers further reduce their emissions by 25 million tons of CO<sub>2</sub>. Cumulatively since 1998, more than 99 GW of wind energy has been installed from Siemens Gamesa’s wind turbines. This allows our customers to mitigate their carbon footprint by more than 259 million tons of CO<sub>2</sub> per year.

### 7.4.2. Life Cycle Assessments

Siemens Gamesa quantifies and documents the significant life cycle impacts of our products and operations (manufacturing, installations, services) by performing Life Cycle Assessments (LCAs) in accordance to the ISO 14040 series of standards and applicable Product Category Rules (PCRs). This methodology analyzes the environmental impacts across the entire life cycle of the product and the processes associated to each life cycle stage. We use LCA findings as a basis to:

- Communicate our environmental performance to our internal and external stakeholders in the form of Type II and III Environmental Product Declarations (EPDs).
- Identify opportunities to improve our environmental performance in future designs.

By continuously increasing the number of LCAs and EPDs, we are developing a comprehensive knowledge base about the environmental footprint of our products and operations.

At the same time, we use the insight gained from the LCAs to improve not only product-related but also operation-related aspects. Take for example our offshore platform upgrade strategy where current turbine models are not only outperforming former models in terms of LCoE but also in environmental impacts such as energy payback time and CO<sub>2-eq</sub> emissions per kWh to grid.

Table 50 - Lifecycle assessments (LCA) and environmental product declarations (EPD)

	FY19	FY18
# LCAs	20	16
# EPDs	17	14

The current reporting period shows a 100% rate for products covered with LCAs (Screening and Full-Scale) and EPDs (Both Type II & Type III), as well as a 100% revenue-based coverage ratio within our business.

In this past fiscal year, Siemens Gamesa published the following Environmental Declarations:

- Type II Environmental Declaration for East Anglia One offshore windfarm using SG 7.0-154 DD;
- Type III Environmental Product Declaration for SG 4.5-145.

### 7.4.3. Environmental criteria in product design

Apart from the clear environmental benefits associated to renewable energy production, Siemens Gamesa designs, manufactures and services its products in ways that enhance their environmental performance. Our product development process incorporates many principles based on ISO 14006:2011.

Explicit processes and procedures have been established for assessing and improving environmental aspects associated with the in-house design of components. For example, setting improvement targets in relation to reducing material amounts or component weights, substituting material or substance types or increasing the capacity factors. We also define specifications for and maintain close dialogues with suppliers for the supply of environmentally improved materials, articles and components.

Operational procedures and controls are also set to assess and improve environmental aspects linked to manufacturing, assembly and construction, such as developing action plans and improvement measures for the materials and substances used, the waste generated, the energy consumed, or the VOCs emitted.

Packaging from material and component deliveries from suppliers as well as from Siemens Gamesa’s component



shipments is an aspect with potentially high environmental impacts for our products' distribution, storage and transport. Focus will be placed in the future to gain a better understanding of current and upcoming legislation on packaging and its potential impacts on Siemens Gamesa, as well as on raising awareness about the importance of packing or about introducing more recyclable packing materials.

Efforts are being made to improve our component upgrades and lifetime extension (LTE) service offerings, spare parts and parts refurbishment offerings for service and maintenance operations on our customers' turbines. Other aspects for improving the environment include SCADA control functions for optimal wildlife protection, increased mean times between service visits that result in lower fuel use, as well as reduced exposure and safety risks for technicians, and remote diagnostics to keep availability and capacity factors as high as possible.

Our products are designed to embody energy efficiency at a global scale. Our products thereby incorporate greater energy efficiency throughout most stages of a wind turbine's life cycle including: the acquisition of raw materials and components, the manufacturing and assembly of components, as well as their delivery, installation, operation and maintenance.

Our wind turbines also record better efficiency figures compared to preceding models for many environmental indicators, including size, weight, visual impact, reduction of materials and selection of those with low environmental impact, production optimization, reusable packaging, less civil and installation works, noise reduction, waste generation optimization during maintenance and a modular design to facilitate dismantling.

#### 7.4.4. Environmental requirements in our Supplier Code of Conduct

At all times, we require our suppliers and contractors share with us the common goal of behaving in an ethical, law-abiding manner. Our global Code of Conduct for Suppliers and Third-Party Intermediaries establishes standards to ensure that working conditions in our supply chain are safe, that workers are treated with respect and dignity, and that business operations with suppliers are ethical, social and environmentally responsible.

The Code of Conduct applies globally to all suppliers and third-party intermediaries of Siemens Gamesa.

#### 7.4.5. Extended producer responsibility

[L11-S008] Siemens Gamesa continuously works on improving the end-of-life phase. For example, we offer extended lifetimes regarding both design and the lifetime extension programs. Alternative materials such as recyclable resins are also being investigated to improve the recyclability of the composite rotor blades. Modular wind turbine design is also an environmental benefit, since it eases dismantling and optimizes waste treatment methods.

[L11-M07] The Group continues to take part in the Horizon 2020 "FiberEUse" project. Like the former GenVind Innovation Consortium, this project is looking into the potential for large-scale demos for a new circular economy value chain based on the reuse of fiber-reinforced composites. The FiberEUse project is aimed at applying a holistic approach to different innovation actions to enhance the profitability of composite recycling and reuse in value-added products. The project is based on the realization of three macro use-cases, further detailed in eight demos:

- Mechanical recycling and re-use in added-value customized applications as well as emerging manufacturing technologies like UV-assisted 3D-printing
- Thermal recycling and re-use in high-tech, high-resistance applications through controlled pyrolysis and custom remanufacturing
- Inspection, repair and remanufacturing for CFRP products in high-tech applications.

Siemens Gamesa is continuously evaluating its participation in similar projects, research consortiums and networks as it is in direct support of our HSE strategy, particularly in relation to waste and resource efficiency. Increasing the recyclability of turbine components is high on our agenda and we continuously take part in projects to support the development of a circular economy.

Some of our facilities are fully or partially dedicated to repairing components and returning them to operation (gearboxes, generators, electrical boards and even blades) in order to make progress toward a circular economy with the final aim of achieving cradle to-cradle solutions.

## 7.5. Biodiversity

[304-1] Siemens Gamesa products and services use certain natural resources (raw materials, water, fossil fuels and wind) to perform their function, thereby interacting with, and potentially affecting, ecosystems, landscapes and species. For example, this can occur when establishing new facilities or when constructing new wind power plants.

[304-2] Potential impacts to biodiversity can include, for example:

- Potential land use changes by using vehicles and machinery to open paths and remove vegetation
- Prolonged human presence which temporarily affects the behavior of species of fauna in a generally reversible way
- Potential species mortality due to collisions with our customers' wind turbines

Despite these potential impacts on biodiversity, Siemens Gamesa wind projects are constructed in a sustainable way that allows for a balanced coexistence, thus conserving and protecting natural assets, i.e. biodiversity and climate. This respect for biodiversity and ecosystems plays a leading role in the company's business strategy.

There are different regulatory and voluntary instruments to achieve a positive net balance in relation to biodiversity and the environment, including:

- Full compliance with permits granted by environmental and conservation authorities in each region, which establish requirements to ensure local environmental protection.
- Company policies and procedures under the integrated management system which establish environmental control plans
- Support for conducting environmental impact studies, which include analysis and prevention mechanisms that consider different alternatives and lay down corrective measures to avoid, mitigate or offset any possible damage
- Technology development related to our control functions (SCADA) and compatibility with other third-party applications for the detection of bird and bat species

Protected areas and areas of high biodiversity value without protection are generally avoided during the planning stage of new infrastructures.

[304-4] Potential environmental impacts are analyzed through a formal HSE aspects evaluation and by conducting environmental impact assessments beforehand, with measures to correct and minimize the impacts. In case that they cannot be completely mitigated, offsetting measures are taken.

Siemens Gamesa has activities in some areas where threatened species included in the IUCN Red List and in other national conservation lists live or could be present. This, however, does not mean that they are affected or threatened by such activities. The identification of species on the IUCN Red List and other species included in national conservation lists which could be affected by Siemens Gamesa's activities is monitored to take the necessary measures to avoid endangering them.

# Pillar 4: Responsible supply chain

[102-9] Siemens Gamesa has a strong history of supplier excellence, built up over the years through sustainable relationships with our supplier and contractor base. Our Company is being built on top of very strong legacies that have consistently created positive value contribution with our suppliers and contributors. That's why sustainability will remain a key catalyst for the supply chain in Siemens Gamesa.

The principles followed by our supply chain support several key activities that have consistently created positive value with our suppliers and stakeholders, such as, for example:

- Development of the local supply base adding highly technologically prepared and competitive competitors, while contributing to local wealth creation.
- Improvement through development plans with suppliers to achieve world-class component design to reduce costs.
- Creating opportunities for qualified suppliers to export to other regions based on their competitiveness.

All these activities are important contributors to internal activities such as definition of Commodity Strategies, New Product Introduction and Engineering Change Management.

## 8.1. Sustainability principles

[L11-S005] Our message to suppliers is that they must share with us the common goal of behaving in an ethical, law-abiding manner. The Group has therefore set a specific policy governing supplier relation and contracting

which provides a group-wide framework for the management and control of procurement activities, the **Siemens Gamesa Supplier Relationship Policy** <sup>40</sup>

As a foundation on sustainability for suppliers, and compliant to the Group policy, the **Code of Conduct for Suppliers and Third-Party Intermediaries** <sup>41</sup> (also commonly referred to as "the Code of Conduct"), was released in fiscal year 2018 setting out the Group's binding requirements.

The Code of Conduct is based on – among others – the UN Global Compact and the principles of the International Labor Organization, the principles of the Rio Declaration on Environment and Development, the Electronic Industry Citizenship Coalition® Code of Conduct, WindEurope® Industry Principles and ISO standards. It also reflects the Siemens Gamesa internal Code of Conduct and Guidelines, which reinforces the fundamental principles of sustainability and applies companywide.

The Code establishes standards to ensure that working conditions in the company supply chain are safe, that workers are treated with respect and dignity, and that business operations with suppliers are ethical, social and environmentally responsible. The Code remains independent and updated on a regular basis to reflect the standards of Siemens Gamesa in its operations with suppliers.

Siemens Gamesa promotes the Code to all suppliers and will request compliance and adherence to it from all our suppliers and third-party intermediaries. The Code of Conduct is incorporated into our General Purchasing Conditions, framework contracts and purchase agreements with each supplier, as well as into procurement tools.

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<sup>40</sup> See: Supplier Relationship Policy [\[Link\]](#)

<sup>41</sup> See: Supplier Code of Conduct [\[Link\]](#)

In 2019 Siemens Gamesa released the Booklet for the Code of Conduct for Suppliers and Third-Party Intermediaries (also commonly referred to as “the Code of Conduct Booklet”). This comprehensive material documents in detail our expectations towards our suppliers in each requirement presented in the Code of Conduct, being an important support for our sustainability detection modules.

The development of the Code of Conduct and the Code of Conduct Booklet is the result of the work performed by the Supplier Lifecycle Management and Sustainability community, which Siemens Gamesa has established as a work group since the merger in 2017. The group has representation in external communities, like the WindEurope® Sustainability Task Force, and is engaged in relevant sustainability topics.

Our sustainability performance is being monitored continuously and has been externally confirmed by the most renowned and relevant sustainability indexes and ratings. Our participation in various ratings and indices is always available in our website.

## 8.2. Sustainability in the supply chain

### 8.2.1. Mapping Siemens Gamesa supply chain

[102-10] [L11-SO06] [204-1] Siemens Gamesa purchased almost €8.2 billion from approximately 17,900 tier-1 suppliers in fiscal year 2019, our second full joint year. These suppliers have been impartially screened and assessed for high standards compliance with our excellence value.

Table 51 - Purchasing volume

(in Euros)	FY19 (*)	FY18
EMEA	5,692,065,363	4,184,511,490
Americas	1,401,167,513	978,237,630
Asia, Australia	1,144,372,394	867,251,580
<b>SGRE Group</b>	<b>8,237,605,270</b>	<b>6,030,000,700</b>

(\*) Purchase volume based on closed purchasing orders, not on accruals.

Table 52 - No. 1 tier suppliers

	FY19	FY18
EMEA	11,340	10,162
Americas	3,542	3,506
Asia, Australia	3,571	3,383
<b>SGRE Group</b>	<b>17,890</b>	<b>17,051</b>

Note to reader: The global tier-1 supplier number does not necessarily add up to the total number of suppliers by region. This is due to suppliers being accounted for by invoicing origin.

**Critical suppliers:** Siemens Gamesa also monitors **critical suppliers**, identified upon meeting the following conditions: i) the purchasing volume (PVO) exceeds €50,000; ii) if they operate or are based in a high-risk country (from corporate responsibility perspective); iii) if there is a high or medium-high financial risk with the supplier; and iv) no natural replacement is available for the supplier.

In fiscal year 2019, critical suppliers classified under these conditions accounted for 25% of the year’s total purchasing volume (approximately €2 billion).

Table 53 - No. of critical suppliers

	FY19	FY18
<b>SGRE Group</b>	<b>748</b>	<b>1,061</b>

**High sustainability risk suppliers:** Additionally, Siemens Gamesa keeps track of high sustainability risk suppliers, identified upon meeting the following criteria: i) if they operate or are based in a high risk country (from corporate responsibility perspective); ii) if they have incidents of compliance misconduct; or iii) not participating or scoring “low” in the Code of Conduct compliance detection modules (sustainability self-assessments, external sustainability audits and Supplier Quality audits with sustainability scope). Suppliers with demonstrated incidents of misconduct in any sustainability aspect are considered “high sustainability risk” suppliers regardless of their location.

The suppliers identified as having high sustainability risk to Siemens Gamesa in fiscal year 2019 accounted for 13% of the year's total purchasing volume (approximately €1.1 billion).

Table 54 - No. of sustainability high-risk suppliers

	FY19	FY18
SGRE Group	480	792

## 8.2.2. Integration of sustainability into SCM Strategy

The processes and tools available at SGRE provide strategic buyers with levers, risk indicators and transparency to support making the best sourcing decisions. Risk screening is based on financial analyses and commodity reports provided by external consulting companies, which feed indicators into our internal supplier comparison tool.

Processes and tools put into place by the Supplier Lifecycle Management team are also used to gather supplier information for other functions and allow for direct communication. The information collected from the supplier can trigger additional activities for hazardous materials declarations, contractor safety assessments and other health, safety and environment (HSE) related aspects.

Any suppliers that fail to meet our requirements may be conditionally approved (if issues are not critical) upon implementation of development measures, or immediately blocked from doing any further business with Siemens Gamesa (if issues are critical, especially for compliance issues).

## 8.2.3. Sustainability requirements and detection modules for suppliers

[308-1] [308-2] [414-1] [414-2] Since our suppliers play a critical role in our sustainability-oriented value chain, Siemens Gamesa expects them to also demonstrate their commitment towards the standards and principles which are summarized in the Code of Conduct.

### 8.2.3.1. Commitment to the Code of Conduct

[L11-S007] An integrated supplier management process is embedded company-wide in unified, mandatory procurement processes and a key part of this is ensuring that our suppliers agree contractually to abide by the Code of Conduct. We developed a system of contractual obligations to ensure that all our suppliers commit to its requirements:

- Qualifying suppliers: within our Supplier Qualification process, all suppliers must pass several preliminary requirements - one being the commitment to our Code of Conduct.
- Negotiating contracts: all new and extended procurement contracts must include the Corporate Responsibility contract clause which commits the supplier to our Code of Conduct and, additionally, defines self-assessment and audit rights.
- Purchase orders: to complete the system and to cover possible small procurement volumes which might not be covered by explicit procurement contracts, all purchase orders include the Code of Conduct commitment in the General Purchasing Conditions.

Moreover, in the transitional stage to achieving full integration, Siemens Gamesa requires the Code of Conduct for Siemens Suppliers and Third-Party Intermediaries or the Gamesa Code of Conduct for Suppliers to be respected by suppliers. Both legacy Codes are still valid, considered equivalent, and are enforced for our previous suppliers and contracts.

In fiscal year 2019, the total purchasing volume (PVO) of suppliers that have accepted the Code of Conduct was 84% in comparison to 65% last fiscal year demonstrating the improvement in the integration of our controls.

Siemens Gamesa implemented a risk-based due diligence process to identify any areas of non-compliance of our Code of Conduct and highlight opportunities to promote improved performance. This includes systematic screening of new and existing suppliers through background checks and risk assessments associated with the sector and countries of operation. For example, reports from external providers provide us with information on geopolitical, commodity and financial risks. If relevant, suppliers are selected to go through one or more detection modules, as is the case for high sustainability risk suppliers.

### 8.2.3.2. Detection Modules

**Sustainability Self-Assessments:** the supplier provides its own assessment of the requirements of the Code of Conduct based on a questionnaire. The questionnaire is available in Siemens Gamesa’s own platform or applied by a third party on behalf of Siemens Gamesa.

**Supplier Evaluations:** to ensure that suppliers continuously comply with our performance requirements in the course of the supplier relationship, performance of existing Siemens Gamesa suppliers is evaluated regularly based on standardized criteria as stipulated by ISO standards. The supplier evaluation is performed at least once a year and has our most relevant and critical suppliers in scope. The evaluation is carried out by collaborative cross functional teams and results in a standardized classification which ranges from “Excellent” to “Insufficient”.

**External Sustainability Audits:** Siemens Gamesa has appointed internationally recognized auditing companies to conduct on-site audits based on the universally valid principles of the Code of Conduct. The outcome is an in-depth assessment and report that enables Siemens Gamesa and its suppliers to identify and manage potential sustainability risks. External Sustainability Audits also play an important role in the supplier development scheme by improving the supplier’s sustainability performance.

**Supplier Quality Audits with Sustainability scope:** as part of our internal Supplier Qualification and Audits processes, audit questionnaires have been devised to include the scope of the Code of Conduct and are applied to critical suppliers from quality perspective.

### 8.2.3.4. Consequences of deviations

If areas of non-conformance are identified, the supplier and Siemens Gamesa will collaborate and agree on an action plan consisting of appropriate improvement measures. These shall mitigate and eliminate the adverse impacts caused by the breaches and enable the supplier to identify and prevent similar occurrences in the future. We require our suppliers to engage actively and without reservation in these activities.

All measures put in place after inspections are incorporated into the company-wide supplier management process at Siemens Gamesa and are

systematically selected and pursued. Implementation of the measures has, therefore, an influence on the supplier’s annual performance rating and on the assessment of the supplier’s future potential, as well as on the approval of the supplier within the regular supplier qualification process.

Any breaches may be reported at any time by using the Group Compliance Whistleblowing Hotline. Should any breaches be confirmed, systems are in place to communicate with the procurement community as well as with any cross-functions and stakeholders thus affected. If necessary, the offending suppliers are blocked globally.

Table 55 - Supplier monitoring

<i>(number)</i>	FY19	FY18
Sustainability Self-Assessments	1,132	1,104
Quality audits with sustainability questions	323	146
External Sustainability Audits	130	22

During fiscal year 2019, Siemens Gamesa assured that 78% of the purchasing volume (PVO) of high sustainability risk suppliers was covered by at least one of the detection modules above.

### 8.2.4. Conflict minerals

We are committed to working toward avoiding the use, within our supply chain, of minerals from conflict affected and high-risk areas which are affected by the risks defined in Annex 2 of the OECD Due Diligence Guidance <sup>42</sup>.

Conflict Minerals are defined as cassiterite, columbite-tantalite, gold, wolframite, or their derivatives, or any other minerals or their derivatives (3TG alias tantalum, tin, tungsten, the ores from which they originate, and gold) that may be used for financing conflict in the DRC (Democratic Republic of Congo) Region.

Already in fiscal year 2018 Siemens Gamesa harmonized its due diligence process for Conflict Minerals by taking part in the already established process in Siemens AG according to the requirements of Regulation (EU) 2017/821. Siemens AG has established a centralized approach for the due diligence process and follow up for mitigation with

<sup>42</sup> See OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. [\[Link\]](#)

suppliers that are identified based on material groups that may potentially contain conflict minerals.

The advantageous position of Siemens AG as active member of the Responsible Mineral Initiative (RMI) gives Siemens Gamesa access to Reasonable Country of Origin Information (RCOI) on smelter level. We purchase 3TG from conformant smelters when these minerals are necessary for manufacturing of our products.

In order to mitigate the risk of working with suppliers whose smelters have not been audited by RMI so far, Siemens Gamesa (through Siemens AG) actively engages within RMI's Responsible Minerals Assurance Process (formerly Conflict Free Smelter Program).

# Pillar 5: Community engagement

[L11-S002] Siemens Gamesa is deeply rooted in the societies in which it operates by contributing to their sustainable development. After the Advanced Management Model's implementation, we assume that our organization forms part of a social fabric which can strengthen our own capacities or, on the contrary, condition and limit our development and competitiveness. We fully endorse this statement. Commitment to a more prosperous society is not only compatible with enduring business success but also interdependent with it.

Therefore, Siemens Gamesa is committed to achieve harmony between our corporate values and the expectations societies has of us, as well as to foster economic and social development of the communities in which we operate. Improvements in the quality of life and wealth creation are therefore provided by our standard commercial activities, as well as by driving forward socioeconomic development through non-business channels. For that purpose, Siemens Gamesa collaborates with a variety of stakeholders, such as institutions, administrations, and organizations in civil society and actively sponsors social action initiatives worldwide. The framework for these activities is defined in the CSR strategy 2018-20 as well the Corporate Social Responsibility Policy and Social Action Policy of Siemens Gamesa.

[413-1] As far as stakeholder engagement in the decision-making process is concerned, energy planning in Siemens Gamesa's sphere of action (energy sources, technologies and long-term needs) is done by public authorities, an institutional sphere in which different stakeholders can partake, depending on the mechanisms established in each country.

Once the appropriate infrastructure has been chosen, the views of the communities affected by it are considered through a consultation process, which varies depending on

the country and type of facility in question. Many of these processes, including environmental impact studies on facilities, are governed and conditioned by the granting of building and operating permits. During the planning and performance of these actions, the Siemens Gamesa carries out preliminary consultations and keeps active channels of dialog open with the affected communities and stakeholders to identify and address their concerns and interests.

## 9.1. Group strategy

[L11-S003] Community engagement is one of the five pillars of Siemens Gamesa's CSR strategy 2018-20, which emphasizes the importance of contributing to the communities in which the company operates by offering expertise to community members and engaging with them to positively impact society. The CSR strategy 2018-20 is supported by the Corporate Social Responsibility Policy<sup>43</sup>, which establishes the basic principles and the general framework for conduct in the management of corporate social responsibility practices endorsed by Siemens Gamesa. This policy is valid for all pillars

The Social Action Policy<sup>44</sup>, which was first approved by a resolution of the Board of Directors on September 12, 2018 and reviewed and updated on September 25, 2019, specifically caters to the Community pillar and provides the framework for any community engagement or social action initiatives. It defines the following primary objectives:

- Stimulate the business and sustainability thereof.
- Improve the company's recognition and reputation.
- Increase satisfaction among employees and partners.

<sup>43</sup> See: Global Corporate Social Responsibility Policy [[Link](#)]

<sup>44</sup> See: Social Action Policy [[Link](#)]



- Contribute to the improvement of the communities in which the Siemens Gamesa Group does business.

Consequently, Siemens Gamesa determined that the goal of social action initiatives in communities and all non-business activities must be:

- The generation of well-being for people, paying special attention to the most vulnerable groups (in line with UN Sustainable Development Goals 1 to 6).
- Access to energy from sources of renewable origin, driving technological development and the promotion of knowledge in this area (in line with UN Sustainable Development Goals 7 and 13).

Hence, the UN Sustainable Development Goals play a crucial role in Siemens Gamesa's community approach: any social action initiative or community engagement must pay into one, or more, of these eight UN SDGs that have been defined to be material to Siemens Gamesa's social engagement.

As described in the Social Action Policy, Siemens Gamesa pledges to pay special attention to the most vulnerable groups. Therefore, another focal point of all social action initiative or community engagement must be the group of beneficiaries. The value of an activity, however, is not solely based on the sheer number of beneficiaries, but also on the qualitative impact the project has on vulnerable individuals or groups.

Siemens Gamesa partnered with the University of Deusto of Bilbao, Spain, to evaluate the 'Social Return of Investment (SROI)' of the projects supported by the company's global social action initiative 'SGRE impact'. The SROI reflects the efficiency of use of funds invested in these projects and is created by obtaining the ratio from the Integrated Social Value, which is the consolidation (sum without repetition) of the distribution value to economic factors (workers, suppliers, etc.) and the distribution value to beneficiaries (usually through non-market mechanisms). For the projects implemented in 2018-19, the SROI was defined as 5.54€, which means that every Euro spend on the projects, the actual investment was worth 5.54 times of what was spend by Siemens Gamesa.

Social action initiatives for the benefit of local communities are implemented directly by Siemens Gamesa or its subsidiaries or affiliates in their respective fields of activity.

[L11-C03] The company has protocols in place for the control of donations and charitable contributions for actions of a social nature. By means of these protocols, all contributions of social content, donations and fund allocation are assessed to mitigate compliance risks. Siemens Gamesa's global donations in fiscal year 2019 amounted to 427,265 euros.

## 9.2. Global social action initiative 'SGRE impact'

In fiscal year 2018, the global social action initiative 'SGRE impact' was launched. This company-wide initiative seeks to bring positive change to the communities in which Siemens Gamesa operates, while also heightening the engagement of employees. For that purpose, employees worldwide were invited to submit local social action projects that would fall into one of the following categories (based on the UN Sustainable Development Goals):

- SDG 01 No Poverty
- SDG 02: Zero Hunger
- SDG 03: Good Health and Well-Being
- SDG 04: Quality Education
- SDG 05 Gender Equality
- SDG 06: Clean Water and Sanitation
- SDG 07: Affordable and Clean Energy
- SDG 13: Climate Action.

Following the application process, a selection committee, made up of members of Siemens Gamesa's Executive Committee and chaired by patron of SGRE Impact Markus Tacke, proceeds to determine which projects are to be funded and implemented.

### 9.2.1. SGRE impact 2018-19

In the first year of the initiative, 136 employees from 14 countries responded to the call proposing 192 projects in 39 countries. The selection committee chose eight projects in seven countries to be funded and implemented by end of fiscal year 2019.



#### **BRAZIL:** Sustainable Honey Production in North East Brazil

Since the launch of the Sustainable Honey Production project in December 2018, our local partner Giral Desenvolvimento de Projetos has provided systematic technical support to six communities of honey producers in the State of Rio Grande do Norte. The equipment that would enable them to increase their production was delivered to the communities in May 2019. The project was finalized in July with a marketing workshop also led by our local partner. About 90 producers benefitted from the project directly and more than 360 people indirectly.



#### **DENMARK:** Robot league for girls

Siemens Gamesa partnered with the FabLab Spinderihallerne in Vejle with the goal of getting children and teenagers involved in coding and robotics all based on the 'Shitty Robots' concept from YouTube star Simone Giertz. For that purpose, FabLab Spinderihallerne held different robotics workshops for local primary and high schools, and for teachers as well as interested teenagers from across Denmark in early 2019. The children were introduced to basic coding, 3D printing and robotics and had the task to build a robot that fulfills a day-to-day task. The project ended with a big public event at which the 186 children and teenagers presented over 60 robots to Siemens Gamesa volunteers, who had mentored them, teachers, families and friends. Of the entire group of participating kids, over two-thirds were girls.



#### **INDIA:** Positive Change: Building sanitary facilities

Siemens Gamesa partnered with the organization Bal Vikas India to offer adequate hygienic access to sanitary facilities to families in an underprivileged community in Ankleshwar with the goal to improve their health and well-being, especially during

monsoon season. The families were chosen by Bal Vikas based on criteria such as the need for improved sanitation due to the number of family members, their age and if members of the family are disabled. By the end of 2018, we had achieved our goal of 11 families with over 60 people benefiting directly and more than twice as many indirectly.



#### **INDIA:** Siemens Gamesa Soccer League

The Siemens Gamesa Soccer League aims at bringing social change to some of the most deserving communities in the vicinity of Siemens Gamesa wind farms across India. The program particularly focuses on marginalized and at-risk youth and uses football as a medium of change. Together with our local partner Team Everest, 1,800 children and teenagers benefitted from the football program directly and 6,500 indirectly in 2019. They received more than 3,000 hours of coaching in football and life skills. Another benefit of the program was the training and development of 170 community leaders to become community coaches.



#### **MOROCCO:** Providing the driving force of all nature - Water!

Together with the local partner Association des Parents d'Eleves de L'Ecole Secteure Scolaire Daya, Siemens Gamesa installed water pipe connections and lavatories in two local schools in the vicinity of the company's blade plant in Tangier. Following the construction activities, the focus shifted to educating parents and local villagers and raising their awareness on the importance of proper sanitation, water use and resource efficiency with trainings about day-to-day health habits. These trainings also demonstrated to the parents that their children can now learn in a safe school environment. The inauguration in early October 2019 celebrated the finalization of the project and the great involvement of the Siemens Gamesa volunteer team.



#### **SPAIN:** Business and Biodiversity

Thanks to Siemens Gamesa's contribution, the Basque organization Fundación Lurguia was able to acquire five hectares of land for forest restoration in the Urdaibai Biosphere Reserve aimed at creating the largest oak forest of the reserve by changing the land use from a wood plantation of rapid-growth

species, mainly pines and eucalyptus, to forest of autochthonous species. In addition to the land acquisition, 1,200 trees and shrubs were planted on two hectares of the land. Many of these trees were planted by 59 employees, 171 of their family members and friends during two volunteering days in early 2019.



#### **THAILAND:** Green Island

Our local partner PlayOnside built a community house and football field for refugee and migrant children in a community that lives on a garbage dump in the outskirts of the Thai border town of Mae Sot. For the community building, only recycled or reused materials were used, and the construction was built by locals who received a fair wage. The facilities were inaugurated with a football tournament in Siemens Gamesa's honor in March 2019. Since then, football training sessions and life skills workshops have been taking place on a regular basis. During the summer break, PlayOnside organized a summer school to improve the Thai, English and critical thinking skills of the children living in the community. The long-term goal of the project is to provide access to education to underprivileged children regardless of their ethnicity, gender, religion or socio-economic status and thereby increase their chances of a better future.



#### **UNITED KINGDOM:** How does wind energy work

Siemens Gamesa's local partner Lab Rascals organized ten wind energy workshops in low income primary schools in the vicinity of the company's blade factory in Hull with the goal to raise the aspirations of students towards STEM subjects. The workshops were designed to be hands-on and to help increase the children's problem solving and teamwork skills. The children aged 9-10 had to build a LEGO wind turbine and use it to charge a battery that would then power a LEGO car. In order to test whether wind speed, wind angles, number of blades etc. make a difference to the energy generated over time, the children also had to use basic mathematics. Siemens Gamesa employees volunteered to help during the workshops, together with 10 teachers, which benefitted over 300 children.

## 9.2.2. SGRE impact 2019-20

In the second edition of the initiative, 98 employees from 17 countries submitted 132 projects in 36 countries. The selection committee chose nine projects in nine countries to be funded and implemented by end of fiscal year 2020.



#### **CHINA:** Wind People Running for kids with leukemia

China Wind Energy Association has been working with the New Sunshine Charity Foundation to raise money for the treatment of kids with leukemia for many years. Each year in October, they organize a running activity and ask wind energy-related businesses to contribute by matching ng 200 RMB per person for each participating employee runner. Siemens Gamesa will participate in this community activity by encouraging local employees to join the run. Also, employees will visit a treatment center in Beijing, which is the temporary home for kids with leukemia coming from across the country in hope to get the best treatment in China.



#### **BANGLADESH:** Solar streetlights for refugee camps in Bangladesh

Siemens Gamesa partners with the Spanish committee of the UNHCR to install 30 solar streetlights in Rohingya refugee settlements in Bangladesh in 2019. The new solar streetlights will provide lighting in settlements identified through community consultations. Altogether, UNHCR will install 1,000 solar streetlights in these camps to improving security conditions for 9,000 refugees and especially women and girls, while promoting sustainable initiatives that care for the environment.



#### **THAILAND:** Girls Empowerment Program

Siemens Gamesa will continue its collaboration with PlayOnside in Mae Sot. The new project promotes gender equality and equal access to sports for Burmese migrant children displaced in Thailand. The organization has systematically worked to facilitate girls' participation and has seen a gradual increase in the girls' participation rate. Female participation in a male-dominated sport is now normalized in the migrant community in Mae Sot. Hence, the Girls Empowerment Program will further improve and expand gender equality in the community. It is a three-tier program, focusing on

facilitation, mentorship and leadership. With a systematic long-term female-led approach, adapted to the local context, PlayOnside aims to promote and raise awareness of girls and women rights both on and off the field. Apart from the Girls Mentorship Program, the organization plans to build additional sanitary facilities in the vicinity of football fields, because the lack of them is one of the main obstacles to girls' participation in football programs. They will also invest in transporting girls to and from football practice, because it is not safe for migrant girls to walk around Mae Sot alone after hours.



#### **TAIWAN:** Beach cleanup in central Taiwan

Beach pollution is a serious and widespread issue in Taiwan. Most beaches along the coastline are affected by the accumulation of marine waste. It has an impact on coastal and seabed ecosystems, endangering wilderness in littoral areas. Changhua county, where more than 70% of Taiwan's confirmed offshore wind pipeline will be built, has been identified as having the highest beach pollution rates of the Island, in a 2018 study by Greenpeace. Our partner organization RE-THINK will organize a beach clean-up event for Siemens Gamesa employees at one of the worst hit beaches in the county.



#### **USA:** Elliott Test Kitchen

Nearly 65% of Fort Madison school students qualify for free or reduced lunch programs due to their parents' low incomes. The ties between income and academic achievement are deep rooted. Siemens Gamesa supports The Test Kitchen Education Foundation in its goal to lift students from these circumstances through a two-pronged approach in their engaging after school program Elliott Test Kitchen: First, by teaching students to cook healthy meals while learning about food and earth science, healthy nutrition and cooking skills and introducing them to applied STEM education while providing decent meals at the same time. Secondly, by providing access to committed and caring adult mentors and educators to improve students' study skills and core education levels and engage students in giving back to their communities by demonstrating their cooking skills and providing meals to families in need.



#### **MEXICO:** Fab Lab Ed:

Siemens Gamesa partners with Fundación AXCEL A.C. to train 112 middle schoolers, who are at high risk of dropping out of school, and eight of their teachers in electronics, robotics, programming and digital fabrication, as well as vocational orientation and information on educational options in their city for a year at the Technology Hub and Fab Lab in Juárez. The participants will develop skills that go beyond technical learning; acquiring abilities, experiences, knowledge and, as a result, a boost in their self-confidence. They also develop decision making skills and a true sense of belonging, motivating the participants with enough self-esteem to face future challenges including continuing their education to high school and beyond. At the end of the project the students will demonstrate their new technical knowledge, soft skills, interest in continuing their studies to the next level and knowledge of their educational options.



#### **GERMANY:** A future through the sport that you love

I-Punkt Skateland is a non-profit organization only few minutes from Siemens Gamesa's offices in Hamburg that provides kids with a protected setting where they can come together and skate. Many are from disadvantaged families. We are partnering with them for a project that will involve 5-15 students or school dropouts from disadvantaged families in renovating the skating facilities with an experienced carpenter school and pedagogical guidance. They get a taste of what a carpenter apprenticeship would look like. The focus will also be on getting girls interested in carpentry and STEM subjects, thereby promoting gender equality. Furthermore, the kids will get career advice and help to develop their strengths.



#### **SPAIN:** Save the Ocean

Siemens Gamesa partners with Fundación Ecomar to clean the oceans and other waterways and bodies of water. Eight cleaning events of seashores or inland coasts in Spain and Portugal will be organized in which Siemens Gamesa employees as well as local children are asked to participate. These eight events could lead to the removal of 1.5 tons of trash and more than 10 kilometers of clean coast.



**TANZANIA:** Dolphin village – water and sanitation

Together with local partner Elimu e.V., a rainwater collection system will be built for their orphanage Dolphin Village in Miono, Tanzania, to make the best use of the rainy season and to secure clean and safe water for the orphanage and its surrounding village. Sanitary facilities for the surrounding village will also be constructed to prevent diseases related to unsanitary conditions. Furthermore, villagers and orphans will be trained in use of water and sanitation systems.



**CANADA:** Salvation Army Toy Drive Chatham

In Chatham, Ontario, employees at the Service Distribution Center collected toys for the local Salvation Army Toy Drive to be distributed to needy children in the local community. More than \$500 CAD in-kind toy donations were made by the Siemens Gamesa team in Canada.



**MEXICO:** Tejiendo el Viento (Weaving the Wind)

Initiated in 2016, Tejiendo el Viento is a pioneering business with a social approach: it empowers artisan women and helps them to preserve their ancestor’s traditions by selling goods and products consistent with the current dynamic and cosmopolitan market. It aims at driving the sustainable development of the community by improving the income of artisan women when selling their traditional artwork; it lays the groundwork for incorporating them into formal trade and thus favors the establishment of sustainable businesses that may grow country- or even worldwide; it strengthens the artisan’s technical, managerial and organizations skills; and provides a network of different stakeholders for the women that can help open up new markets. The importance of the project became even more imminent, when a massive earthquake devastated the region in September 2017. Siemens Gamesa supports Tejiendo el Viento by providing seed capital and acting as a customer by buying corporate gifts and employee giveaways from the initiative. Furthermore, the company lends a hand with the training of the artisans and promotes the businesses and products to Siemens Gamesa’s own customers, employees and other public stakeholders. The first group of seven indigenous artisans came together in early 2018. In 2019 Tejiendo el Viento was officially launched with 140 artisan women from 12 different communities in five municipalities in the region.

### 9.3. Local social action initiatives

Siemens Gamesa encourages local teams to organize social action initiatives in their own communities and employees worldwide have shown an increased interest in volunteering for a good cause. These local social action initiatives are chosen and implemented based on the company’s Social Action Policy. Social action initiatives have also gained increasing traction when developing and executing wind farm projects together with customers.

The following projects are a selection of many more projects that have been implemented worldwide.

#### 9.3.1. Americas



**BRAZIL:** Manioc Productive Chain and Community Center

Siemens Gamesa partnered with customer CPFL-Renováveis supporting a community in Patos, in the municipality of Itarema, expanding their production infrastructure of manioc products and at the same time strengthening their commercialization process. The project included renovating the ‘Flour House’, in which most of the production takes place, expanding a community center as well as the acquisition and installation of new equipment. A continuous evaluation of the adequacy of the processes is taking place and an evaluation system monitoring the evolution of the project was put in place. Overall the project benefits 120 people directly and more than 2,000 indirectly.



**MEXICO:** Reforestation initiative

In August 2019, 422 volunteers came together to support a reforestation initiative near the XinantecatI volcano in Mexico City, near our warehouse in Arlixco in Puebla and in Santo Domingo Ingenio in Oaxaca. The objective of the project was to drive the regeneration of the ecosystem in the region, promote an ecological awareness and bringing employees, families and community members together. The initiative also

welcomed a group of young people with Down Syndrome from the community to the planting activities to promote the integration of people with disabilities. The volunteers combined from all three locations planted more than 2,000 trees on six acres of land. 2019 was already the third year this project was implemented but involving three locations was a premiere.



**MEXICO:** Fondo Amdee

Siemens Gamesa joined Fondo Amdee in their reconstruction efforts after the devastating earthquake in 2017. 22,400 families in the Oaxaca region benefited from the initiative that started in 2017 and ended in September 2019. Its main objectives were to support protecting civilians, repair damaged infrastructure and damaged public schools, offer psychological support for earthquake victims. Siemens Gamesa specifically promoted the training in disaster response and equipped the local fire departments with new and specialized safety kits, such as a new tank truck or personal protection equipment. 14 municipalities benefited from Siemens Gamesa’s support.



**UNITED STATES:** Ronald McDonald House Charities of Central Florida, USA

A Ronald McDonald House provides a place for families to call home so they can stay close by their hospitalized child at little to no cost. The family can focus on the health of their child, rather than grocery shopping, cleaning or cooking meals. In Orlando alone, Ronald McDonald houses have served over 27,700 families and see about 2,500 families each year. About 90% of funding comes from the local community. More than 25 employees from Siemens Gamesa’s Orlando offices volunteered at the Ronald McDonald House of Central Florida. With more than \$1,000 USD spent on ingredients, employees shopped, prepared and cooked a hot meal for the families being served by the organization. Employees also assembled snack packs and cleaned the facility.



**UNITED STATES:** Community Outreach at Sunnybrook Assisted Living in Fort Madison

Employees from the Fort Madison, Iowa, blade manufacturing volunteered at Sunnybrook Assisted Living,

a facility serving senior citizens. They spent quality time with residents and challenged them to games of Wii bowling and explored the life of a Siemens Gamesa Service Technician via virtual reality goggles. The residents were amazed by the technology and our company’s story.



**UNITED STATES:** Community Workday in Hutchinson

In Hutchinson, Kansas, 17 employees joined hundreds of Hutchinson citizen in a community workday. Siemens Gamesa volunteers and family members spent four hours spreading mulch in a city park. In addition, more than 30 employees participated in the #trashtag challenge on Earth Day picking up litter from ditches and waterways in the city of Hutchinson.

9.3.2. Europe, Middle East and Africa



**DENMARK:** Donation to DanChurchSocial

Employees of the Danish Siemens Gamesa location Port of Esbjerg won a safety award of 5,000 EUR and decided to donate it to the local branch of the charity organization DanChurchSocial. It runs shelters and day and night centers for some of the most vulnerable citizens: the homeless, the poor and the ill, those who suffer from addiction, and extreme loneliness. The number of homeless people in Esbjerg is around 200-300.



**EGYPT:** Renovating the Ras Ghareb elementary school

Siemens Gamesa’s project team of the Ras Ghareb wind farm near village of Ras Ghareb partnered with customer Engie to give back to the local community. The project financed the renovation of two classrooms, sanitary facilities and playground of Ras Ghareb’s elementary school benefitting over 100 children.



**MOROCCO:** Access to clean drinking water in Boujdour

Siemens Gamesa partnered with the High Atlas Foundation and dug 520 meters canals and four wells and installed solar panels to illuminate the water access points in the vicinity of the Aftissat wind farm. Over 700

nomadic cattle breeder and their 188,000 herd animals benefited from the new water access.



**MOROCCO:** Clean Boujdour campaign

Siemens Gamesa partnered with the High Atlas Foundation to raise awareness about environmental protection in educational workshops about waste management and by organizing different activities such as planting trees, cleaning beaches and installing trash bins. 1,000 students from 17 schools participated in the program, 450 trees were planted and over 100 people volunteered on the beach cleaning day.



**MOROCCO:** Meal bags for Ramadan

During Ramadan, Siemens Gamesa partnered with Association les Sourdoués, which is dedicated to deaf children and adults, and donated 1,000 Euros to cover meal bags for a month benefiting 20 families living in Tangier, mainly single mothers in need being disabled themselves or with deaf children.



**MOROCCO:** School bags for the new school year in Hjar Nhal, Tangier, bags for Ramadan

Siemens Gamesa donated school bags and pencil cases to Hjar Nhal Primar School near the blade plant in Tangier. The donation benefited 200 students and shows the company's commitment to supporting education in rural areas.



**SOUTH AFRICA:** Sewing machine donation

Siemens Gamesa donated sewing machines and materials and made a monetary donation to the Witzenberg Association for People with Disabilities (WAPD) in Ceres, Western Cape, near the Perdekraal wind farm. The WAPD strives towards an inclusive society in which persons with disabilities are equal and active citizens.



**UNITED KINGDOM:** Hull Street Race

Siemens Gamesa was among the leading forces behind the Hull Street Race - the United Kingdom's first closed road electric car event. The

company sponsored two of the school teams and employees helped students design and build their cars. Overall 700 students, aged from nine up to 24, raced around Hull city center and were watched by thousands of spectators. The event was staged on a specially created city center circuit by Greenpower Education Trust, a charity that inspires young people to study STEM subjects to create the engineers of the future. The race featured 55 single-seat electric kit cars built by young people from schools, colleges and community groups across the Hull and the Humber region.



**SOUTH AFRICA:** Waste disposal truck donation

Our team in South Africa also remained true to one of its goals which is to help supplier development and at the same time waste disposal efficiency. The team donated a waste disposal truck to a budding start-up entrepreneur who is eager to be part of the challenge to fight for the environment and create a clean and better tomorrow for the next generation, while also collaborating with Siemens Gamesa South African wind farm sites.



**UNITED KINGDOM:** Celebratory tree planting in Hull

Reforestation helps tackling the climate crisis. For that reason, Siemens Gamesa's blade factory in Hull celebrated reaching the production milestone of finishing the 500th 75-meter long blade by partnering with Hull's City Council and planting 500 trees to help created the Northern Forest.



**UNITED KINGDOM:** Volunteer day with Sebastian's Action Trust

Sebastian's Action Trust supports families of seriously ill children from diagnosis, through treatment and beyond by listening and responding to their unmet needs. Siemens Gamesa volunteered with the Trust in Crowthorne and planted trees and tidied gardens. The volunteers also to put down paving slabs to allow wheelchairs access to a potting shed.



**UNITED KINGDOM:** School visits with Business in the Community

Siemens Gamesa has established a partnership with Business in the Community in the UK; which has seen over 20 employees go into local Schools and discuss their experiences with them. This is helping the kids to learn general information about our exciting industry and the range of opportunities in the wind sector. We are also helping with specific skills such as practice interview questions which are highly valued by the children.



**UNITED KINGDOM:** School visits with Business in the Community

Partnering with the Star of the Sea School in North Tyneside, we deliver three workshops per year with their children aged from 6-10 years old. This involves a range of activities demonstrating the importance of renewable energy to the children and how they can help tackle climate change. The program is well established and now in its third year. It is providing resources which are now being used by others to establish similar school programs throughout the UK and globally.

### 9.3.3. Asia and Australia



**INDIA:** Siemens Gamesa Gram Aarogya

Statistics show that more than 60% of the rural population in India does not have access to basic medical care, especially women and senior citizen. Siemens Gamesa's Gram Aarogya project has been a long-standing commitment since 2014 and has continuously providing the communities in the vicinity of our windfarms in rural areas of the states of Madhya Pradesh and Andhra Pradesh with basic medical assistance, proper prenatal care, eye care and educating people about seasonal diseases and how to avoid them ever since. In 2019, nearly 26,000 people in 28 villages benefitted from the project.



**INDIA:** Academic Excellence

India is still lacking adequate educational opportunities for students in rural areas. The projects aim was to shape the academic and life skills of

rural students, to provide them with the necessary educational aid and infrastructure as well as to empower them with information and knowledge. Deserving students also were given scholarships. Specifically, 600 students were selected to receive a 30-day training from the non-governmental organization Pratham based out of Pune, which included experiments using trash materials.



**INDIA:** From scrap wood to school furniture

Siemens Gamesa supported a project that trains indigenous people, living in the vicinity of the manufacturing plant in Mamandur outside of Chennai, in carpentry who then convert wood scraps into school furniture. This fosters the education or rural students that otherwise have little access to the proper educational infrastructure and comfort in classrooms. The project was launched in 2012 and since has trained and employed more than 130 people. 510,000 kilograms of scrap wood were turned into 2,550 sets of benches and desks in 2019 and were donated to 90 schools near Siemens Gamesa's wind farm sites across India.



**INDIA:** Women empowerment

The objectives of the project, which Siemens Gamesa supported in 2019, women from underprivileged communities were organized into self-help groups, whose members would engage in viable micro-enterprises and receive vocational training and livelihood support at the same time. The members of the groups would also receive micro credits from financial institutions and form a union to increase sustainable livelihood opportunities. 7,500 women from 60 villages in the states of Maharashtra, Karnataka and Madhya Pradesh organized 600 self-help groups. They received training in savings and credit activities and were encouraged to build a business to generate an additional income for the family. Most of the businesses focused on dairy farming and goat rearing.



# Annex I - Materiality analysis

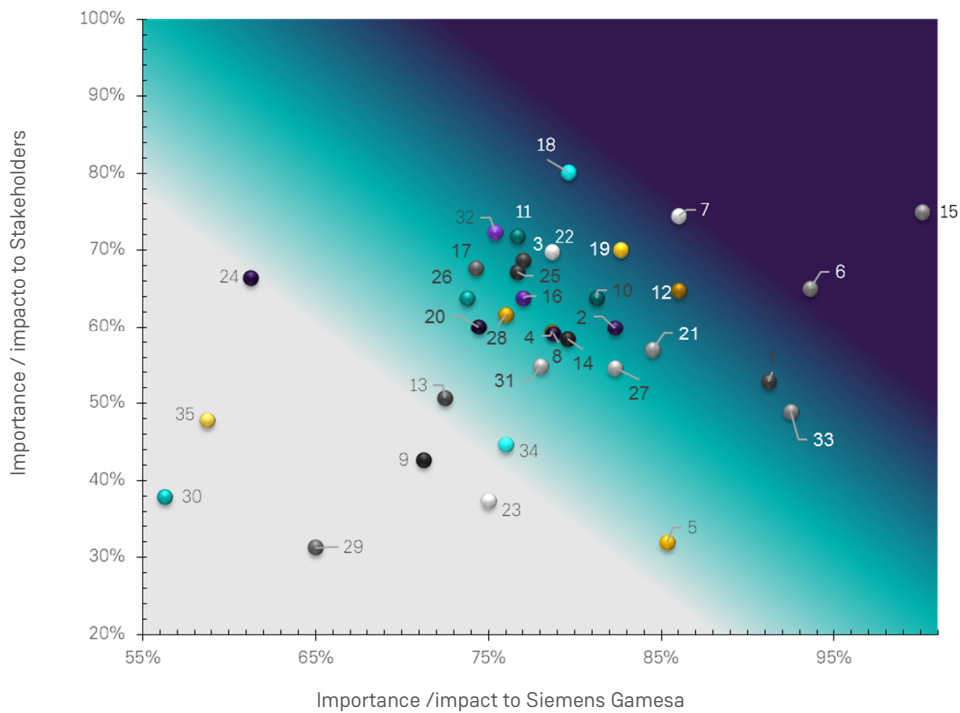


Table 56 - Material aspects

**Material aspects [14]**

15	Health and Safety
6	Ethics, integrity and anti-corruption
7	Regulatory compliance
12	Equal opportunity, diversity and non-discrimination
21	Human Rights
19	Communities and environment relationship
10	Renewable energy environment
2	Risks and opportunities management
18	R+D+i programs and investment
22	CSR procurement practices and suppliers' assessment
3	Corporate Governance
16	Employee satisfaction
25	GHG Emissions and climate change strategy
11	Training, professional development and employability

Table 57 - Future material aspects

Future material aspects [14]	
33	Customers' satisfaction
1	Business model and strategy
27	Environmental risks and impacts management
14	Talent attraction and retention
8	Economic management and performance
4	External engagement with stakeholders
31	Programs to reduce the environmental impact of the company's activities
34	Privacy and security of information
28	Waste management
32	Efficient use of resources (materials, energy, water, etc.)
20	Social action and investment
17	Impact of the life cycle of products and services
26	Environmental management systems and certifications
13	Conciliation and other social benefits

Table 58 - Non-material aspects

Non-material aspects [7]	
5	Investors relationships
23	Security of supply
9	Direct and indirect economic impacts
29	Environmental expenditures and investments
24	Biodiversity impact management
35	Grievance mechanisms
30	Land use

# Annex II - Main locations

Table 59 - Main locations

Country	Address	Town	Phone	Primary use
<b>Africa</b>				
Egypt	Road 218, Degla-Maadi	11431 Cairo	+202 25211048	Sales; Service
Morocco	Anfa Place, Centre d'Affaires "Est", RDC Boulevard de la Corniche	Casablanca	+212 5 22 67 68 01	Sales; Service
Morocco	Tanger Automotive City Lot B, La Ville Nouvelle Cherafate	Tangier		Factory
South Africa	Janadel Avenue 300, Halfway Gardens	Johannesburg	+27 (11) 652 2148	Sales; Service
<b>Asia-Pacific</b>				
Australia	Herring Road 160, Macquarie Park	2113 Sydney		Sales; Service
China	Guanghua Road, Chaoyang District	100020 Beijing	+86 (10) 5789 0899	Sales; Service
China	1333 Miaoxiang Rd, Lingang New Town	201306 Shanghai		Factory
China	Dalian Road 500, Yangpu District	Shanghai		Sales; Service
China	8 Chuangxin 4th Rd, Xiqing Qu	300384 Tianjin		Factory
India	Keonics 84, Hosur Road, Electronic City	560100 Bangalore		Sales; Service; R&D
India	#334, Sholinganallur	600119 Chennai	+91 44 39242424	Sales; Service
India	Redhills, Vadagarai	600066 Chennai		Factory
India	# 3a, Phase III, Halol G I D C	389350 Halol		Factory
India	Theni Highway, Kanchipuram, Bukkathurai	603308 Mamandur		Factory
Japan	1 Chome 11-1, Shinagawa-ku, Osaki	141 0032 Tokyo	+81 (3) 3493-6378	Sales; Service
Korea	Hangang daero 416, Namdaemoon-ro, Jung-gu	Seoul	+82 (2) 6270 4800	Sales; Service
Philippines	Dela Rosa Street 676, Legazpi Village, Makati	1229 Makai City	+63 2 729 7221	Sales; Service
Singapore	MacPherson Road 60	348615 Singapore	+65 6490 6004	Sales; Service
Sri Lanka	51 Negombo-Colombo Main Road, Negombo	Kurana	+94 312235890	Sales; Service
Taiwan	Songjiang Road 126, Zhongshan District	10491 Taipei		Sales; Service
Thailand	North Sathorn Road 98, Khwaeng Silom	10500 Bangkok	+66 2 105 6300	Sales; Service
Vietnam	29 Le Duan Street, Ben Nghe, Quận 1	Ho Chi Minh City	+84 28 35207713	Sales; Service
<b>Europe</b>				
Austria	Siemensstraße 90	1210 Vienna	+43 51707 0	Sales; Service
Belgium	Guido Gezellestraat 123, Beersel	1654 Huizingen	+32 2 536 2111	Sales; Service
Croatia	Heinzlova 70 A	10000 Zagreb	+385 (1) 6105 494	Sales; Service
Denmark	Assensvej 11	9220 Aalborg		Factory
Denmark	Borupvej 16	7330 Brande	+45 9942 2222	Sales; Service; R&D; Factory
Denmark	Fiskergade 1	7100 Vejle		Sales; Service
France	Avenue des Fruitiers 40, Saint-Denis	93200 Paris		Sales; Service
Germany	An der Baumroenne 4	27472 Cuxhaven		Factory
Germany	Beim Strohhaue 17-31	20097 Hamburg		Sales; Service
Greece	Adrianeiou Street 9	11525 Athens	+30 2106753300	Sales; Service
Ungarn	Gizella út 51-57	1143 Budapest	+36 (1) 471 1410	Sales; Service
Iran	Taleqani street 349, District 6	1593643311 Tehran	+98 (21) 8518 1	Sales; Service
Ireland	Old Finglas Road 11, Glasnevin	Dublin		Sales; Service
Italy	Via Vipiteno 4	20128 Milan	+39 022 431	Sales; Service
Netherlands	Prinses Beatrixlaan 800	2595 BN Den Haag	+31 (70) 333 2712	Sales; Service
Norway	Østre Aker vei 88	0596 Oslo		Sales; Service

Country	Address	Town	Phone	Primary use
Poland	Zupnicza Street 11	03-821 Warsaw	+48 (22) 870 9000	Sales; Service
Spain	Calle Diego de Ágreda	42100 Agreda		Factory
Spain	Poligono Industrial Aoiz, Carretera AR-3	31430 Aoiz		Factory
Spain	Parque Industrial de As Somozas	15568 As Somozas		Factory
Spain	Calle Ramirez de Arellano 37	28034 Madrid		Sales; Service, R&D
Spain	2-168 Calle Soto Aizoáin 56	31013 Pamplona		Service, R&D
Spain	Parque Tecnológico de Bizkaia, Edificio 222	48170 Zamudio		Sales; Service, R&D
Sweden	Johanneslundsvägen 12, Habo	194 61 Upplands Vaesby	+46 (8) 728 1000	Service, R&D
Turkey	Yakacik caddesi 111	34870 Istanbul	+90 (216) 459 2000	Service, R&D
United Kingdom	Sir William Siemens Way, Alexandra Dock (West)	Hull HU9 1TA		Factory
United Kingdom	Sir William Siemens Square, Frimley, Camberley	Frimley GU16 8QD		Factory
United Kingdom	Quicksilver Way 9b	Newcastle NE27 0QQ		Service

### North America

Canada	North Service Road East 1577	L6H 1A7 Oakville	+1 905-465-8000	Service, R&D
United States	Walnut Street 315	80302 Boulder		Sales; Service, R&D
United States	Highway 61 2591	52627 Fort Madison		Factory
United States	Commerce Street 1000	67501 Hutchinson		Factory
United States	Quadrangle Boulevard 3501	32817 Orlando		Service, R&D

### South America

Brazil	Rua dos Polimeros, Camaçari	42810-400 Camaçari		Factory
Brazil	Av. Nações Unidas, 8501, Pinheiros	05425-070 Sao Paulo	+55 (11) 3096-4444	Service, R&D
Chile	Avenida Presidente Riesco 5335, Las Condes	7550000 Santiago de Chile		Service, R&D
Mexico	Paseo de la Reforma 505, Cuahutemoc	06500 Mexico City	+52 55 50179700	Service, R&D

# Annex III - The state of non-financial information

Index of contents required by Law 11/2018, of December 28, which modifies the Commercial Code, the revised text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of July 2, and Law 22/2015, of July 20, on Audit of Accounts, regarding non-financial information and diversity.

Table 60 - General information

Category	Sub-category	Reporting framework	Reference	Comments / Reason for omission
<b>Business model</b>	Description of the Group's business model, which will include: - Business environment - Organization and structure - Markets in which it operates - Objectives and strategies	- GRI 102-1 Name of the organization	9	
		- GRI 102-2 Activities, brands, products, and services	11	
		- GRI 102-3 Location of headquarters	9	
		- GRI 102-4 Location of operations	9	
		- GRI 102-6 Markets served	11	
		- GRI 102-7 Size of the organization	10	
<b>Policies and Results of these Policies</b>	A description of the policies applied by the group as well as the results of those policies, including key indicators of relevant non-financial results	- GRI 103 Management approach of each scope	19	
<b>Short, medium and long term risks</b>	The main risks related to these issues related to the activities of the group, including, when relevant and proportionate, their business relationships, products or services that may have negative effects in these areas.	- GRI 103 Management approach of each scope	16	
		- GRI 102-15 Key impacts, risks, and opportunities	16	

Table 61 - Environment

Category	Sub-category	Reporting framework	Reference	Comments / Reason for omission
Environmental management	Information on the current and foreseeable impact of the company's activities on the environment	- GRI 103 Management approach of environment - GRI 102-11 Precautionary Principle or approach	55	
	Environmental assessment and certification procedures		55	
	Resources devoted to environmental risk prevention		55	
	Implementation of the precautionary principle		55	
	Amount of provisions and warranties for environmental risks		56	
Pollution	Measures to prevent, reduce or repair carbon emissions that seriously affect the environment; taking into account any form of air pollution specific to an activity, including noise and light pollution	- Internal operating framework	56; 61	Light pollution is not considered a material aspect for Siemens Gamesa
Circular economy and waste prevention and management	Waste: Measures related to prevention, recycling, reuse and other form of waste recovery and disposal	- GRI 103: Management approach of waste / circular economy - GRI 306-2 Waste by type and disposal method	61; 66	
	Actions to avoid food waste	- Internal operating framework	64	Food waste is not a material issue at Siemens Gamesa
Sustainable use of resources	Water consumption and water supply in accordance with local limitations	- GRI 303-1 Water withdrawal by source	62	
	Consumption of raw materials and measures to improve the efficiency of their use	- GRI 103: Management approach of materials - GRI 301-1 Materials used by weight or volume	59	
	Consumption, direct and indirect, of energy measures taken to improve energy efficiency and the use of renewable energies	- GRI 103: Management approach of energy - GRI 302-1 Energy consumption within the organization	59	
Climate change	Important elements of greenhouse gas emissions generated as a result of the activities of the company, including the use of the goods and services it produces	- GRI 103: Management approach of emissions - GRI 305-1 Direct (Scope 1) GHG emissions - GRI 305-2 Energy indirect (Scope 2) GHG emissions	60; 61	
	Measures to adapt to climate change	- GRI 103: Management approach of emissions	57	
	Targets of reduction established voluntarily	- GRI 103: Management approach of emissions	57	
Biodiversity	Measures to preserve or restore biodiversity	- GRI 103: Management approach of biodiversity - GRI 304-2 Significant impacts of activities, products, and services on biodiversity	67	
	Business impact on protected areas			

Table 62 - Social and employee-related matters

Category	Sub-category	Reporting framework	Reference	Comments / Reason for omission
Employment	Total number of employees and distribution by country, gender, age and occupational classification	- GRI 103: Management approach of employment - GRI 102-8 Information on employees and other workers - GRI 405-1 Diversity of governance bodies and employees	11; 44	
	Total number and distribution of the conditions of the work contract	- Internal data linked to SAP system procedure	40	
	Annual average of permanent, temporary and part-time contracts by sex, age and professional category	- GRI 102-8 Information on employees and other workers - GRI 405-1 Diversity of governance bodies and employees	40; 44	Contract data is total number at the end of fiscal year, not average.
	Number of dismissals by sex, age and professional category	- GRI 401-1: New employee hires and employee turnover	41	
	Average remuneration by sex, age and professional category	- GRI 405-2: Ratio of basic salary and remuneration of women to men	41	
	Gender pay gap, the remuneration of equal or average jobs in society	- GRI 103: Management approach of employment - GRI 405-2: Ratio of basic salary and remuneration of women to men	48	
	Average remuneration of counselors and managers by sex	- Internal operating framework	25	
	Implementation of policies to allow employees to disconnect from work	- Internal operating framework	38	
	Number of employees with disabilities	- Internal operating framework	45	
Work organization	Working hours organization	- Internal operating framework	39	
	Number of hours of absenteeism	- Internal operating framework	52	Absenteeism hours reflect days lost due to accidents with sick leave. Data is given in days as system does not allow such calculation.
	Measures to promote work-life balance and co-parenting responsibilities	- GRI 103: Management approach of employment	44	
Health and safety	Occupational health and safety conditions	- GRI 103: Management approach of employment	49	
	Number of work accidents and occupational diseases by sex, frequency and severity rate by sex	- Internal operating framework	51	Breakdown of work-related accidents and diseases by gender cannot be provided because systems are not prepared to provide this information.
Labor relations	Social dialogue organization	- GRI 103: Management approach of relations worker/organization	42	
	Percentage of employees covered by collective agreements, by country	- GRI 102-41 Collective bargaining agreements	43	
	Results of collective agreements, especially in the field of health and safety	- Internal operating framework	43	
Training	Training policies implemented	- GRI 103: Management approach of training and education	42	
	Number of hours of training by professional category	- GRI 404-1 Average hours of training per year per employee	42	The training hours is not disclosed by training categories. Systems are not prepared to provide this information
<b>Universal accessibility of people with disabilities</b>		- GRI 103: Management approach of diversity, equality and no discrimination	43	
Equality	Measures taken to promote equal treatment and equal opportunities for women and men	- GRI 103: Management approach of diversity, equality and no discrimination	43	
	Equality plans measures adopted to promote employment, protocols against sexual and gender-based harassment		44	
	Integration and universal accessibility for people with disabilities		45	
	Policy against all types of discrimination and, where appropriate, management of diversity		43	

Table 63 - Human Rights

Category	Sub-category	Reporting framework	Reference	Comments / Reason for omission
Human Rights	Application of due diligence procedures in the field of human rights Prevention of the risks of violation of human rights and, where appropriate, measures to mitigate, manage and repair possible abuses committed	- GRI 103: Management approach assessment of human rights + freedom of association and collective bargaining + child labor + forced or compulsory labor - GRI 102-16 Values, principles, standards, and norms of behavior - GRI 102-17 Mechanisms for advice and concerns about ethics	9; 25; 30; 29	
	Complaints about cases of violation of human rights	- Internal operating framework	30; 29	
	Promotion and compliance with ILO's provisions related to freedom of association and collective bargaining; the elimination of work discrimination, forced or compulsory labor and the effective abolition of child labor	- GRI 103: Management approach assessment of no discrimination - GRI 407-1 Operations and suppliers in which the right to freedom of association and collective bargaining maybe at risk	29	

Table 64 - Corruption and bribery

Category	Sub-category	Reporting framework	Reference	Comments / Reason for omission
Corruption and bribery	Measures taken to prevent corruption and bribery	- GRI 103: Management approach assessment of no discrimination - GRI 102-16 Values, principles, standards, and norms of behavior - GRI 102-17 Mechanisms for advice and concerns about ethics	27	
	Measures to combat money laundering	- Internal operating framework	29	
	Contributions to non-for-profit organizations	- Internal operating framework	74	



Table 65 - Society

Category	Sub-category	Reporting framework	Reference	Comments / Reason for omission
<b>Commitment with sustainable development</b>	Impact of the company's activity on employment and local development	- GRI 103 Management approach local communities + indirect economic impacts - GRI 102-43 Approach to stakeholder engagement	16	
	Impact of the company's activity on local populations and territories		73	
	Company's relations with local communities' agents and dialogue channels		73	
	Partnerships and sponsorship actions		36	
<b>Sustainable supply chain</b>	Inclusion of social, gender equality and environmental matters in the company's purchasing policy	- GRI 103 Management approach of procurement practices - GRI 102-9 Supply chain - GRI 308-2 Negative environmental impacts in the supply chain and actions taken - GRI 414-2 Negative social impacts in the supply chain and actions taken	68	
	Attention given to the social and environmental responsibility of subcontractors and suppliers		69	
	Monitoring and supervision systems and related results		70	
<b>Consumer relationship management</b>	Measures to protect consumers' health and safety	- GRI 103 Management approach of Health and Safety Management in clients + Marketing and labeling + Customer privacy	66	
	Claims systems		30	
	Complaints received and resolution of them		97	
<b>Tax information</b>	Profits obtained per country	- Internal data linked to SAP system procedure	34	
	Taxes paid on profits	- Internal data linked to SAP system procedure	35	
	Public subsidies received	- Internal data linked to SAP system procedure	35	

# Annex IV - GRI Content Index

## General Standard Disclosures [102-55]

GRI 101 Foundation 2016 (Note: does not require disclosure of information)

## GRI 102 General Disclosures

GRI Standard	GRI 4 Equivalent	Page / Reference	Comment	External Assurance	Description
<b>Organizational Profile</b>					
102-1	G4-3	9	-	✓	Name of the organization
102-2	G4-4	11	-	✓	Activities, brands, products, and services
102-3	G4-5	9	-	✓	Location of headquarters
102-4	G4-6	9	-	✓	Countries where there are significant operations
102-5	G4-7	10	-	✓	Nature of ownership and legal form.
102-6	G4-8	11	-	✓	Markets served
102-7	G4-9	10	-	✓	Scale of the organization
102-8	G4-10	11	-	✓	Information on employees and other workers
102-9	G4-12	68	-	✓	Supply chain
102-10	G4-12	69	-	✓	Significant changes to the organization and its supply chain
102-11	G4-14	55	-	✓	Precautionary principle approach
102-12	G4-15	14	-	✓	Principles of initiatives subscribed or endorsed
102-13	G4-16	36	-	✓	Membership in associations
<b>Strategy</b>					
102-14	G4-1	4	-	✓	Statement from the primarily responsible of the organization about the relevance of sustainability for the organization and its strategy with a view to addressing said topic.
102-15	G4-2	16	-		Key impacts, risks and opportunities
<b>Ethics and Integrity</b>					
102-16	G4-56	9	-	✓	Values, principles, standards and norms of behavior such as codes of conduct
102-17		25	-	✓	Internal and external mechanisms for seeking advice on ethical and lawful behavior

## Corporate Governance

102-18	G4-34	23	-	✓	Governance structure
102-19	G4-35	24	-	✓	Delegation of authority by the highest governance body to senior management
102-20	G4-36	24	-	✓	Executive-level positions with responsibility for economic, environmental and social topics
102-21	G4-37	97	Note 3	✓	Processes for consultation between stakeholders and the Board of Directors
102-22	G4-38	23	-	✓	Composition of the highest governance body
102-23	G4-39	97	Note 4	✓	Report whether the chair of the highest governance body is also an executive officer and the reasons for this arrangement
102-24	G4-40	97	Note 5	✓	Nomination and selection processes for the highest governance body
102-25	G4-41	97	Note 6	✓	Processes for the highest governance body to ensure conflicts of interest are avoided
102-26	G4-42	21	-	✓	Highest governance body's and senior executives' roles in the development, approval, and updating of the organization's value or mission statements, strategies, policies and goals
102-27	G4-43	97	Note 7	✓	Highest governance body's collective knowledge of economic, environmental and social
102-28	G4-44	97	Note 8	✓	Evaluating the highest governance body's performance
102-29	G4-45	97	Note 9	✓	Highest governance body's role in the identification and management of economic, environmental and social impacts, risks and opportunities, including its role in the implementation of due diligence processes and stakeholder consultation
102-30	G4-46	97	Note 9	✓	Highest governance body's role in reviewing the effectiveness of the organization's risk management processes for economic, environmental and social topics
102-31	G4-47	97	Note 9	✓	Frequency of the highest governance body's review of economic, environmental and social impacts, risks, and opportunities
102-32	G4-48	7	-	✓	Highest governance body's role in sustainability reporting
102-33	G4-49	97	Note 3	✓	Process for communicating critical concerns to the highest governance body
102-34	G4-50	97	Note 10	✓	Critical concerns that were communicated to the highest governance body
102-35	G4-51	97	Note 11	✓	Remuneration policies
102-36	G4-52	97	Note 11	✓	Process for determining the remuneration
102-37	G4-53	97	Note 12	✓	How stakeholders' expectations taken into account regarding remuneration policies
102-38	G4-54	25	-		Annual total compensation ratio
102-39	G4-55	25	-		Percentage increase in annual total compensation ratio

## Organizational Profile

102-18	G4-34	23	-	✓	Governance structure
102-19	G4-35	24	-	✓	Delegation of authority by the highest governance body to senior management
102-20	G4-36	24	-	✓	Executive-level positions with responsibility for economic, environmental and social topics
102-21	G4-37	97	Note 3	✓	Processes for consultation between stakeholders and the Board of Directors
102-22	G4-38	23	-	✓	Composition of the highest governance body

## Stakeholder Engagement

102-40	G4-24	19	-	✓	Stakeholders engaged by the organization
102-41	G4-11	43	-	✓	Collective bargaining agreements
102-42	G4-25	19	-	✓	Identifying and selecting stakeholders
102-43	G4-26	19	-	✓	Approach adopted to relations with stakeholder groups
102-44	G4-27	20	-	✓	Key topics and concerns raised through stakeholder engagement

## Reporting Practice

102-45	G4-17	7	-	✓	Entities included in the consolidated financial statements and in the scope of the report
102-46	G4-20	7	-	✓	Defining report content and topic Boundaries
102-47	G4-18	20	-	✓	List of material topics
102-48	G4-22	7	-	✓	Restatements of information provided in previous reports
102-49	G4-23	6	-	✓	Changes in reporting
102-50	G4-28	6	-	✓	Reporting period
102-51	G4-29	Nov-18	-	✓	Date of most recent report disclosure
102-52	G4-30	Annual	-	✓	Reporting cycle of the report
102-53	G4-31	102	-	✓	Contact point for questions regarding the report
102-54		6	-	✓	Claims of reporting in accordance with the GRI Standards
102-55	G4-32	91	-	✓	GRI content index
102-56	G4-33	97	Note 1	✓	External assurance

## GRI 103 Management Approach

GRI Standard	GRI 4 Equivalent	Page / Reference	Comment	External Assurance	Description
103-1	-	-	-	✓	Explanation of the material topic and its Boundary
103-2	-	-	-	✓	The management approach and its components
103-3	-	-	-	✓	Evaluation of the management approach

## GRI 200 Economic Topics

GRI Standard	GRI 4 Equivalent	Page / Reference	Comment	External Assurance	Description
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### GRI 201 Economic Performance

201-1	G4-EC1	11	-		Direct economic value generated and distributed
201-2	G4-EC2	97	Note 14	-	Financial implications and other risks deriving from climate change
201-3	G4-EC3	46		-	Defined benefit plan obligations and other retirement plans
201-4	G4-EC4	35	-	✓	Financial assistance received from government

### GRI 202 Market Presence

202-1	G4-EC5	97	Note 13	-	Ratio of standard entry level wage to local minimum wage
202-2	G4-EC6	97	Note 2	-	Proportion of senior management hired from the local community

### GRI 203 Indirect Economic Impacts

203-1	G4-EC7	97	Note 2	-	Infrastructure investments and services supported
203-2	G4-EC8	97	Note 2	-	Significant indirect economic impacts

### GRI 204 Procurement Practices

204-1		69	-	✓	Proportion of spending on local suppliers
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### GRI 205 Anti-Corruption

205-1	G4-S03	27	-	✓	Operations assessed for risks related to corruption
205-2	G4-S04	30	-	-	Communication and training on anti-corruption policies and procedures
205-3	G4-S05	30	-	✓	Confirmed incidents of corruption and actions taken

### GRI 206 Anti-Competitive Behavior

206-1	G4-S07	28	-	✓	Legal actions for anti-competitive behavior, anti-trust, and monopoly practices
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## GRI 300 Environmental Topics

GRI Standard	GRI 4 Equivalent	Page / Reference	Comment	External Assurance	Description
<b>GRI 301 Materials</b>					
301-1	G4-EN1	59		✓	Materials used by weight and volume
301-2	G4-EN2	97	Note 2	-	Percentage of materials used that are recycled input materials.
301-3		97	Note 2	-	Reclaimed products and their packaging materials
<b>GRI 302 Energy</b>					
302-1	G4-EN3	59	-	✓	Energy consumption within the organization
302-2	G4-EN4	-	-	-	Energy consumption outside the organization
302-3	G4-EN5	60	-	✓	Energy intensity
302-4	G4-EN6	64	-	✓	Reduction of energy consumption
302-5	G4-EN7	64	-	✓	Reductions in energy requirements of products and services
<b>GRI 303 Water</b>					
303-1	G4-EN8	62	-	✓	Total water withdrawal by source
303-2	G4-EN9	62	-	✓	Water sources significantly affected by withdrawal of water
303-3	G4-EN10	62	-	✓	Water recycled and reused
<b>GRI 304 Biodiversity</b>					
304-1	G4-EN11	67	-	-	Operational sites in protected areas or high biodiversity value outside protected areas
304-2	G4-EN12	67	-	✓	Impacts of activities, products, and services on biodiversity
304-3	G4-EN13	97	Note 2	-	Habitats protected or restored
304-4	G4-EN14	67	-	✓	IUCN red list and national conservation list species with habitats in areas affected by operations
<b>GRI 305 Emissions</b>					
305-1	G4-EN15	60	-	✓	Direct greenhouse gas (GHG) emissions (Scope 1)
305-2	G4-EN16	61	-	✓	Energy indirect greenhouse gas (GHG) emissions (Scope 2)
305-3	G4-EN17	61	-	✓	Other indirect greenhouse gas (GHG) emissions (Scope 3)
305-4	G4-EN18	61	-	✓	Greenhouse gas (GHG) emissions intensity
305-5	G4-EN19	65	-	✓	Reduction of greenhouse gas (GHG) emissions
305-6	G4-EN20	61	-	✓	Emissions of ozone-depleting substances (ODS)
305-7	G4-EN21	97	Note 2	-	NOx, SOx and other significant air emissions
<b>GRI 306 Efluents and Waste</b>					
306-1	G4-EN22	62	-	✓	Total water discharge by quality and destination
306-2	G4-EN23	61	-	✓	Total weight of waste by type and disposal method
306-3	G4-EN24	63	-	-	Total number and volume of significant spills
306-4	G4-EN25	97	Note 17	-	Transport of hazardous waste
306-5	G4-EN26	62	-	✓	Water bodies and related habitats significantly affected by the organization's discharges of water and runoff
<b>GRI 307 Environmental Compliance</b>					
307-1	G4-EN29	97	Note 16	✓	Non-compliance with environmental laws and regulations.
<b>GRI 308 Supplier Environmental Assessment</b>					
308-1	G4-EN32	70	-	-	New suppliers that were screened using environmental criteria
308-2	G4-EN33	70	-	✓	Negative environmental impacts in the supply chain and actions taken

## GRI 400 Social Topics

GRI Standard	GRI 4 Equivalent	Page / Reference	Comment	External Assurance	Description
<b>GRI 401 Employment</b>					
401-1	G4-LA1	41	-	✓	New employee hires and employee turnover
401-2	G4-LA2	45	-	-	Benefits provided to full-time employees not provided to temporary or part-time employees
401-3	G4-LA3	45	-	-	Parental leave
<b>GRI 402 Labor/Management Relations</b>					
402-1	G4-LA4	43	-	✓	Minimum notice periods regarding operational changes
<b>GRI 403 Occupational Health and Safety</b>					
403-1	G4-LA5	50	-	-	Workers representation in formal joint management-worker health and safety committees
403-2	G4-LA6	51	-	-	Types of injury and rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities.
403-3	G4-LA7	53	-	-	Workers with high incidence or high risk of diseases related to their occupation
403-4	G4-LA8	97	Note 2	-	Health and safety topics covered in formal agreements with labor unions
<b>GRI 404 Training and Education</b>					
404-1	G4-LA9	42	-	✓	Average hours of training per year per employee
404-2	G4-LA10	42	-	✓	Programs for upgrading employee skills and transition assistance programs
404-3	G4-LA11	97	Note 2	-	Percentage of employees receiving regular performance and career development reviews
<b>GRI 405 Diversity and Equal Opportunity</b>					
405-1	G4-LA12	44	-	✓	Diversity of governance bodies and employees
405-2	G4-LA13	47	-	✓	Ratio of basic salary and remuneration of women to men
<b>GRI 406 Non-Discrimination</b>					
406-1	G4-HR3	44	-	-	Incidents of discrimination and corrective actions taken
<b>GRI 407 Freedom of Association and Collective Bargaining</b>					
407-1	G4-HR4	42	-	✓	Operations and suppliers identified in which the right to exercise freedom of association and collective bargaining may be at risk
<b>GRI 408 Child Labor</b>					
408-1	G4-HR5	97	Note 2	-	Operations/suppliers identified having significant risk for incidents of child labor
<b>GRI 409 Forced Labor</b>					
409-1	G4-HR6	97	Note 2	-	Operations and suppliers at significant risk for incidents of forced -compulsory labor
<b>GRI 410 Security Practices</b>					
410-1	G4-HR7	97	Note 2	-	Security personnel trained in human rights policies or procedures
<b>GRI 411 Rights of Indigenous People</b>					
411-1	G4-HR8	97	Note 2	-	Incidents of violations involving rights of indigenous peoples

#### GRI 412 Human Rights Assessment

412-1	G4-HR9	29	-	-	Operations subject to human rights reviews or impact assessments
412-2		30		-	Employee training on human rights policies or procedures
412-3		97	Note 20	-	Significant investment agreements and contracts that include human rights clauses or that underwent human rights screening

#### GRI 413 Local Communities

413-1	G4-S01	73	-	✓	Local community engagement, impact assessments, development programs
413-2	G4-S02	36	-	✓	Significant actual or potential negative impacts on local communities

#### GRI 414 Supplier Social Assessment

414-1	G4-S09	70	-	-	New suppliers that were screened using social criteria
414-2	G4-S010	70	-	✓	Negative social impacts in the supply chain and actions taken

#### GRI 415 Public Policy

415-1	G4-S06	-	Not recorded	-	Political contributions
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#### GRI 416 Customer Health and Safety

416-1	G4-PR1	54	-	-	Assessment of the health and safety impacts of product and service categories
416-2	G4-PR2	97	Note 18	✓	Incidents of non-compliance concerning the health and safety impacts of products and services

#### GRI 417 Marketing and Labeling

417-1	G4-PR3	97	Note 21	✓	Requirements for product and service information and labeling
417-2	G4-PR4	97	Note 18	✓	Incidents of non-compliance with regulations and voluntary codes concerning product and service information and labeling
417-3	G4-PR7	97	Note 18	✓	Incidents of non-compliance concerning marketing communications

#### GRI 418 Customer Privacy

418-1	G4-PR8	97	Note 18	✓	Substantiated complaints regarding breaches of customer privacy and losses of customer data
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#### GRI 419 Socioeconomic Compliance

419-1	G4-PR9	97	Note 16	✓	Non-compliance with laws and regulations in the social and economic area
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## Notes included into the GRI index

*[Note 1]:* The EY verification report, unlike previous years, cannot be an integral part of the Consolidated Non-Financial Statement (CNFS) and cannot be attached to the CNFS itself. This verification document is independent and is generated after audit closing. The reasoning is the same as in financial audit, the audit report is not part of the financial statements.

*[Note 2]:* It has not been possible to report consolidated data for the Group at the end of the reporting period. The Company is working on both management processes and at a systems level to provide this data in future reporting cycles.

*[Note 3]:* The Regulations of the General Meeting of Shareholders, establish the rules: (a) of constitution and operation of the General Meeting of Shareholders of Siemens Gamesa Renewable Energy, S.A.; and (b) for the exercise by the shareholders of the rights of information, attendance, speech, vote and any others that legally correspond to them. Those Regulations form part of the Company's Corporate Governance Standards. [\[Link\]](#). Additionally, the Company has a Shareholder Information Office which deals with shareholders daily and responds to any queries they may raise.

*[Note 4]:* The Chair of the highest governance body is not also the executive officer. The Chair holds the highest responsibility for the effective operation of the Board of Directors.

*[Note 5]:* The procedures for the selection, appointment, re-election, evaluation and resignation of board members, together with details of the competent bodies, processes to be followed and the criteria to be used in each procedure are disclosed in section C.1.19 of the Annual Corporate Governance Report 2019.

*[Note 6]:* Section D.6 of the Annual Corporate Governance 2019 describes the mechanisms implemented to detect, determine and resolve any conflicts of interest between the Company and/or its Group, and its directors, executives or significant shareholders.

*[Note 7]:* Indicated in the Regulations of the Board of Directors [\[Link\]](#)

*[Note 8]:* Indicated in Section C.1.20 of the Annual Corporate Governance Report 2019.

*[Note 9]:* Indicated in Section E of the Annual Corporate Governance Report 2019.

*[Note 10]:* The Board of Directors of Siemens Gamesa addresses the concerns which lie within its powers, as set forth in detail in Article 7 of the Regulations of the Board of Directors [\[Link\]](#)

*[Note 11]:* The Company rules which govern the remuneration of members of the Board of Directors are set forth in Article 45 of the By-Laws of Siemens Gamesa Renewable Energy, S.A. [\[Link\]](#), and in Article 29 of the Regulations of the Board of Directors [\[Link\]](#). Additional information can be accessed through Siemens Gamesa Renewable Energy S.A. and Subsidiaries Consolidated Annual Accounts for the period ended September 30, 2019. Also refer to the Annual Report on remuneration of the members of the Board of Directors 2019 for quantitative and qualitative details.

*[Note 12]:* The Annual Report on remuneration of the members of the Board of Directors is submitted to consultative vote on an annual basis within the Company's General Meeting of Shareholders. In accordance with prevailing legislation the remuneration policy of the year in course and the preceding year is set out in detail, including each director's individual remuneration.

At the Company's General Meeting of Shareholders held on March 27, 2019, the report was approved with 99.38% of the votes in favor, 0.49% votes against and 0.12% abstentions.

*[Note 13]:* At the time of reporting, it was not possible to aggregate the information relating to compensation or annual increases. Although specific compensation related data is confidential, we'll make an overarching approach in the following reporting periods. Generally, we comply with local regulations, law and general business ethics. That includes local regulations on minimum wage and equal opportunity in employment defined in our Business Conduct Guidelines.

*[Note 14]:* There is a strategic analysis of the risks of climate change dated 2016. It was not possible to conduct a complete new analysis of financial risks at Group level during the reporting period.

*[Note 15]:* Additional information can be accessed at Siemens Gamesa Renewable Energy S.A. and Subsidiaries *Consolidated Annual Accounts for the period ended September 30, 2019*.

*[Note 16]:* Total fines from penalties at the end of the reporting period were non-existent or not material.

*[Note 17]:* The Group is equipped with procedures which set out systematic processes to exercise appropriate control over loading, unloading and transport operations of hazardous goods by land, sea and air carried out at the group's centers with the organization's own resources or those of subcontracted companies in order to ensure suitable protection for people, goods and the environment, as well as to comply with the legislation in force.

*[Note 18]:* There is no record of any grievances or complaints having been received during the reporting period. [\[L11-SO10\]](#)

*[Note 20]:* There were no significant investment agreements in the reporting period that could endanger the protection of human rights, affect the Company's reputation or the stability of such investments. Significant investments are construed to be any that must be disclosed as Relevant Disclosures to the National Securities Market Commission (CNMV), and any information the knowledge of which could reasonably affect an investor to buy or transfer securities or financial instruments and which could therefore noticeably affect their listing in the secondary market will be deemed as such.

*[Note 21]:* Siemens Gamesa places special importance on providing an appropriate degree of information and labeling on the sustainability of its products and services. Given the nature of the equipment sold, warranties are set forth in agreements between the customer and the supplier.



# Annex V - UN Global Compact

Siemens Gamesa has endorsed, ratified and committed to upholding the ten principles of the United Nations' Global Compact. This commitment was ratified for the first time at legacy Gamesa on February 2, 2005 (participant ID 4098) and remains applicable to the new group. To describe the progress made during the fiscal year against these principles' readers can refer to our Consolidated Non-Financial Statement 2019, our online communication on progress at the UN Global Compact webpage <sup>45</sup> and to the following report index.

## Human Rights

**Principle 1:**  
Business should support and respect the protection of internationally proclaimed human rights within their area of influence

**Principle 2:**  
Business should make sure that they are not complicit in human rights abuses.

## Labor

**Principle 3:**  
Business should uphold the freedom of association and the effective recognition of the right to collective bargaining.

**Principle 4:**  
Business should uphold the elimination of all forms of forced and compulsory labor.

**Principle 5:** Business should uphold the effective abolition of child labor.

**Principle 6:**  
Business should uphold the elimination of discrimination in respect of employment and occupation.

## Environment

**Principle 7:**  
Business should support a precautionary approach to environmental challenges.

**Principle 8:**  
Business should undertake initiatives to promote greater environmental responsibility.

**Principle 9:**  
Business should encourage the development and diffusion of environmentally friendly technologies.

## Anti-corruption

**Principle 10:**  
Business should work against corruption in all its forms, including extortion and bribery.



This is our **Communication on Progress** in implementing the principles of the **United Nations Global Compact** and supporting broader UN goals.

We welcome feedback on its contents.

<sup>45</sup> See UN Global Compact webpage: <https://www.unglobalcompact.org/what-is-gc/participants/4098>

# Annex VI - Index according to the ten principles of the United Nations Global Compact

Principle	Policies and systems implemented	Significant progress made
Principle 1-5	<ul style="list-style-type: none"> <li>▪ Support and respect for human rights. Adoption of a Corporate Social Responsibility Policy. Section 5.2. "Compliance" (p.25) and CSR policy (p.20)</li> <li>▪ Support and respect for human rights. Adoption of Business Conduct Guidelines. ⇒ Section 5.2. "Compliance" (p.25) and section 5.2.4. "Business Conduct Guidelines" (27)</li> <li>▪ Commitment to human rights, the fight against child labor and forced labor. ⇒" Section 5.2.6.4. "Human Rights" (p.29)</li> <li>▪ Economic, social and environmental performance supervision mechanisms established. ⇒Note 7 - (p. 97).</li> <li>▪ Priority given to occupational health and safety of employees. ⇒Section 6.5. "Occupational health and safety" (p.49)</li> <li>▪ Justice and equity. Employees treated with respect and remunerated in a fair and equitable way. Section 6.3. "Diversity and equal opportunity" section (p.43)</li> <li>▪ Labor conditions are given priority in talent management and appropriate training given to people. ⇒ Section 6.2.2. "Learning and training" (p.42)</li> <li>▪ Responsible management of the global supply chain. ⇒Section 8.2. "Sustainability in the Supply Chain" (p.69)</li> <li>▪ Protection and defense of human rights in the communities where Siemens Gamesa has a presence. ⇒Section 9. "Community engagement" (p.73)</li> <li>▪ Defense of the freedom of association and collective bargaining. ⇒ Section 6.2.3. "Labor Relations" (p.42)</li> </ul>	<ul style="list-style-type: none"> <li>▪ The Company has an updated Corporate Social Responsibility Policy (p.20), which complies with the provisions set forth in Article 19.1 of the Articles of Association and with Articles 5 and 39 of the Board of Directors Regulations. As a result, the 2018-2020 Corporate Social Responsibility Master Plan was being drawn up and completed during the period. ⇒(p.21)</li> <li>▪ The number of training hours raised to 904,529 (619,217 in 2018) in the fiscal period 2019 (p.42)</li> <li>▪ Implementation of the Occupational Health and Safety Plan through 112 full audits, safety inspections (15,770) and safety observations (52,310) ⇒Section 6.5. "Occupational Health and Safety" (p.49)</li> <li>▪ Supply base of 17,890 suppliers and procurement volume exceeding €8.2 billion create jobs and local wealth.</li> <li>▪ Human rights compliance processes in the supply chain. ⇒ (p.70)</li> <li>▪ Community actions and programs in Mexico, Brazil, Uruguay and India aimed at covering basic educational needs and access to other decent conditions. ⇒Section 9. "Community engagement" (p.73)</li> <li>▪ Commitment made to workers to defend human and labor rights by means of a Global Collective Agreement. See section 6.2.3. "Labor Relations" section (p.42)</li> <li>▪ Undertakings in equality and diversity matters. ⇒ Section 6.3. "Diversity and equal opportunity" section (p.43)</li> </ul>

<p>Principle 6</p>	<ul style="list-style-type: none"> <li>▪ Siemens Gamesa does not tolerate discrimination and seeks to develop a favorable framework for labor relations based on the equal opportunities.</li> <li>▪ Committed to the UNGC Women's Empowerment Principles and have already signed the Diversity Charter, an initiative by the Spanish government.</li> <li>▪ This stance is set out in the Diversity and Inclusion Policy, the Global Corporate Social Responsibility Policy and in Business Conduct Guidelines. ⇒ Section 6.3. "Diversity and equal opportunity" section (p. 43)</li> </ul>	<ul style="list-style-type: none"> <li>▪ In the year under review, the share of female employees represents an overall 18.8% of the total workforce.</li> <li>▪ In fiscal 2019 women hired amounted 17.03 % of all new hires.</li> <li>▪ At the end of the reporting period Siemens Gamesa had 332 employees in management positions, 10.24% of whom were women.</li> <li>▪ The age structure in the fiscal year 2018 was dominated by the under-35 age group (37.39%), followed by employees aged 35-44 (36.95%); 45-54 (18.66%); 55-60 (5.19%) with those over 60 accounting for 1.81%. Section 6.3. "Diversity and equal opportunity" section (p. 43)</li> </ul>
<p>Principle 7</p>	<ul style="list-style-type: none"> <li>▪ Responsibility for protecting the environment in wind turbine design and manufacturing processes by applying management requirements in accordance with the ISO 14.001 standard and other environmental standards which apply.</li> <li>▪ Siemens Gamesa has taken up the challenge of reaching carbon neutrality by 2025.</li> <li>▪ ⇒ Section "Climate Change" (p. 57 and the following)</li> </ul>	<ul style="list-style-type: none"> <li>▪ We report direct greenhouse gas emissions (Scope 1), indirect greenhouse gas emissions (Scope2). The Company's total emissions of CO2-eq under Scope 1 and Scope 2 amounted to 70,698 tons CO2-eq during the reporting period. (p.60)</li> <li>▪ The current reporting period shows a 100% rate for products covered with Life cycle assessments (LCAs) (Screening and Full-Scale) and EPDs (Both Type II &amp; Type III), as well as a 100% revenue-based coverage ratio within our business.</li> <li>▪ New Environmental Product Declaration (EPD). In fiscal year 19 Siemens Gamesa published the following Environmental Declarations: i) Type II Environmental Declaration for SG 8.0-167 DD and ii) Type III Environmental Product Declarations for SG 2.6-126 (former G126-2.625 MW) and SG 3.4-132 (former G132-3.465 MW) (p.65)</li> </ul>
<p>Principle 8</p>	<ul style="list-style-type: none"> <li>▪ Commitment to researching and developing environmentally friendly products that produce long-term environmental benefits.</li> <li>▪ Siemens Gamesa is founder of the Basque Ecodesign Center, an organization based in the Basque Country and structured pursuant to a partnership framework between firms in the private sector and the Basque Government. It aims to foster the design and execution of innovative eco design project.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Patents granted at the end of the reporting period: 4,198 (3,363 in FY18). New patents first filing: 264.</li> <li>▪ Section ⇒ "Life Cycle Assessments" section (p. 65).</li> </ul>
<p>Principle 9</p>	<ul style="list-style-type: none"> <li>▪ Siemens Gamesa quantifies and documents the significant life cycle impacts of our products and operations (manufacturing, installations, services) by performing Life Cycle Assessments (LCAs) in accordance to the ISO 14040 series of standards and applicable Product Category Rules (PCRs).</li> <li>▪ We develop and market products, solutions and services that enable our customers to reduce their CO<sub>2</sub> emissions, lower lifecycle costs and protect the environment.</li> </ul>	<ul style="list-style-type: none"> <li>▪ In 2019, 9.3 GW of wind energy was installed helping our customers further reduce their emissions by 25 million tons of CO<sub>2</sub>. Cumulatively since 1998, more than 99 GW of wind energy has been installed from Siemens Gamesa's wind turbines. This allows our customers to mitigate their carbon footprint by more than 259 million tons of CO<sub>2</sub> a year.</li> </ul>

Principle 10

- The Group makes sure its activity is based on respect for the Law and on the fight against corruption in all its forms. This stance is set out in the Global Corporate Social Responsibility Policy.
- Siemens Gamesa Business Conduct Guidelines provide the ethical and legal framework within which we conduct our business activities. Our compliance system aims to ensure that all our worldwide business practices remain within this framework as well as in compliance with applicable laws.
- The Company implemented a Compliance Handbook addressing specific approach to Anticorruption (p.27)
- Business Conduct Guidelines (p.27)
- The Company continuously develops its Compliance System further in order to adapt it to changing requirements according to our global business. Siemens Gamesa has gone through a merge process that has affected all departments. ⇒ Section 5.2. "Compliance" (p.25)
- Whistleblowing Channel available on the intranet, the website and by post, as well as a system of rights, duties, guarantees, conditions of access and use thereof by users. ⇒ Section 5.2. "Compliance" (p.25).

# Imprint

[102-53]

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The report is available in English and Spanish. Both versions can be downloaded from Siemens Gamesa's corporate website:

[www.siemensgamesa.com](http://www.siemensgamesa.com)

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**Independent Assurance Report on the Consolidated Non-Financial  
Statement for the year ended September 30, 2019**

**SIEMENS GAMESA RENEWABLE ENERGY, S.A. AND SUBSIDIARIES**

## **INDEPENDENT ASSURANCE REPORT ON THE CONSOLIDATED NON-FINANCIAL STATEMENT**

To the Shareholders of Siemens Gamesa Renewable Energy, S.A.:

In accordance with article 49 of the Commercial Code, we have verified, with a limited scope, the Consolidated Non-Financial Statement (hereinafter NFS) for the year ended September 30, 2019 of Siemens Gamesa Renewable Energy, S.A. and subsidiaries (hereinafter the Group), which is part of the Group's accompanying Consolidated Management Report.

The content of the Consolidated Management Report contains information in addition to that required by prevailing company law in respect of non-financial information that was not included in the scope of our assurance work. Consequently, our work was limited exclusively to verifying the information identified in the Annex III "The state of non-financial information" and in conformity with the Annex IV "GRI Content Index" included in the accompanying Consolidated Management Report.

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### **Responsibility of the directors**

The preparation of the NFS included in the Group's Consolidated Management Report and its content is the responsibility of the directors of Siemens Gamesa Renewable Energy, S.A. The NFS was prepared in accordance with the content required by prevailing company law and in conformity with the criteria outlined in the GRI Sustainability Reporting Standards (GRI standards), core option, as well as other criteria, described as explained for each subject matter in the Annex III "The state of non-financial information", in conformity with the Annex IV "GRI Content Index" of said report.

This responsibility likewise includes the design, implementation, and maintenance of the internal control considered necessary to ensure that the NFS is free of material misstatement, due to fraud or error.

The directors of Siemens Gamesa Renewable Energy, S.A. are also responsible for defining, implementing, adapting, and maintaining the management systems from which the necessary information for preparing the NFS is obtained.

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### **Our independence and quality control**

We have complied with the independence and other Code of Ethics requirements for accounting professionals issued by the International Ethics Standards Board for Accountants (IESBA), which are based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behavior.

Our firm applies International Standard on Quality Control 1 (ISQC 1), and consequently maintains a global quality control system which includes documented policies and procedures relating to compliance with ethical requirements, professional standards, and the legal and applicable regulatory provisions.

The EY team is made up of experts in non-financial information engagements and specifically, information on economic, social, and environmental performance.

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## Our responsibility

Our responsibility is to express our conclusions on the Independent Assurance Report with limited assurance, based on the work performed, which refers exclusively to the 2018 financial year. Prior year data were not reviewed in compliance with prevailing company law.

We have carried out our work in accordance with the requirements established in the International Standard on Assurance Engagements (ISAE) 3000 (revised), "Assurance Engagements Other than Audits and Review of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) and the Guide for Non-Financial Statement verification engagements, issued by the Spanish Institute of Chartered accountants.

In a limited assurance engagement, the procedures carried out vary in their nature and timing, and are less in extent than those carried out for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is also substantially lower.

Our work consisted in making inquiries of management and of the Group's various business units participating in the preparation of the NFS, reviewing the processes for compiling and validating the information presented therein, and applying certain analytical procedures and sample review tests as described in general terms below. These procedures included:

- ▶ Holding meetings with Group personnel to gain an understanding of the business model, the policies and management approaches applied, and the main risks related to these matters, as well as to gather the information needed to perform the independent assurance work.
- ▶ Analyzing the scope, relevance, and integrity of the contents of the 2019 NFS, based on the materiality assessment performed by the Group and described in the Annex I "Materiality analysis," in light of the content required under prevailing company law.
- ▶ Analyzing the processes used to compile and validate the data presented in the 2019 NFS.
- ▶ Reviewing the disclosures relating to the risks, policies, and management approaches applied with respect to the material matters presented in the 2019 NFS.
- ▶ Checking, via tests of a selected sample, the information underlying the contents of the 2019 NFS and the satisfactory compilation of the NFS based on data taken from information sources.
- ▶ Obtaining a representation letter from the directors and management.

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## Conclusions

Based on the procedures performed and the evidence obtained, no additional matter came to our attention that would lead us to believe that the NFS of the Group for the year ended September 30, 2019 has not been prepared, in all material respects, in accordance with the content established in prevailing mercantile regulations and following the criteria GRI standards, in accordance with the core option, in line with the details provided for each matter in the Annex III "The state of non-financial information" in conformity with the Annex IV "GRI Content Index" of the Consolidated Management Report.



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### **Use and distribution**

This report was prepared in response to the requirement established by prevailing company law in Spain and may not be appropriate for other uses and jurisdictions.

ERNST & YOUNG, S.L.

(Signature on the original in Spanish)

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Alberto Castilla Vida

November 28, 2019

# Annual Corporate Governance Report

of Listed Companies

# 2019



**ISSUER IDENTIFICATION**

**YEAR-END DATE:** 09-30-2019

**Tax Identification No.** A01011253

**Company Name:** SIEMENS GAMESA RENEWABLE ENERGY, S.A.

**Registered Office:** PARQUE TECNOLÓGICO DE BIZKAIA, EDIFICIO 222, 48170 ZAMUDIO (VIZCAYA)

**NOTICE:**

i) The present document is a translation of a duly approved document in Spanish- language, and it is only provided for informational purposes. Shall a discrepancy between the present translation and the original document in Spanish- language appear, the text of the original Spanish-language document shall always prevail.

ii) Due to rounding, numbers presented throughout this Annual Corporate Governance Report may not add up precisely to the numbers or totals provided in other related documents and percentages may not precisely reflect absolute figures.

# A. CAPITAL STRUCTURE

## A.1. Complete the table below with details of the share capital of the company:

Date of last change	Share capital (Euros)	Number of shares	Number of voting rights
04-03-2017	115,794,374.94	681,143,382	681,143,382

Please state whether there are different classes of shares with different associated rights:

Yes

No

Class	Number of shares	Par value	Number of votes	Associated rights

## A.2. Please provide details of the company's significant direct and indirect shareholders at year end, excluding any directors:

Name of shareholder	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
SIEMENS AKTIENGESELLSCHAFT	30.123	28.877	0.00	0.00	59.000
IBERDROLA, S.A.	0.00	8.071	0.00	0.00	8.071

Breakdown of the indirect holding

Name of indirect shareholder	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights
SIEMENS AKTIENGESELLSCHAFT	SIEMENS BETEILIGUNGEN INLAND GMBH	28.877	0.00	28.877
IBERDROLA, S.A.	IBERDROLA PARTICIPACIONES, S.A.U.	8.071	0.00	8.071

State the most significant shareholder structure changes during the year:

#### Most significant movements

No changes in the shareholding structure have occurred during fiscal year 2019.

#### A.3. In the following tables, list the members of the Board of Directors (hereinafter “directors”) with voting rights in the company:

Name of director	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights	% voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Cendoya Aranzamendi, Andoni	0.0001	0.0000	0.0000	0.0000	0.0001	0.0000	0.0000
Rodríguez-Quiroga Menéndez, Carlos	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
<b>Total percentage of voting rights held by the Board of Directors</b>						0.0001	

#### Remarks

Mr. Andoni Cendoya Aranzamendi is the direct holder of 1,000 shares of Siemens Gamesa Renewable Energy, S.A. (hereinafter, “SIEMENS GAMESA” or the “Company”), which represent 0.0001% of the share capital.

Mr. Carlos Rodríguez-Quiroga Menéndez is the direct holder of 315 shares of SIEMENS GAMESA, which represent 0.0000% of the share capital.

Ms Sonsoles Rubio Reinoso, a former director of the Company, was the direct holder of 1,030 shares of SIEMENS GAMESA, representing 0.0002% of the share capital, at the time of her voluntary resignation as a director, which took place on 12 December 2018.

In addition, it is reported that the shareholders acting at the General Meeting of Shareholders of SIEMENS GAMESA held on 23 March 2018 approved a “Long-Term Incentive Plan” (hereinafter, LTI) for the 2018-2020 period, which was amended by resolution of the shareholders at the Company’s General Meeting of Shareholders held on 27 March 2019, which includes the delivery of Company shares linked to the achievement of certain strategic objectives, directed to the CEO Mr. Markus Tacke, among others. As reported to the CNMV on 20 April 2018 and 29 April 2019, in relation to the aforementioned LTI, the Board of Directors assigned to Mr Markus Tacke 56,180 stock awards for the FY2018 cycle and 124,777 stock awards for the FY2019 cycle, respectively, resulting in a total of 180,957 stock awards. In relation to FY2020 cycle, the Board of Directors has assigned to Mr Markus Tacke on November 27, 2019, 114,161 *stock awards*. This assignment will be communicated to the Spanish National Securities Market Commission (CNMW) within the legal term. The amount of *stock awards* just means the potential maximum number of shares to be awarded to the CEO in case of maximum achievement of all objectives established for such cycles, but it does not imply in any case that all or part of them will be awarded. The number of shares which, if that is the case, are finally awarded, will be calculated over the basis of the level of effective achievement of the objectives to which it is subject to. No share has been awarded to the CEO, under any of the cycles of the LTI, by the date of issuance of this report.

Finally, it shall be noted that after the end of the 2019 fiscal year, on November 5, 2019, Mr. Markus Tacke acquired 5,000 shares of SIEMENS GAMESA, which represent 0.0007% of the share capital.

Breakdown of the indirect holding:

Name of director	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights	% voting rights that can be transmitted through financial instruments

**A.4. If applicable, state any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, except those that are reported in Section A.6:**

Name of related party	Nature of relationship	Brief description
SIEMENS AKTIENGESELLSCHAFT and SIEMENS BETEILIGUNGEN INLAND GMBH	Corporate	Both holders of significant interests are in turn related companies, as Siemens Beteiligungen Inland GmbH is 100%-owned by Siemens Aktiengesellschaft.

**A.5. If applicable, state any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or group, unless they are insignificant or arise in the ordinary course of business:**

Name of related party	Nature of relationship	Brief description
N/A	N/A	N/A

#### Remarks

The existing contractual relationships that exist between significant shareholders and SIEMENS GAMESA and/or group (understood as the group of companies where SIEMENS GAMESA is the mother company, the "SIEMENS GAMESA Group" or the "Group") arise in the ordinary course of business and are not included in this section A.5. View section D.2. for more detail.

**A.6. Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives in the case of proprietary directors.**

**Explain, as the case may be, how the significant shareholders are represented. Specifically, state those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties.**

Shareholders with significant interests are represented on the Board of Directors through Proprietary Non-Executive Directors. According to article 11 of the Regulations of the Board of Directors of SIEMENS GAMESA, the categories of directors are (a) Executive Directors; and (b) Non-executive Directors. Non-executive Directors may also be Independent, Proprietary or other External Directors.

The status of each Director will be determined in accordance with legal provisions and must be explained by the Board of Directors before the General Shareholders' Meeting that will carry out or approve their appointment and confirm or, where applicable, revise it annually in the Annual Corporate Governance Report after being verified by the Appointments and Remuneration Committee."

It should also be noted that article 9.4 of the Regulations of the Board of Directors states that "the Board of Directors shall attempt to include Proprietary and Independent Directors in the majority group of Non-executive Directors, maintaining a balance regarding the complexity of the Group, the ownership structure of the Company, the absolute and relative importance of significant shares, as well as the degree of continuity, commitment and strategic links with the owners of these stocks with the Company."

And then article 13.4 of said Regulations provides that "the provisions in this chapter will be understood notwithstanding the complete freedom of the General Shareholders' Meeting to make decisions on the appointment of Directors."

The Board of Directors of SIEMENS GAMESA is currently made up of the following proprietary directors:

- Ms. Lisa Davis, appointed at the Extraordinary General Meeting of Shareholders held on 25 October 2016 at the proposal of Siemens AG, her appointment becoming effective on 3 April 2017.

- Mr. Ralf Thomas, appointed at the Extraordinary General Meeting of Shareholders held on 25 October 2016 at the proposal of Siemens AG, his appointment becoming effective on 3 April 2017.

- Ms. Mariel von Schumann, appointed at the Extraordinary General Meeting of Shareholders held on 25 October 2016 at the proposal of Siemens AG, her appointment becoming effective on 3 April 2017.

- Mr. Michael Sen, appointed on an interim basis (co-option) by the Board of Directors on 8 May 2017 at the proposal of Siemens AG to replace Mr. Klaus Helmrich, his appointment having been ratified and the director having been re-elected for the bylaw-mandated term at the Annual General Meeting of Shareholders held on 20 June 2017.

- Mr. Miguel Angel López Borrego, appointed on an interim basis (co-option) by the Board of Directors on 16 October 2018 effective 1 December 2018 at the proposal of Siemens AG to replace Ms. Rosa María García García, his appointment having been ratified and the director having been re-elected for the bylaw-mandated term at the Annual General Meeting of Shareholders held on 27 March 2019.

- Mr. Pedro Azagra Blázquez, appointed on an interim basis (co-option) by the Board of Directors on 12 December 2018 at the proposal of Iberdrola Participaciones, S.A.U. to replace Ms. Sonsoles Rubio Reinoso, his appointment having been ratified and the director having been re-elected for the bylaw-mandated term at the Annual General Meeting of Shareholders held on 27 March 2019.

In particular, mention the existence, identity and post of directors, or their representatives, as the case may be, of the listed company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
López Borrego, Miguel Angel	SIEMENS AKTIENGESELLSCHAFT	Siemens, S.A.	Chairman of the Board of Directors and CEO
López Borrego, Miguel Angel	SIEMENS AKTIENGESELLSCHAFT	Siemens Holding, S.L.U.	Chairman of the Board of Directors
López Borrego, Miguel Angel	SIEMENS AKTIENGESELLSCHAFT	Siemens Rail Automation, S.A.U.	Member of the Board of Directors
López Borrego, Miguel Angel	SIEMENS AKTIENGESELLSCHAFT	Siemens, S.A. (Portugal)	Member of the Board of Directors
López Borrego, Miguel Angel	SIEMENS AKTIENGESELLSCHAFT	Siemens Healthineers, S.L.U.	Member of its Advisory Board
Davis, Lisa	SIEMENS AKTIENGESELLSCHAFT		Member of the Managing Board
Davis, Lisa	SIEMENS AKTIENGESELLSCHAFT	Siemens Proprietary Ltd., South Africa	Chairwoman of the Board of Directors
von Schumann, Mariel	SIEMENS AKTIENGESELLSCHAFT	Siemens Ltd. India	Member of the Board of Directors
von Schumann, Mariel	SIEMENS AKTIENGESELLSCHAFT	Siemens Stiftung	Member of the Board of Trustees
Sen, Michael	SIEMENS AKTIENGESELLSCHAFT		Member of the Managing Board
Sen, Michael	SIEMENS AKTIENGESELLSCHAFT	Siemens Healthineers AG	Chairman of its Supervisory Board, Chairman of the Chairman's Committee, Member of its Audit Committee and Chairman of the Innovation and Finance Committee
Thomas, Ralf	SIEMENS AKTIENGESELLSCHAFT		Member of the Managing Board
Thomas, Ralf	SIEMENS AKTIENGESELLSCHAFT		Chief Financial Officer
Thomas, Ralf	SIEMENS AKTIENGESELLSCHAFT	Siemens Healthineers AG	Member of its Supervisory Board and Chairman of its Audit Committee
Thomas, Ralf	SIEMENS AKTIENGESELLSCHAFT	Siemens Aktiengesellschaft Österreich	Member of its Supervisory Board and Chairman of its Audit Committee
Azagra Blázquez, Pedro	IBERDROLA, S.A.		Member of the Executive Committee and Corporate Development Director of Iberdrola Group
Azagra Blázquez, Pedro	IBERDROLA, S.A.	Neoenergia Brasil	Member of the Board of Directors and Member of the Audit Committee



## Remarks

It is pointed out that Ms. Lisa Davis held the post of Chairwoman of the Board of Directors and CEO of Siemens Corporation, USA until June 2019.

It shall also be pointed out that Ms. Mariel von Schumann held the post as Chief of Staff and Head of Governance and Markets Department in SIEMENS AKTIENGESELLSCHAFT until July 2019.

Likewise, Mr. Ralf Thomas held the post as Vice Chairman and member of the Board of Directors of SIEMENS CORPORATION until July 2019.

Regarding Mr. Pedro Azagra Blázquez it shall be remarked that he also held the post as member of the Board of Directors and member of the Executive Committee of Avangrid, Inc. until June 27, 2019.

In relation to Ms. Rosa María García García, Chairwoman of the Board of Directors of SIEMENS GAMESA until December 1, 2018, it shall be pointed out that she also held until that same date the post as Chairwoman and CEO of SIEMENS, S.A. and Chairwoman of Siemens Holding, S.L.U.

Likewise in relation to Ms. Sonsoles Rubio Reinoso, member of the Board of Directors of SIEMENS GAMESA until December 12, 2018, it shall be remarked that she is the Internal Audit Director of the Iberdrola Group.

**A.7. State whether the company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the Ley de Sociedades de Capital ("Corporate Enterprises Act" or "LSC"). If so, describe these agreements and list the party shareholders:**

Yes No 

Parties to the shareholders' agreement	Percentage of affected shares	Brief description of the agreement	Date of termination of agreement, if applicable
IBERDROLA S.A., IBERDROLA PARTICIPACIONES, S.A. (SOCIEDAD UNIPERSONAL) and SIEMENS AKTIENGESELLSCHAFT	67.07%	In fulfillment of article 531 of the restated text of the Corporate Enterprises Act, approved by the RLD 1/2010, of July 2 (the "Capital Companies Law"), IBERDROLA, S.A. ("IBERDROLA") informed Gamesa Corporación Tecnológica, S.A. ("GAMESA") on June 17, 2016 of the signature of a shareholders' agreement between IBERDROLA and Iberdrola Participaciones, S.A. (Sociedad Unipersonal), as shareholders (non-direct and direct, respectively) of GAMESA, on one hand, and Siemens Aktiengesellschaft ("SIEMENS AG"), on the other hand (significant events number 239899 from June 17, 2016, and number 255530 from August 1, 2017). The contract was signed in the context of the process of combination of the wind energy businesses of GAMESA and SIEMENS AG through the merger by absorption of Siemens Wind Holdco, S.L. (Sociedad Unipersonal) by GAMESA ("Merger"). This shareholders' agreement governs, among other matters, the relationships of the parties as future shareholders of GAMESA after the Merger, which became effective on April 3, 2017.	Indefinite

State whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

Yes No

Parties to the concerted action	Percentage of affected shares	Brief description of the agreement	Date of termination of agreement, if applicable

If any of the aforementioned agreements or concerted actions have been modified or terminated during the year, please specify expressly:

Not occurred

**A.8. State whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores (“Spanish Securities Market Act” or “LMV”). If so, please identify them:**

Yes

No

**Name of individual or company**

SIEMENS AKTIENGESELLSCHAFT

#### Remarks

The significant shareholder SIEMENS AG owns 59% of the share capital of SIEMENS GAMESA and therefore can exercise control over it according to article 42 of the Commerce Code. The Company has five external proprietary directors appointed following proposal from SIEMENS AG in the Board of Directors.

It shall also be pointed out that according to the Significant Event sent by SIEMENS GAMESA to the CNMV on May 7, 2019 (registry number 277864), Siemens AG announced on the same day a significant event titled “Siemens plans to sharpen the focus of its portfolio” where, amongst other, it disclosed certain plans with respect to its stake in SIEMENS GAMESA. Full text of such significant event by Siemens AG may be found in its corporate website <https://new.siemens.com/global/en/company/investor-relations/events-publications-ad-hoc.html#AdhocAnnouncements>, a copy of which was attached to SIEMENS GAMESA’s Significant Event.

**A.9. Complete the following table with details of the company’s treasury shares:**

**At the close of the year:**

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
1,635,425	0	0.240

#### Remarks

It shall be pointed out that SIEMENS GAMESA signed on July 10, 2017 a liquidity contract with Santander Investment Bolsa, which entered into force and was reported to the CNMV through Significant Event (number 254428) on July 11, 2017.

Likewise, during 2019 fiscal year the CNMV has been notified of transactions carried out within the scope of the referred liquidity contract during the last quarter of 2018 fiscal year and the three next quarters of 2019 fiscal year via Significant Event numbers 270207, 273533, 276753, and 279880. By the beginning of 2020 fiscal year, the CNMV has been notified as well of transactions corresponding to last quarter of 2019 fiscal year via Significant Event number 282286.

(\*) through:

Name of direct shareholder	Number of direct shares
N/A	N/A
<b>Total:</b>	

Explain any significant changes during the year:

**Explain significant changes**

Pursuant to article 40 of Royal Decree 1362/2007 of 19 October, implementing the Spanish Securities Market Act (Law 24/1988 of 28 July), regarding the transparency requirements in relation to information about issuers whose securities are admitted to trading on an official secondary market or other regulated market in the European Union (the "Royal Decree 1362/2007"), these issuers must inform the National Securities Market Commission (Comisión Nacional del Mercado de Valores or "CNMV") of the proportion of voting rights held when, from the last treasury stock acquisition announcement, they acquire their own shares amounting to at least 1% of the voting rights via either a single or successive transactions.

In this regard, during the 2019 fiscal year SIEMENS GAMESA made three announcements of direct acquisitions of treasury stock for reaching or exceeding the 1% threshold of the voting rights since the previous similar announcement. The announcements made are detailed below:

- Announcement dated on 11-08-2018, with a total number of directly acquired shares of 6,941,282 representing a capital share of 1.019%.
- Announcement dated on 03-29-2019, rectified on 08-19-2019, with a total number of directly acquired shares of 6,820,265 representing a capital share of 1.001%.
- Announcement dated on 08-19-2019, with a total number of directly acquired shares of 6,810,457 representing a capital share of 1.000%.

**A.10. Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.**

As at the date of approval of this report, the approval by the shareholders at the Company's Annual General Meeting of Shareholders held on 8 May 2015 under item nine on the agenda, pursuant to which the Board of Directors was authorized to acquire own shares of the Company, is in effect. The text of the resolution adopted by the shareholders at said Meeting in item nine on the Agenda is set forth verbatim below:

*"Pursuant to the provisions of Section 146 of the Corporate Enterprises Act, to expressly authorise the Board of Directors, with express powers of substitution, to engage in the derivative acquisition of shares of Gamesa Corporación Tecnológica, Sociedad Anónima ("Gamesa" or the "Company"), on the following terms:*

*a.- Acquisitions may be made directly by Gamesa or by any of its subsidiaries upon the same terms of this resolution.*

*b.- Acquisitions of shares 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.- The minimum price of the shares shall be the nominal value thereof and the maximum price may not be greater than 110% of the listing price thereof on the date of acquisition.*

*e.- The shares acquired may be subsequently sold on terms that are freely determined.*

*f.- This approval is given for a maximum period of 5 years, expressly depriving of effect the approval granted by the shareholders at the Company's Annual General Meeting of Shareholders held on 28 May 2010, to the extent of the unused amount.*

*g.- 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.*

*Finally, as regards the provisions of the last paragraph of Section 146.1.a) of the Corporate Enterprises Act, it is stated that the shares acquired pursuant to this approval may be used by the Company for, among other things, delivery to employees or administrators of the Company, whether directly or as a result of the exercise of option or other rights contemplated in Incentive Plans of which they are holders and/or beneficiaries as provided by law, by-laws and regulations.”*

**A.11. Estimated working capital:**

	%
<b>Estimated working capital</b>	32.688

**A.12. State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, state the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorization or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.**

Yes

No

**Description of restrictions**

Do not exist.

**A.13. State if the shareholders have resolved at a meeting to adopt measures to neutralise a takeover bid pursuant to the provisions of Act 6/2007.**

Yes

No

If so, please explain the measures approved and the terms under which such limitations would cease to apply:

**Explain the measures approved and the terms under which such limitations would cease to apply**

No resolution has been adopted.

**A.14. State if the company has issued shares that are not traded on a regulated EU market.**


Yes

No

If so, please list each type of share and the rights and obligations conferred on each.

**List each type of share**

N/A


 General shareholders'  
meeting

# B. GENERAL SHAREHOLDERS' MEETING

B.1. State whether there are any differences between the quorum established by the LSC for General Shareholders' Meetings and those set by the company and if so, describe them in detail:

Yes No 

	% quorum different from that contained in Article 193 LSC for general matters	% quorum different from that contained in Article 194 LSC for special resolutions
Quorum required at 1st call	N/A	N/A
Quorum required at 2nd call	N/A	N/A

## Description of differences

N/A

B.2. State whether there are any differences in the company's manner of adopting corporate resolutions and the manner for adopting corporate resolutions described by the LSC and, if so, explain:

Yes No 

Describe how it is different from that contained in the LSC.

	Qualified majority different from that established in Article 201.2 LSC for Article 194.1 LSC matters	Other matters requiring a qualified majority
% established by the company for adoption of resolutions	N/A	N/A

## Describe the differences

N/A

**B.3. State the rules for amending the company's Articles of Association. In particular, state the majorities required for amendment of the Articles of Association and any provisions in place to protect shareholders' rights in the event of amendments to the Articles of Association.**

The amendment of the By-Laws of SIEMENS GAMESA is governed by the provisions of: (i) Sections 285 to 290 of the Corporate Enterprises Act, (ii) its By-Laws y (iii) its Regulations for the General Meeting of Shareholders.

Articles 14. h) of the By-Laws and 6.1 h) of the Regulations for the General Meeting of Shareholders provide that said amendment is within the purview of the shareholders acting at a General Meeting of Shareholders of SIEMENS GAMESA.

Furthermore, articles 18 of the By-Laws and 26 of the Regulations for the General Meeting of Shareholders include the quorum requirements and articles 26 of the By-Laws and 32 of the Regulations for the General Meeting of Shareholders provide for the majorities required to adopt resolutions at the General Meeting of Shareholders. All of said articles refer to the legal provisions on these matters.

Additionally, article 31.4 of the Regulations for the General Meeting of Shareholders provides that the Board of Directors, in accordance with the provisions of law, shall formulate different proposed resolutions relating to those matters that are essentially independent, so that the shareholders can exercise their voting rights separately. Within the context of amending the By-Laws, this rule means that each article or group of articles that is substantially independent shall constitute a separate proposal and shall be subject to individual approval.

Finally, pursuant to Section 518 of the Corporate Enterprises Act, for purposes of the call to meeting of a General Meeting of Shareholders at which an amendment of the By-Laws is proposed, the Company's website shall include the full text of the proposed resolutions regarding the items on the agenda in which said amendment is proposed, as well as the reports of the competent bodies in relation to these items.

**B.4. Give details of attendance at General Shareholders' Meetings held during the year of this report and the previous year:**

## Attendance data

Date of General Meeting	% physically present	% present by proxy	% distance voting		Total
			Electronic voting	Other	
03-27-2019	9.47	74.42	0.00	0.00	83.89
<b>Of which, free float:</b>	1.40	15.42	0.00	0.00	16.82
03-23-2018	9.01	72.39	0.00	0.00	81.40
<b>Of which, free float:</b>	0.93	13.39	0.00	0.00	14.32
06-20-2017	9.42	75.46	0.00	0.00	84.88
<b>Of which, free float:</b>	1.35	16.46	0.00	0.00	17.81

General shareholders' meeting

### Remarks

The free-float percentages have been calculated by dividing the shares present in person and by proxy less those belonging to significant shareholders and directors participating at each Meeting, according to the information available on the attendance roll, by the total number of shares outstanding on the date the Meeting is held. For these purposes, significant equity interests deposited into omnibus accounts (that are not in the name of the holders of said equity interests) have been subtracted from the shares present in person and by proxy, as the Company was aware of the participation of said significant shareholder at the Company's General Meeting.

By way of supplement to the information supplied in this section B.4, eighteen shareholders holding a total of forty-four thousand one hundred ninety-three (44,193) shares used the electronic absentee voting platform at the Annual General Meeting of Shareholders in fiscal year 2019.

**B.5. State whether any point on the agenda of the General Shareholders' Meetings during the year has not been approved by the shareholders for any reason.**

Yes

No

Points on agenda not approved

% votes against (\*)

(\*) If the non-approval of the point is for a reason other than the votes against, this will be explained in the text part and "N/A" will be placed in the "% votes against" column.

**B.6. State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:**

Yes

No

Number of shares required to attend General Meetings

Number of shares required for distance voting

**B.7. State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting.**

Yes

No

**Explain the decisions that must be subject to the General Shareholders' Meeting, other than those established by law**

N/A

**B.8. State the address and manner of access to the page on the company website where one may find information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.**

Article 48 of the By-Laws of SIEMENS GAMESA governs the activation of the Company's website pursuant to applicable law.

At its meeting of 13 September 2017, the Board of Directors of SIEMENS GAMESA approved the change of the corporate website from [www.gamesacorp.com](http://www.gamesacorp.com) to [www.siemensgamesa.com](http://www.siemensgamesa.com). The change was registered with the Commercial Registry of Biscay on 24 October 2017 and was published in the Official Gazette of the Commercial Registry (Boletín Oficial del Registro Mercantil) (BORME) on 2 November 2017, all for purposes of the full effectiveness thereof pursuant to Section 11 bis of the Corporate Enterprises Act.

The corporate website includes all information and content that must be published (directly accessible at <https://www.siemensgamesa.com/es-es/investors-and-shareholders>) pursuant to the Restated Text of the Securities Market Act approved by Royal Legislative Decree 4/2015 of 23 October (the "Securities Market Act"), the Corporate Enterprises Act, Order ECC/461/2013 of 20 March Determining the Content and Structure of the Annual Corporate Governance Report, the Annual Remuneration Report and Other Information Instruments of Listed Companies, Savings Banks and Other Entities that Issue Securities Admitted to Trading on Official Securities Markets, and CNMV Circular 3/2015 of 23 June on Technical and Legal Specifications and Information that must be Contained in Websites of Listed Companies and Savings Banks that Issue Securities Admitted to Trading on Official Secondary Securities Markets.

As to mandatory content, the Company seeks to continuously improve accessibility for users, particularly shareholders and investors, and this content is kept permanently updated pursuant to applicable law.

As regards accessibility of the mandatory content, it should be noted that access is provided on the home page of the corporate website. This access is located in the upper part of the page under the title "Investors and shareholders" (accessible at <https://www.siemensgamesa.com/en-int/investors-and-shareholders>), where there is a drop-down list of sections with all of the content that must be included on the websites of listed companies pursuant to the legal provisions mentioned above. These sections can also be accessed directly at their respective addresses:

- <https://www.siemensgamesa.com/en-int/investors-and-shareholders/corporate-governance>
- <https://www.siemensgamesa.com/en-int/investors-and-shareholders/share-and-dividend>
- <https://www.siemensgamesa.com/en-int/investors-and-shareholders/financial-information>
- <https://www.siemensgamesa.com/en-int/investors-and-shareholders/cnmv-filings>

It should also be noted that this access to section "Investors and shareholders" is also available at the bottom of the website's home page.

The corporate website also contains other information of interest for shareholders and investors and news relating to the Company's activities.



# C. COMPANY ADMINISTRATIVE STRUCTURE

## C.1. Board of Directors

C.1.1. Maximum and minimum number of directors established in the Articles of Association and the number set by the general meeting:

<b>Maximum number of directors</b>	15
<b>Minimum number of directors</b>	5
<b>Number of directors set by the general meeting</b>	13

C.1.2. Please complete the following table on directors:

<b>Name of director</b>	<b>Natural person representative</b>	<b>Director category</b>	<b>Position on the Board</b>	<b>Date first appointed to Board</b>	<b>Last re-election date</b>	<b>Method of selection to Board</b>
López Borrego, Miguel Angel		External Proprietary	Chairman	12-01-2018	03-27-2019	General Meeting
Tacke, Markus		Executive	Chief Executive Officer	05-08-2017	06-20-2017	General Meeting
Rodríguez-Quiroga Menéndez, Carlos		Executive	Director and Secretary	09-27-2001	06-20-2017	General Meeting
Davis, Lisa		External Proprietary	Director	04-03-2017	04-03-2017	General Meeting
von Schumann, Mariel		External Proprietary	Director	04-03-2017	04-03-2017	General Meeting
Sen, Michael		External Proprietary	Director	05-10-2017	06-20-2017	General Meeting
Hernández García, Gloria		Independent	Director	05-12-2015	03-27-2019	General Meeting


**Company  
administrative  
structure**

Thomas, Ralf	External Proprietary	Director	04-03-2017	04-03-2017	General Meeting
Azagra Blázquez, Pedro	External Proprietary	Director	12-14-2018	03-27-2019	General Meeting
Krämmmer, Rudolf	Independent	Director	02-20-2019	03-27-2019	General Meeting
Rosenfeld, Klaus	Independent	Director	04-03-2017	04-03-2017	General Meeting
Cendoya Aranzamendi, Andoni	Independent	Director	05-12-2015	03-27-2019	General Meeting
Alonso Ureba, Alberto	Independent	Director	10-20-2017	03-23-2018	General Meeting
<b>Total number of directors</b>				13	

State if any directors, whether through resignation, dismissal or any other reason, have left the Board during the period subject to this report:

<b>Name of director</b>	<b>Director type at time of leaving</b>	<b>Date of last appointment</b>	<b>Date director left</b>	<b>Specialised committees of which he/she was a member</b>	<b>Indicate whether the director left before the end of the term</b>
García García Rosa María	External Proprietary	04-03-2017	12-01-2018	None	Yes
Rubio Reinoso, Sonsoles	External Proprietary	06-22-2016	12-12-2018	Appointments and Remunerations Committee	Yes
Conrad, Swantje	Independent	04-03-2017	02-20-2019	Audit, Compliance and Related Party Transactions Committee; and Appointments and Remunerations Committee	Yes

**Reason for leaving and other remarks**

Three members of the Board of Directors stepped down for personal reasons during fiscal year 2019.

To supplement the chart of the members of the Board of Directors, it should be noted that Mr. Juan Antonio García Fuente holds the position of non-member Deputy Secretary of the Board of Directors since his appointment on 20 October 2017.



Company  
administrative  
structure

C.1.3. Complete the following tables regarding the members of the Board and their categories:

**EXECUTIVE DIRECTORS**

Name or company name of director	Post in organizational chart of the company	Profile
Tacke, Markus	Chief Executive Officer	<p>Born in Frankfurt (Germany). He is currently Chief Executive Officer of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>He holds a Mechanical Engineering Degree from the Technical University of Darmstadt (Germany), Master Degree of Engineering by Cornell University (USA) and a PhD by the Technical University of Darmstadt (Germany).</p> <p>With a great experience in the industry sector, he started his professional career in Ways&amp;Freytag AG and joined Siemens group in 1998, having held a number of relevant positions: Head of the manufacturing Segment Rotor Manufacturing in the gas turbine plant Siemens owns in Berlin; Head of the Business Function Production within the Business Segment Industrial Steam Turbines, Head of the Business Segment Industrial Steam Turbines and CEO of the Business Unit Industrial Steam Turbines; last, CEO of the Business Unit Industrial Power within the Division Oil&amp;Gas of the Sector Energy.</p> <p>Since August 2013 and until April 2017, Mr. Markus Tacke held the post of CEO of Siemens Division Wind Power and Renewables.</p>
Rodriguez-Quiroga, Carlos	Director-Secretary of the Board of Directors and Legal Counsel	<p>Born in Madrid. He currently holds the position of Member of and Secretary to the Board of Directors and Secretary (non-Member) of the Appointments and Remunerations Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>He holds a Law Degree from the Complutense University of Madrid.</p> <p>Diploma-holder of Employment Law from the Legal Practice School of Madrid.</p> <p>Diploma-holder in Comparative Industrial Relations and in European Community Relations from the Secretariat of State for Relations with the European Community.</p> <p>Practicing lawyer.</p> <p>Currently he performs tasks as Director, among other positions, in the following companies: Audiovisual Española 2000, S.A., Rodríguez-Quiroga Abogados, S.L. and member of the Fundación Pro Real Academia de Jurisprudencia y Legislación.</p>
<b>Total number of executive directors</b>		2
<b>Percentage of Board</b>		15.38

**PROPRIETARY DIRECTORS**

Name of director	Name or company name of the significant shareholder represented or that has proposed their appointment	Profile
López Borrego, Miguel Ángel	SIEMENS AKTIENGESELLSCHAFT	<p>Born in Frankfurt am Main (Germany), he holds the position of Chairman of the Board of Directors of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>Graduated in Business Administration Dipl. by the Berufsakademie Mannheim, Dipl. Betriebswirt (Germany) and MBA by the University of Toronto (Canada).</p> <p>He currently holds the position as Chairman and Chief Executive Officer of Siemens, S.A. (Spain) as well as Chairman of the Board of Directors of Siemens Holding S.L.U., member of the Board of Siemens Rail Automation S.A.U., member of the Board of Directors of Siemens, S.A. (Portugal) and member of the Advisory Board of Siemens Healthineers, S.L.U.. In addition to this, he is also member of the Managing Board of the Deutsche Handelskammer für Spanien (German Chamber of Commerce for Spain), member of the Managing Board of Innobasque (Basque Innovation Agency) and member of the Business Advisory Council of CEOE (Confederation of employers and industries of Spain).</p> <p>His professional career started as plant controller in VDO AG. Afterwards he was appointed Chief Financial Officer of VDO Instrumentos in Spain and of VDO's global Instruments Division. Within the Siemens Group he held the position as Chief Financial Officer of the Interior &amp; Infotainment Business Unit of Siemens VDO AG, of the Low Voltage Controls &amp; Distribution Business Unit in the Siemens Automation &amp; Drives group, of the Industry Automation Division, of Siemens' Industry Sector, until in 2014 he was appointed CFO of Siemens Digital Factory Division. In 2017 he held the position of CFO of Siemens Gamesa Renewable Energy.</p> <p>Throughout his entire professional career, he held different positions on various boards of directors around the world. As an example, he has served on Primetals Technologies' Board of Directors in Austria and Great Britain; Valeo Siemens eAutomotive or several positions in China and in other countries such as France and Portugal.</p>
Azagra Blázquez, Pedro	IBERDROLA, S.A.	<p>Born in Madrid. He currently holds the position of Member of the Board of Directors and of the Appointments and Remuneration Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>He holds a Degree in Law and Economic and Management Sciences by the Universidad Pontificia Comillas (ICADE) (Madrid) and MBA by the Chicago University Business School (EE.UU.).</p> <p>He started his professional career in the investment banking division at Morgan Stanley until he joined the Iberdrola Group in 1997.</p> <p>Currently, and since 2008, he holds the post as Corporate Development Director of the Iberdrola Group and, during this time he has been member of the Board of Directors of Iberdrola Mexico, Avangrid, Energy East, Rochester Gas and Electric, New York State Electric and Gas Corporation, Iberdrola Portugal and Rokas. Likewise, he is member of the Executive Committee of the Iberdrola Group and member of the Board of Directors and Audit Committee of Neoenergia Brasil.</p> <p>He is also lecturer of Corporate Finance and Mergers and Acquisitions at the Universidad Pontificia Comillas (ICADE).</p>



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Davis, Lisa	SIEMENS AKTIENGESELLSCHAFT	<p>Born in Idaho (U.S.), she holds the position of Member of the Board of Directors of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>Graduated from the University of Berkeley (California, US) with a degree in chemical engineering.</p> <p>Since August 2014 to the present day, she has been a member of the Managing Board of Siemens AG. She is also member of the Board of Directors of Penske Automotive Group Inc., USA and Chairwoman of Siemens Proprietary Ltd., South Africa, until June 2019 she also held the post as Chairwoman and CEO of SIEMENS CORPORATION, USA.</p> <p>She has held various management posts at Exxon Corporation and Texaco and, most recently, at Royal Dutch Shell (both in the US and the UK). During this time she has contributed to the development of the business related to oil and gas production and processing, fuels distribution and alternative energy growth, and undertaken the following roles: Vice President of hydrocarbon supply for Europe, Vice-President of sales and marketing lubricants and bulk fuels in the Americas and Executive Vice-Chair of strategy, portfolio and alternative energy of Royal Dutch Shell.</p>
von Schumann, Mariel	SIEMENS AKTIENGESELLSCHAFT	<p>Ms. von Schumann holds the position of Member of the Board of Directors and of the Appointments and Remuneration Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>Born in Brussels (Belgium), she graduated from ICHEC University of Brussels (Bachelor in Economics and Business Administration and Management), and from EAP-ESCP Europe with a master's in International Business Administration and Management. She completed a number of postgraduate programs, among others at INSEAD and LBS.</p> <p>Throughout her professional career, she has held various management posts in Product Management, Mergers and Acquisitions, Strategy and Investor Relations. At Siemens AG, she served as Head of Investor Relations until October 2013 and held the posts as Chief of Staff and Head of Governance &amp; Markets until July 2019. Currently, she is also on the Board of Directors for Siemens India and for the Siemens Foundation (Siemens Stiftung).</p>
Thomas, Ralf	SIEMENS AKTIENGESELLSCHAFT	<p>Born in Nürnberg (Germany), he holds the position of Member of the Board of Directors of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>Graduated from the University of Erlangen-Nuremberg (Germany) with a degree in Economics and Business Administration; he also holds a Doctorate in Company Tax Accounting.</p> <p>Since September 2013 to the present day, he has been a member of the Managing Board and chief financial officer of Siemens AG. He is also member of the Supervisory Board of Siemens Healthineers AG and Chairman of its Audit Committee, and member of the Supervisory Board and Chairman of the Audit Committee of Siemens Aktiengesellschaft Österreich.</p> <p>He has held various management posts in a number of companies of the Siemens Group; these positions include: Head of Accounting and Treasury of Siemens Ltd. South Africa, Financial Manager of the Angiography and Fluoroscopic and Radiographic Systems of Siemens Medical Solutions and Head of Accounting, Control, Information and Corporate Finance Taxation of Siemens.</p>
Sen, Michael	SIEMENS AKTIENGESELLSCHAFT	<p>Born in Korschenbroich (Germany). He is currently member of the Board of Directors of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>He holds a Degree in business and management administration by the Technical University of Berlin.</p>

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He has developed his professional career in Siemens AG holding different posts in the corporate development and corporate finance areas as chief financial officer of the information solutions and applications. Likewise he held the post as senior vice president of strategy transformation and investor relations. For 7 years he worked as chief financial officer of the healthcare sector in Siemens. In 2015 he joined E.ON SE as chief financial officer and since 2017 he is member of the Managing Board of Siemens AG. He also holds the post as Chairman of the Supervisory Board of Siemens Healthineers AG.

**Total number of proprietary directors**

6

**Percentage of the Board**

46.15

**INDEPENDENT DIRECTORS**

Name of director	Profile
Krämmer, Rudolf	<p>Born in Rosenheim (Germany), he holds the position of Member of the Board of Directors, Chairman of the Audit, Compliance and Related Party Transactions Committee and Member of the Appointments and Remunerations Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>Graduated from the University of Munich (Germany) with a degree in Business Administration, he is admitted for 25 years as tax consultant (Steuerberater) and certified public accountant (Wirtschaftsprüfer) in Germany.</p> <p>Mr. Krämmer has extensive experience in accounting, auditing, financial and business advisory. He worked for almost 15 years for Arthur Andersen and Andersen Consulting in Munich, Chicago, Moscow and St. Petersburg, the last six years as partner in different leadership positions. In 2002 he joined EY Germany as partner and was lead audit partner on significant publicly listed companies in Germany including Siemens AG. Overall, he served EY for 14 years thereof almost 10 years as member of the managing board.</p> <p>Currently he is registered in own practice and engaged in voluntary social work in his community. He is member of the supervisory board of Ärzte ohne Grenzen, Deutsche Sektion e.V.</p>
Rosenfeld, Klaus	<p>Born in Bonn (Germany), he holds the position of Member of the Board of Directors and of the Appointments and Remuneration Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p> <p>After an apprenticeship at Dresdner Bank and his military service he graduated in Business Administration from the University of Münster (Germany).</p> <p>Currently, he is the CEO of Schaeffler AG, a leading automotive and industrial supplier, a position he was appointed to in June 2014.</p> <p>He started his professional career in 1993 holding several positions in the Investment Banking Division in Dresdner Bank AG. In 2002 he became member of the Board of Directors, being responsible for Finance and Controlling, Compliance and Corporate investments Dresdner Bank AG.</p> <p>He joined the Schaeffler AG in March 2009 as Chief Financial Officer. During this period he led the corporate and financial restructuring of the group, after the takeover bid for Continental AG, and led, in 2012, Schaeffler AG's access to the debt markets and its IPO in October 2015.</p> <p>He is also a member of the management and supervisory bodies of various industrial companies. In particular, he is a member of the Supervisory Board and the Audit Committee of Continental AG, in Hanover (Germany), and the Board of Directors of Schaeffler India Ltd., in Mumbai (India). He is also a member of the Executive Committee of the Federation of German Industries (BDI) in Berlin.</p>
Hernández García, Gloria	<p>Born in Madrid, she holds the position of Member of the Board of Directors and of the Audit, Compliance and Related Party Transactions Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.</p>

She studied at the Complutense University of Madrid, where she obtained a degree in Economic Sciences with a specialty in Economic Theory.

Until January 2019 she held the post as General Director of Finance and Capital Markets of Bankinter, S.A., manager of the treasury of the company, of balance sheet risk management, of solvency and calculation, and of the management of the resources of the Bankinter Group, as well as responsible for the budget control and the efficiency, the investors relations, accountancy policies and the financial control, the accounts and the financial information of the Bankinter group and the coordination of the relationship of the entity with the ECB. She was member of the Management Committee of Bankinter, S.A., Director as representative of Bankinter in Linea Directa Aseguradora, S.A., Bankinter Consumer Finance and Bankinter Global Services.

Before joining Bankinter, S.A., she served for over seven years as the Financial Director of Banco Pastor, S.A.

Doña Gloria Hernández García is Commercial Technician and State Economist on personal leave, and as such she worked until 2003 in different public posts connected to the Directorate General of the Treasury and Financial Policy, where she also held the position of General Manager of the Treasury. She also was nata Director of the CNMV and the Bank of Spain.

At last, she has had significant international experience by being, among others, a representative member of Spain on Committees of the European Union and Director of the subsidiary of Bankinter in Luxembourg.

Born in in Deba (Gipuzkoa), he holds the position of Member of the Board of Directors and Chairman of the Appointments and Remunerations Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.

He holds a Master's in Electrical Engineering from the Escuela de Armería in Eibar, and a Master's in Human Resources from CEREM.

Cendoya Aranzamendi, Andoni

Andoni Cendoya Aranzamendi has broad experience in the industrial sector, having undertaken the majority of his career in a leading group of the aeronautical sector (the ITP Group). He also adds to his sectoral knowledge with experience in other sectors, with his role in the negotiation of restructuring the naval sector and the renewal of the bank agreement being particularly outstanding. Likewise he was member of the General Councils and member of the Executive Commissions of Spanish National Health Institute (Instituto Nacional de la Salud (INSALUD)), of the National Social Security Institute (Instituto Nacional de la Seguridad Social (INSS)) and of the Institute for the Elderly and Social Services (Instituto de Mayores y Servicios Sociales (IMSERSO)).

He has experience in the senior management of international companies, acquired during his time as the Executive Director of Human Resources of the ITP Group, where he was also a member of the Management Committee of the Group. He also has experience in the management of international companies, as he was part of the management team of ITP's subsidiaries in England and Mexico. Specifically, he started up the operations of the latter.

Born in Sevilla. He currently holds the position of Member of the Board of Directors and of the Audit, Compliance and Related Party Transactions Committee of SIEMENS GAMESA RENEWABLE ENERGY, S.A.

Law Degree and PhD in Law by the Universidad Complutense of Madrid and Chaired Professor of the Universidad Rey Juan Carlos since 1999. Previously he was Chaired Professor in the Universidad of Castilla-La Mancha (1988) and in the Universidad Complutense of Madrid (1993).

Practicing lawyer.

Alonso Ureba, Alberto

Currently, founding partner of Ramón y Cajal Abogados, member of its Management Committee and Partner co-director of the Corporate Law practice. Previously he has also led the Corporate Law practice in the law firm Baker McKenzie in the Madrid office.

Likewise he is an ex officio member of the Codification General Committee of the Justice Ministry since 1997.

In addition to his extensive experience as lawyer he also has wide of experience as member of the Board of Directors at major companies at international level. In this sense, he was member of the Board of Directors of Endesa S.A. (1998-2007) and Zeltia S.A. (1998-2006). Currently he is also the Secretary of the Board of Directors of Editorial Ecoprensa, S.A. (2019-present) and Secretary of the Board of Directors of SOCIEDAD ANONIMA DE OBRAS Y SERVICIOS COPASA (2017-present).



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He is also a member of the governing boards of prestigious specialist journals and reviews on corporate law and securities market law (Revista de Derecho de Sociedades and Revista de Derecho del Mercado de Valores), being also a member of the Editorial Boards of the Revista de Derecho de la Competencia y la Distribución, the Revista de Derecho Concursal y Paraconcursal and Cuadernos de Derecho y Comercio.

**Number of independent directors**

5

**Percentage of the Board**

38.46

State whether any independent director receives from the company or any company in the group any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

In this case, include a statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

**Name of the director**

**Description of the relationship**

**Statement of the Board**

N/A

N/A

N/A

**OTHER EXTERNAL DIRECTORS**

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

**Name of director**

**Reason**

**Company, director or  
shareholder to whom the  
director is related**

**Profile**

N/A

N/A

N/A

N/A

**Total number of other external directors**

0

**Percentage of the Board**

0.00

State any changes in status that has occurred during the period for each director:

**Name of director**

**Date of change**

**Previous Status**

**Current status**

N/A

N/A

N/A

N/A





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C.1.4. Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

	Number of female directors				% of directors for each category			
	Year t	Year t-1	Year t-2	Year t-3	Year t	Year t-1	Year t-2	Year t-3
<b>Executive</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Proprietary</b>	2	4	4	1	33.33%	66.67%	66.67%	33.33%
<b>Independent</b>	1	2	2	1	20.00%	40.00%	50.00%	14.29%
<b>Other external</b>	0	0	0	0	0.00%	0.00%	0.00%	0.00%
<b>Total</b>	3	6	6	2	23.08%	46.15%	50.00%	16.67%

C.1.5. State whether the company has diversity policies in relation to the Board of Directors of the company on such questions as age, gender, disability and training and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity.

Yes

No

Partial policies

Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.

In the event that the company does not apply a diversity policy, explain the reasons why.

**Description of policies, objectives, measures and how they have been implemented, including results achieved**

SIEMENS GAMESA is aware of the significance of the principle of diversity both in the composition of the Board of Directors and in the processes of selection and re-election of candidates for director, and this is set forth in its Regulations of the Appointments and Remuneration Committee (art. 7.4), the Regulations of the Audit, Compliance and Related Party Transactions Committee (art. 15.2) and in the "Director Selection Policy". By way of example, the power to ensure compliance with this principle is given to the Appointments and Remuneration Committee, which supports it in processes within its purview, like searching for candidates for Director of the Company, preparing reports, and procedures for appointment or re-election of Directors.

Specifically, the "Director Selection Policy" of SIEMENS GAMESA, the last version of which was approved by resolution of the Board of Directors on 25 September 2019, includes among its objectives the search for persons whose appointment favours diversity of gender, knowledge and experience within the Board of Directors. Furthermore, the Company must take into account the principle of diversity, among other principles, in the formulation of proposals or reports issued in relation to candidates for director of the Company, as provided in section 4.c) of said Policy: "The selection of directors must be guided by the purpose of achieving diversity and balance in the composition of the Board of Directors supporting different viewpoints in its debates, thus enriching decision-making. To this end, the selection of candidates for director shall favour candidates whose appointment contributes to increasing the diversity of knowledge, skills, experience, origin, nationalities, age and gender. Selection practices must not suffer from implied bias that might entail discrimination of any kind, and particularly that might hinder the selection of female directors. Additionally, efforts should be made so that, by the year 2020, the number of female directors represents at least 30% of the total members of the Board of Directors."

Likewise, the Audit, Compliance and Related Party Transactions Committee shall seek diversity in the composition thereof, particularly as regards gender, professional experience, competencies, industry knowledge and geographic origin.

In line with the foregoing, during fiscal year 2019 the Company changed three of the thirteen directors making up its Board of Directors, which has allowed the inclusion of new skills and experiences. Together with these new entries, the Company has also re-elected two members of its Board of Directors. Said appointments and re-elections are described below:

- Mr. Miguel Angel López Borrego was appointed as a director by the Board of Directors effective 1 December 2018 through the interim appointment (co-option) procedure, with the classification of proprietary non-executive director. The appointment was ratified at the General Meeting of Shareholders held on 27 March 2019. Mr. López Borrego was appointed as chair of the Board of Directors on 1 December 2018.

- Mr. Pedro Azagra Blázquez was appointed as a director by the Board of Directors on 12 December 2018 through the interim appointment (co-option) procedure, with the classification of proprietary non-executive director. The appointment was ratified at the General Meeting of Shareholders held on 27 March 2019. Mr. Azagra Blázquez was appointed as a member of the Appointments and Remuneration Committee on 12 December 2018.

- Mr. Rudolf Krämmer was appointed as a director by the Board of Directors on 20 February 2019 through the interim appointment (co-option) procedure, with the classification of independent non-executive director. The appointment was ratified at the General Meeting of Shareholders held on 27 March 2019. Mr. Krämmer was appointed as a member of the Appointments and Remuneration Committee and of the Audit, Compliance and Related Party Transactions Committee on 20 February 2019 and was appointed as chair of the latter committee on 27 May 2019.

- Ms. Gloria Hernández García was re-elected as a director at the General Meeting of Shareholders held on 27 March 2019, with the classification of independent non-executive director. Ms. Hernández was appointed as chair of the Audit, Compliance and Related Party Transactions Committee on 27 May 2015, in which position she remained after her re-election until 27 May 2019, when she was appointed a member thereof after the passage of the maximum term allowed by the regulations.

- Mr. Andoni Cendoya Aranzamendi was re-elected as a director at the General Meeting of Shareholders held on 27 March 2019, with the classification of independent non-executive director. Mr. Cendoya was appointed as chair of the Appointments and Remuneration Committee on 27 May 2015, in which position he has remained after his re-election.

SIEMENS GAMESA publishes on its corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) the internal rules mentioned at the beginning, as well the Activities Report of the Board of Directors and of the committees thereof, in which one can analyze in greater detail the objectives and duties of the internal bodies, the procedures, and the profiles of the directors.

#### **Board of Directors skills and diversity matrix**

Our Board of Directors' composition provides the balance of knowledge, capabilities, qualifications, diversity and experience required to execute our strategy. This balance is reflected in the Board's skills and diversity matrix that has been approved in 2019.

The SIEMENS GAMESA's skills and diversity matrix included here below, separates the skills in two groups, general and specific, with reference to the degree of coverage of each of them by each Director, and by the Board of Directors as a whole.

Together with the section related to skills, there is another section related to diversity in relation to geographical origin or international studies, women, and independence of the members of the Board of Directors.

Company administrative structure

Capacities and experiences	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9	Director 10	Director 11	Director 12	Director 13
<b>A. General</b>													
Administration, senior management and experience in boards of directors (100%)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Sectorial experience and expertise in energy or business related engineering or industry (77%)	✓	✓	✓			✓	✓	✓		✓	✓	✓	✓
International capacity or experience (100%)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Experience and expertise in strategy (46%)		✓	✓	✓		✓		✓		✓			
Accounting and financial knowledge (77%)	✓		✓	✓	✓	✓	✓	✓	✓	✓		✓	
Audit, internal control and risk management knowledge and experience (62%)	✓				✓	✓	✓	✓	✓	✓		✓	
Institutional, regulatory and legal/corporate governance (31%)				✓	✓							✓	✓
<b>B. Specific</b>													
Digitization and Information Technologies (31%)	✓			✓		✓	✓						
Human resources, culture, talent and remuneration systems (31%)			✓	✓							✓		✓
Corporate social responsibility and sustainable development (38%)			✓	✓		✓			✓				✓



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**Geographical origin or international studies:**

The Board of Directors is composed of 92% of Directors with geographical origin or international education in Europe, 38% in North America or the United Kingdom and 8% with international education in LATAM and in APAC.

**Women:**

Currently, the Board has 3 women, that make up 23% of members of the Board.

**Independence:**

When it comes to tenure, 77% of Board Directors have been in office between 0 and 4 years, 15% have been between 5 and 8 years and 8% have been for more than 12 years.

- C.1.6. Describe the means, if any, agreed upon by the appointments committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates and which makes it possible to achieve a balance between men and women:

**Explanation of means**

By application of article 14 of the Regulations of the Board of Directors, the Appointments and Remuneration Committee has established standards for selecting Directors of good character, solvency, competence and experience, endeavoring to ensure that female candidates meeting this profile are included in the selection process.

During fiscal year 2019, this led the Appointments and Remuneration Committee to amend its Regulations in order to improve internal processes regarding the promotion of diversity and the selection of female directors. Thus, the text of article 7.4 of the Regulations of the Appointments and Remuneration Committee approved by the Board of Directors on 29 July 2019 provides that the Committee will “ensure that, when filling vacancies or appointing new directors, the selection procedures: (i) do not suffer from implicit bias that might involve any discrimination and, in particular, that might hinder the selection of female directors, and (ii) favour the diversity of the members of the Board of Directors, particularly as regards gender, professional experience, competencies, personal skills and sector knowledge, international experience or geographical origin.” Furthermore, article 7.5 of the Regulations of the Appointments and Remuneration Committee provides that one of its functions is to “set a representation target for the gender that is least represented on the Board of Directors and prepare guidelines on how to achieve it.”

For the same purpose as above, there has also been an amendment of the “Director Selection Policy”, which in article 4.c) provides that “the selection of directors must be guided by the purpose of achieving diversity and balance in the composition of the Board of Directors supporting different viewpoints in its debates, thus enriching decision-making. To this end, the selection of candidates for director shall favour candidates whose appointment contributes to increasing the diversity of knowledge, skills, experience, origin, nationalities, age and gender. Selection practices must not suffer from implied bias that might entail discrimination of any kind, and particularly that might hinder the selection of female directors. Additionally, efforts should be made so that, by the year 2020, the number of female directors represents at least 30% of the total members of the Board of Directors.”

In the event that there are few or no female directors in spite of any measures adopted, please explain the reasons that justify such a situation:

**Explanation of means**

N/A

Company administrative structure

C.1.7. Describe the conclusions of the appointments committee regarding verification of compliance with the selection policy for directors; in particular, as it relates to the goal of ensuring that the number of female directors represents at least 30% of the total membership of the Board of Directors by the year 2020

The conclusions of the verification of compliance with the “Director selection policy” during 2019 fiscal year carried out by the Appointments and Remuneration Committee are the following:

- The Appointments and Remuneration Committee confirms that the Company’s processes for the selection, appointment and re-election of directors complied during fiscal year 2019 with the requirements imposed by law and the Corporate Governance Rules of SIEMENS GAMESA, as well as the recommendations of the Good Governance Code.
- The Appointments and Remuneration Committee has expressly verified that the process of selecting candidates for director as well as their subsequent appointment as members of the Board of Directors during fiscal year 2019 complied with the latest version of the “Director Selection Policy of Siemens Gamesa Renewable Energy, S.A.” approved by the Board of Directors at its meeting of 25 September 2019.
- The Board of Directors of SIEMENS GAMESA, as a Company with a high level of internationalization, has members with different geographical and national origins, who also have a wide variety of personal qualifications, knowledge and professional experience, which reflects the Company’s clear commitment to diversity in the composition of its management decision-making body.
- This does not detract from the Company being committed to continuing to improve upon the application of the good governance standards, principles and rules regarding the selection of directors and it will promote that such selection processes take into account the recommendations of the Good Governance Code regarding diversity.

C.1.8. If applicable, please explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name of shareholder	Reason
N/A	N/A

State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:

Yes                       No

Name of shareholder	Explanation

C.1.9. State the powers delegated by the Board of Directors, as the case may be, to directors or Board committees:

Name of director	Brief description
Tacke, Markus	The Board of Directors of SIEMENS GAMESA, in its meeting held on June 20, 2017, unanimously agreed, following a favorable report from the Appointments and Remunerations Committee, to re-elect Mr. Markus Tacke as CEO of the Company delegating in his favor all powers which, according to the law and the By-laws correspond to the Board of Directors, except those which cannot be delegated pursuant to the law and the By-laws, an appointment which was accepted by Mr. Tacke in the same act.

C.1.10. Identify any members of the Board who are also directors or officers in other companies in the group of which the listed company is a member:

Name of director	Name of group member	Position	Does the director have executive powers?
N/A	N/A	N/A	N/A

C.1.11. List any legal-person directors of your company who are members of the Board of Directors of other companies listed on official securities markets other than group companies, and have communicated that status to the Company:

Name of director	Name of listed company	Position
Rosenfeld, Klaus	Schaeffler AG	CEO
	Continental AG	Member of the Supervisory Board and Member of the Audit Committee
	Schaeffler India Ltd.	Member of the Board of Directors
Davis, Lisa	Siemens Aktiengesellschaft	Member of the Managing Board
	Penske Automotive Group Inc., USA	Member of the Board of Directors
Sen, Michael	Siemens Aktiengesellschaft	Member of the Managing Board
	Siemens Healthineers Aktiengesellschaft	Chairman of the Supervisory Board, Chairman of the Chairman's Committee, Member of the Audit Committee and Chairman of the Innovation and Finance Committee
Thomas, Ralf	Siemens Aktiengesellschaft	Member of the Managing Board
	Siemens Healthineers Aktiengesellschaft	Member of the Supervisory Board and Chairman of the Audit Committee
von Schumann, Mariel	Siemens Ltd. India	Member of the Board of Directors
Azagra Blázquez, Pedro	Neoenergia Brasil	Member of the Board of Directors and Member of the Audit Committee

**Remarks**

Mr. Pedro Azagra Blázquez was member of the Board of Directors and member of the Executive Committee of Avangrid, Inc. until June 27, 2019.

It should also be noted that Ms. Swantje Conrad, member of the Board of Directors of SIEMENS GAMESA until the date of her voluntary resignation from the position on 20 February 2019, was a member of the Board of Directors of BMO PRIVATE EQUITY TRUST plc.

C.1.12. State whether the company has established rules on the number of boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

Yes

No

**Explanation of the rules and identification of the document where this is regulated**

Article 10 of SIEMENS GAMESA's Board of Director's Regulations establishes rules on the maximum number of companies' boards its directors may be a part of:

*"Article 10. Incompatibilities for becoming a Director*

*The following individuals cannot be Directors or, where applicable, natural person representatives of a Legal Entity Director:*

*(...)*

*b) Any individual acting in the position of administrator of three or more companies whose shares are traded in domestic or foreign securities markets.*

*(...)"*

C.1.13. State total remuneration received by the Board of Directors:

<b>Board remuneration in financial year (thousand euros)</b>	3,498
<b>Amount of vested pension interests for current members (thousand euros)</b>	333
<b>Amount of vested pension interests for former members (thousand euros)</b>	0

**Remarks**

In addition to the information provided above it shall be mentioned that:

- pursuant to articles 45.3 and 45.6 of the Bylaws of SIEMENS GAMESA and as agreed by virtue of the fifteenth resolution of the agenda of the 2015 General Meeting of Shareholders, the remuneration of the Company to all directors as fixed annual remuneration and allowances for their dedication and attendance does not exceed the maximum amount of three million euro (€3,000,000) as established by the cited General Meeting of Shareholders, as such consideration is compatible with and independent from the remuneration received by executive directors.
- the information shown therein matches the figures in Note 20 of the Individual Report and Note 31 of the Consolidated Report, which form part of the financial statements for fiscal year 2019.



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C.1.14. Identify senior management staff who are not executive directors and their total remuneration accrued during the year:

Name	Position
Nauen, Andreas	CEO Offshore Business Unit
Faubel Frauendorff, Alfonso	CEO Onshore Business Unit
Albenze, Mark	CEO Services Business Unit
Bartl, Jürgen	General Secretary
Mesonero Molina, David	Chief Financial Officer
Wollny, Christoph	Chief Operations Officer
Zarza Yabar, Félix	Internal Audit Director
<b>Total senior management remuneration (thousand euros)</b>	<b>6,752</b>

#### Remarks

The remuneration of the Top Management includes:

- the amount of a payment, during fiscal year 2019 of the remaining 50% of incentive plan 2016-2017 to two top managers and one former top manager. The characteristics of said plan are described in the 2017 Annual Report about the Remuneration of the Members of the Board of Directors.
- the amount of a severance payment to and the amount due to a non-competition clause of one top manager.
- a strategic incentive linked to the fulfillment of targets established by the board of directors for one top manager, and a salary compensation for the exercise, on an interim basis, of an additional position to the own for another top manager.

The information shown therein matches the figures in Note 20 of the Individual Report and Note 31 of the Consolidated Report, which form part of the financial statements for fiscal year 2019.

C.1.15. State whether the Board rules were amended during the year:

Yes

No

#### Description of amendment

N/A

C.1.16. Specify the procedures for selection, appointment, re-election and removal of directors: the competent bodies, steps to follow and criteria applied in each procedure.

#### Selection and appointment procedure:

As provided by article 30 of the By-Laws of SIEMENS GAMESA, the members of the Board of Directors are “*appointed or approved by the General Shareholders’ Meeting*” with the provision that “*if there are openings during the period for which Directors were appointed, the Board of Directors can appoint individuals to occupy them until the first General Shareholders’ Meeting is held*”, always in accordance with the applicable provisions of the Corporate Enterprises Act and the By-Laws.



Furthermore, pursuant to article 13.2 of the Regulations of the Board of Directors, *“the proposals for appointing Directors submitted by the Board of Directors for consideration by the General Shareholders’ Meeting and the appointment decisions adopted using the co-option procedure must be preceded by: (a) for Independent Directors, a proposal from the Appointments and Remuneration Committee; and (b) in other cases, a report from the aforementioned committee.”* In this regard, article 13.3 of said Regulations provides that *“when the Board of Directors declines the proposal or the report from the Appointments and Remuneration Committee mentioned in the above section, it must justify doing so and include a record of it in the minutes.”*

Article 13.4 of said Regulations then provides that *“the provisions in this chapter will be understood notwithstanding the complete freedom of the General Shareholders’ Meeting to make decisions on the appointment of Directors.”*

Finally, article 14 of said Regulations provides that *“the Board of Directors and the Appointments and Remuneration Committee, shall make an effort, within the sphere of their competencies, to ensure that the proposal and election of candidates falls on individuals of renowned reputation, credibility, solvency, competence and experience”* and adds that *“concerning a Legal Entity Director, the natural person representing it in the performance of the duties related to the position will be subject to the conditions included in the previous paragraph.”*

#### Re-election procedure:

Article 15 of the Regulations of the Board of Directors provides that *“proposals for re-election of Directors submitted by the Board of Directors to the General Shareholders’ Meeting must be accompanied by the corresponding explanatory report in the terms set forth by the law. The resolution of the Board of Directors to submit the re-election of Independent Directors to the General Shareholders’ Meeting must be adopted upon proposal of the Appointments and Remuneration Committee, while the re-election of other Directors must have a prior favourable report from this committee.”*

In this regard, section 2 of said article adds that *“directors that are part of the Appointments and Remuneration Committee must abstain from taking part in the deliberations and votes that affect them.”*

Finally, section 3 states that *“the re-election of a Director who is part of a committee or who holds an internal position on the Board of Directors or one of its committees will determine his/her continuity in this position without requiring express re-election and notwithstanding the power of revocation which corresponds to the Board of Directors.”*

#### Evaluation procedure:

Article 25.8 of the Regulations of the Board of Directors governs the procedure for evaluation of directors, and provides that *“the Board of Directors shall evaluate at least once a year: (a) the quality and effectiveness of its operation; (b) the performance of duties of the Chairman of the Board of Directors, and if applicable, of the CEO and Coordinating Director, based on the report submitted to the Appointments and Remuneration Committee; and (c) the operation of the committees based on the reports they submit to the Board of Directors.”*

In this regard, article 8 of the Regulations of the Appointments and Remuneration Committee provides that said committee shall have the following main functions regarding the evaluation of the Board:

*“1. To promote and coordinate the annual assessment of the performance of the Chairman of the Board of Directors and, where appropriate; the CEO; Board of Directors; Delegated Executive Committee; Audit, Compliance and Related Party Transactions Committee; Appointments and Remuneration Committee; Coordinating Director and any other advisory committee constituted in accordance with the provisions of the Corporate Governance Standards.*

*2. To submit to the Board of Directors the results of said evaluation together with a draft action plan and with recommendations to correct any deficiencies identified or to improve the functioning of the Board of Directors or its committees.*

*3. As part of the evaluation, the Committee shall also monitor the attendance of the directors at meetings.*

*4. To perform the evaluations, the Committee shall have the internal means it deems appropriate in each case, and the support of independent external consultants at least every three years. Consultants supporting the Committee in the exercise of its powers of evaluation provided for in the Corporate Governance Rules shall be different from any that advise the Company in the process of selecting directors or members of Top Management or in relation to the remuneration thereof.”*

#### Removal procedure:

Pursuant to the By-Laws, directors will hold their position for four years, for so long as they are not removed by resolution of the General Meeting of Shareholders or they do not resign from their position.



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Article 16 of the Regulations of the Board of Directors provides that *“Directors will be removed from their position once the term for which they were appointed has passed, notwithstanding the possibility of being re-elected, and whenever the General Shareholders’ Meeting decides to do so as proposed by the Board of Directors or the shareholders, in the terms set forth by law.”*

The processes and standards to follow for removal will be those provided for in the Corporate Enterprises Act and in Royal Decree 1784/1996 of 19 July approving the Regulations of the Commercial Registry.

Finally, section 2 of article 16 of the Regulations of the Board of Directors provides the instances in which Directors must tender their resignation to the Board of Directors and formalize it, if the Board of Directors sees fit, subject to a report from the Appointments and Remuneration Committee.

C.1.17. Explain how the annual evaluation of the Board has given rise to significant changes in its internal organization and to procedures applicable to its activities:

#### Description of changes

The governance bodies of SIEMENS GAMESA have continued to evolve during fiscal year 2019, making improvements in the operation and efficiency of the Board of Directors and its committees.

The most important advances have specifically been the following:

- As to operation, there has been a significant reduction in the duration of the meetings of the Board of Directors in order to limit them to a number of hours that ensures the attention of the directors.
- The process for approving the minutes has been streamlined.
- There has been a considerable increase in the time that the Board of Directors has dedicated to the Company’s strategic issues.
- A specific onboarding plan for directors has been established for each of the committees.
- As to skills development, an amendment of the Regulations of the Appointments and Remuneration Committee has been approved to include changes required to align this body with the new Technical Guide 1/2019 on Nomination and Remuneration Committees.
- A matrix of competencies of the members of the Board of Directors has been approved in order to improve the planning and evaluation of future appointments of directors.
- As to composition, another member with experience in auditing and accounting has been added to the Audit, Compliance and Related Party Transactions Committee.

Describe the evaluation process and the areas evaluated by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its committees and any other area or aspect that has been evaluated.

#### Description of the evaluation process and evaluated areas

The Board of Directors of SIEMENS GAMESA evaluates its performance on an annual basis. Thus, on 29 July 2019 the Board of Directors approved the commencement of the process of evaluation of the Board of Directors itself, of the Audit, Compliance and Related Party Transactions Committee, of the Appointments and Remuneration Committee, of the chair of the Board of Directors and of the CEO. This fiscal year, it was decided to hire PricewaterhouseCoopers Asesores de Negocios, S.L. (“PwC”) as an external adviser in the evaluation process.

The evaluation process, which has included the analysis of more than 180 indicators, has covered the following areas: (i) composition of the bodies, (ii) operation thereof, (iii) exercise of powers and performance of duties, and (iv) relations with other bodies. These areas have been analyzed from 3 perspectives: (i) compliance with internal rules and with applicable regulations; (ii) analysis of future trends in the area of corporate governance; and finally, (ii) level of compliance with the recommendations for improvement identified in prior evaluation processes. As regards the past fiscal year, the evaluation has included indicators relating to *Technical Guide 1/2019 on Nomination and Remuneration Committees*. During the process, individual interviews were held with the chair of the Board, the chairs of the committees and the secretary of the Board.

The process concluded at the meeting of the Board of Directors held on 24 October 2019, with the approval of the results of the evaluation and the Action Plan for fiscal year 2020.



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The conclusions of the evaluation process show a high degree of compliance with the indicators reviewed and that the operation of the Company's governance bodies continued to evolve during the fiscal year. These results should also be viewed within the context of a particular company, as this is the third fiscal year since the effectiveness of the merger of Siemens Wind HoldCo, S.L.U. and Gamesa Corporación Tecnológica, S.A. and the board has thus had to deal not only with recurring issues but also with issues of a more extraordinary nature.

The Action Plan 2020 deriving from the evaluation process focuses on continuing to advance in the proper operation of the governance bodies. For this reason, among other areas for advancement, work will continue on encouraging attendance, strengthening the use of video-conferencing systems and providing more executive information prior to meetings of the Board and committees.

C.1.18. Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the company or any company in its group.

The business relations of the consultant and the companies of its group with SIEMENS GAMESA during the last fiscal year amounted to 2.2 million euros (representing less than 0.5% of PwC España's billing and less than 0.01% of PwC's billing worldwide). The services were mainly focused on advice in the legal and corporate governance areas and financial aspects.

C.1.19. State the situations in which directors are required to resign.

As established in Article 16.2 of the Board of Director's Regulations, "directors or the natural person representing a Legal Entity Director must offer their resignation to the Board of Directors and formalize it, if the Board sees fit, subject to a report provided by the Appointments and Remuneration Committee in the following cases:

- a) Concerning Proprietary Directors, whenever these or the shareholder they represent cease to be the owners of significant stocks in the Company, as well as when such shareholders revoke representation.
- b) Concerning Executive Directors, when they are removed from the executive positions associated with their appointment as Director and, in all cases, whenever the Board of Directors considers it necessary.
- c) Concerning Non-executive Directors, when they join the management of the Company or of any of the companies in the Group.
- d) When, due to circumstances beyond their control, they are involved in cases of incompatibility or prohibition as set forth by law or the Corporate Governance Standards.
- e) Whenever they are brought to trial for a supposedly criminal act or a court ruling is passed against them to open a trial for any of the offenses set forth in the provisions of the Capital Company Act related to the prohibitions on being an administrator, or whenever they are involved in a sanction for a serious or very serious offense brought by supervisory authorities.
- f) Whenever they are issued a serious warning by the Board of Directors or are sanctioned for a serious or very serious offense by a public authority for having breached their duties as Directors in the Company.
- g) Whenever their continuity on the Board of Directors could put the Company's interests at risk, or whenever the reasons for their appointment have ceased to exist.
- h) When, due to acts attributable to the Director acting in his/her capacity as such, cause significant damage to the Company's assets, or the reputation of the Company, or result in the loss of the business and professional reputation and credibility required for being a Director of the Company."

C.1.20. Are qualified majorities other than those established by law required for any specific decision?

Yes X

No

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If so, please describe any differences.

**Description of differences**

The Regulations of the Board of Directors (article 4.4) requires of at least two-thirds of the directors attending the meeting to pass amendment thereof (save for modifications imposed by mandatory standards, in which case a simple majority will be required to adopt the resolution).

Article 18.3 of the Regulations of the Board of Directors stipulates that in case the position of Chairperson of the Board of Directors is held by an Executive Director, *“removal from the position of this director will require the absolute majority of the members of the Board of Directors.”*

In addition, article 29.8 of the cited Regulations states that the formalization of the contract establishing the remuneration and further terms and conditions of Executive Directors for the performance of management duties, must be approved by the Board of Directors with at least a favorable vote of two-thirds of its members.

C.1.21. Explain whether there are any specific requirements, other than those relating to directors, to be appointed as chairman of the Board of Directors.

Yes  No

**Description of requirements**

N/A

C.1.22. State whether the Articles of Association or the Board Rules establish any limit as to the age of directors:

Yes  No

	Age limit
<b>Chairman</b>	N/A
<b>CEO</b>	N/A
<b>Directors</b>	N/A

C.1.23. State whether the Articles of Association or the Board Rules establish any term limits for independent directors other than those required by law:

Yes  No

<b>Additional requirements and/or maximum number of term limits</b>	N/A
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- C.1.24. State whether the Articles of Association or Board Rules establish specific proxy rules for votes at Board meetings, how they are to be delegated and, in particular, the maximum number of delegations that a director may have, as well as if any limit regarding the category of director to whom votes may be delegated and whether a director is required to delegate to a director of the same category. If so, please briefly describe the rules.

Article 25.3 of the Regulations of the Board of Directors states that *"the Directors must attend the meetings that are held. However, Directors may cast their vote in writing or delegate in writing their representation to another Director, specifically for each meeting, and the number of representations that each Director can receive is not limited. Non-executive Directors may only delegate representation to another Non-executive Director."*

For the purposes of delegating votes, each time a meeting of the Board of Directors is convened, the specific proxy award model for that meeting is made available to the directors so that they can confer their representation and, where applicable, voting instructions if deemed necessary by the represented director are included. All aforementioned also in compliance with article 32.2 of the By-laws of SIEMENS GAMESA which states that *"any Director may cast his/her vote in writing or confer his/her representation to another Director, specifically for each meeting. Non-executive Directors may only do so to another Non-executive Director."*

- C.1.25. State the number of meetings held by the Board of Directors during the year, and if applicable, the number of times the Board met without the chairman present. Meetings where the chairman sent specific proxy instructions are to be counted as attended.

<b>Number of Board meetings</b>	18
<b>Number of Board meetings without the chairman</b>	0

**Remarks**

One of the eighteen meetings held by the Board of Directors during the 2019 fiscal year was in writing and with no meeting, according to Article 25.5 of the Regulations of the Board of Directors.

State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

<b>Number of meetings</b>	0
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Please specify the number of meetings held by each committee of the Board during the year:

<b>Number of meetings held by the Audit Compliance and Related Party Transactions Committee</b>	21
<b>Number of Meetings held by the Appointments and Remuneration Committee</b>	10



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C.1.26. State the number of meetings held by the Board of Directors during the year in which all of its directors were present. For the purposes of this section, proxies given with specific instructions should be considered as attendance

<b>Number of meetings where at least 80% of the directors attended</b>	16
<b>% of attendance over total votes during the year</b>	90.95%
<b>Number of meetings in situ or representations made with specific instructions of all directors</b>	3
<b>% of votes issued at in situ meetings or with representations made with specific instructions out of all votes cast during the year</b>	91.40%

**Remarks**

Pursuant to the provisions of article 25.5 of the Regulations of the Board of Directors, during fiscal year 2019 the Board met once in writing and without a meeting, which, due to the nature of such procedure, has not been considered for this section C.1.26. Leaving said meeting in writing and without a meeting aside, the personal attendance of at least 80% occurred in 16 out of the 17 remaining Board of Directors meetings considered in this section.

During fiscal year 2019, there were absences of one Director from three meetings, of one Director from six meetings, of one Director from seven meetings, of another Director from two meetings, and of one Director from two meetings. In all cases, they delegated their proxy to another Director of the same category but only in one occasion the proxy was granted with specific instructions.

It is also reported that those cases in which the directors are subject to a conflict of interest pursuant to article 31 of the Regulations of the Board of Directors and therefore refrain from attending and participating in the deliberations, voting, decision-making and execution of operations and matters affected by the conflict are not deemed to be absences for these purposes.

C.1.27. State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:

**Yes**

**No**

Identify, if applicable, the person/s who certified the individual and consolidated financial statements of the company for preparation by the Board:

<b>Name</b>	<b>Position</b>
Tacke, Markus	CEO
Mesonero Molina, David	Chief Financial Officer
Wollny, Christoph	Chief Operation Officer
Spannring, Thomas	Accounting, Reporting and Controlling Director

C.1.28. Explain any measures established by the Board of Directors to prevent the individual and consolidated financial statements prepared by the Board from being submitted to the General Shareholders' Meeting with a qualified audit opinion.

The Board of Directors, through the Audit, Compliance and Related Party Transactions Committee, has a crucial role in the supervision of the process of elaboration of the financial information of the Company.

In this sense and to achieve this goal, the work of the Audit, Compliance and Related Party Transactions Committee is oriented to the following main questions:

#### **A) Auditing of accounts**

Article 6 of the Regulations of the Audit, Compliance and Related Party Transactions Committee gives the Audit, Compliance and Related Party Transactions Committee the following powers, among others, in relation to the auditing of accounts:

*“e) Serve as a channel of communication between the Board of Directors and the auditor, ensuring that the Board of Directors holds an annual meeting with the auditor to be informed on the work carried out, the evolution of the accounting position and the risks.*

*f) Request from the auditor on a regular basis information about the audit plan and its implementation and any other matters related to the audit process, as well as all other communications provided for in the current audit legislation.*

*g) Assess the results of each audit and the management team's response to its recommendations.*

(...)

*i) Supervise the content of audit reports before they are issued and, where applicable, the content of limited review reports on interim statements, trying that said content and the opinions expressed therein regarding the annual financial statements are drafted by the auditor clearly, precisely and without limitations or exceptions and, should any exist, explaining them to the shareholders. In this sense, the Committee shall supervise the main findings of the audit work in conjunction with the auditor and, if necessary, propose adequate measures to the Board of Directors in order to remove the impairments found by the auditor.”*

#### **B) Supervision of the process of elaboration and presentation of the mandatory financial information**

It should also be noted that article 8 of the Regulations of the Audit, Compliance and Related Party Transactions Committee describes the following principal functions of said Committee regarding the process for preparing economic/financial information:

*“a) Oversee the preparation, presentation and integrity of economic, financial and non-financial information relating to the Company and its consolidated Group, as well as the correct delimitation of such group, and raise the recommendations or proposals to the Board of Directors that may deem appropriate in this sense. The Committee shall perform its duty of overseeing continuously and, on an ad-hoc basis, when requested by the Board of Directors.*

*b) Supervise that all periodic economic and financial information (Half-Yearly Financial Reports and the quarterly management statements) is formulated under the same accounting criteria as the annual financial information and, for this purpose and where appropriate, propose to the Board of Directors that the auditor perform a limited review thereof.*

*c) Oversee compliance with legal requirements and the correct application of generally accepted accounting principles and inform the Board of any significant changes in accounting criteria.*

*d) Supervise the reasons why the Company should disclose in its public reporting certain alternative performance measures, instead of the metrics defined directly by accounting standards, the extent to which such alternative performance measures provide useful information to investors and the degree of compliance with the best practices and international recommendations in this respect.*

*e) Be informed of the significant adjustments identified by the auditor or arising from Internal Auditing reviews, and management's position on such adjustments.*

*f) Address respond to and properly take account of any requests or demands issued, in the current or in previous years, by the supervisory authority of financial reporting to ensure that the type of incident previously identified in such demands does not recur in the financial statements.*

g) Supervise on a quarterly basis that the financial information published on the corporate website of the Company is regularly updated and matches the information authorized by the Board of Directors and published on the National Securities Market Commission website. Following the supervision, if the Committee is not satisfied with any aspect, it shall notify such aspect to the Board of Directors through its secretary.”

### **C) Supervision of the efficiency of the internal control of the Company**

Article 9 of the Audit, Compliance and Related Parties Transactions Committee Regulations includes the key functions of the aforementioned Committee regarding the internal control and risks management system:

“a) Receive regular reports from management on the functioning of existing systems and on the conclusions of any tests conducted on such systems by internal auditors or any other professional specifically engaged for this purpose, and on any significant internal control shortfall detected by the statutory auditor in the course of its statutory auditing work. As a result of this supervision the Committee may raise recommendations or proposals to the Board of Directors.

b) Supervise, at least on an annual basis, all risk policies and propose amendments thereof or the adoption of new policies to the Board of Directors.

c) Supervise that policies on the control and management of risks identify at least:

i. The different types of risk (operational, technological, financial, legal, fiscal, reputational, climatic, social, etc.) affecting the Company and its Group, including financial or economic risks, contingent liabilities and other off-balance sheet risks.

ii. The levels of risk that the Company and the Siemens Gamesa Group deem acceptable in accordance with the Corporate Governance Standards.

iii. The planned measures to mitigate the impact of identified risks, should they materialize.

iv. The information and internal control systems used to control and manage risks.

d) Supervise, at least on an annual basis, the key financial and non-financial risks and the level of tolerance established.

e) Supervise that the Risk Department participates in defining the risk strategy, in the correct functioning and effectiveness of the control systems and in mitigating the risks detected.

f) Hold, at least on an annual basis, a meeting with the officers heading up business units of the Group in order to explain the business trends and the related risks.”

**D) Internal Auditing Supervision** and, in particular, according to Article 7 of the Audit, Compliance and Related Parties Transactions Committee Regulations:

“a) Ensure the independence and effectiveness of the Internal Auditing function of the Company and its Group.

b) Approve the internal audit plan, as well as the objectives of the Internal Audit Department, overseeing that both the Internal Audit Department and its personnel have sufficient resources, encompassing (internal and external) human resources and financial and technological resources, to carry out its work.

c) Propose to the Board of Directors the budget for Internal Auditing.

d) Supervise Internal Auditing activity of the Company and its Group and that said activity is focused primarily on the relevant risks of the Company and its Group.

e) Assess the performance of the Internal Audit Department, for which the Committee shall seek the opinion of the chief executive officer.

The conclusions of the assessment shall be notified to the Internal Audit Department and taken into account for the purpose of determining the variable components of the annual remuneration.

f) Receive regular information on the activities carried out by the Internal Audit Department of Siemens Gamesa and the companies of its Group and, particularly, on the implementation of the annual work plan, any issues found and an annual report, which shall include a summary of the activities carried out and reports issued over the year with the recommendations and action plans.



*g) Oversee that Senior Management bears in mind the conclusions and recommendations of Internal Audit Department reports.”*

One of the main purposes of the reports prepared by the Audit, Compliance and Related Party Transactions Committee is to bring to light any aspects that might involve qualifications in the audit report of SIEMENS GAMESA and its Group, making any appropriate recommendations in order to avoid them. Said reports are submitted to the full Board of Directors prior to the approval of the financial information.

It should also be noted that the External Auditor appeared before the Audit, Compliance and Related Party Transactions Committee on several occasions during the fiscal year ended on 30 September 2019:

- appearance on 30 October 2018 in connection with the monitoring of statutory audit work for fiscal year 2018.
- appearance on 14 November 2018 in connection with the audit of the annual accounts for fiscal year 2018.
- appearance on 14 November 2018 in connection with non-audit work performed by the auditor.
- appearance on 22 January 2019 in connection with the review of the financial information for the first quarter of fiscal year 2019.
- appearance on 11 February 2019 in connection with the presentation of its recommendations on internal control over financial information.
- appearance on 9 April 2019 in connection with the fees approved for the audit of fiscal year 2019 and non-audit services provided by the auditor.
- appearance on 26 April 2019 in connection with the limited review of the half-yearly financial statements at 31 March 2019.
- appearance on 24 June 2019 in connection with the Audit Plan for fiscal year 2019.
- appearance on 24 July in connection with the review of the financial information for the third quarter of fiscal year 2019.

The audit reports on the individual and consolidated annual accounts formulated by the Board of Directors have historically been issued without qualifications, as set forth in the information contained in the corporate website and in the information on SIEMENS GAMESA contained in the website of the National Securities Market Commission.

As included later in section F (“Internal Risk Management and Control Systems related to the process of publishing financial information (ICFR)”) in this Annual Corporate Governance Report 2019, SIEMENS GAMESA has a proper Internal Risk Management and Control system related to the process of publishing financial information (ICFRS).

C.1.29. Is the secretary of the Board also a director?

Yes

No

If the secretary is not a director, please complete the following table:

Name of the secretary	Representative

C.1.30. State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.

1. Mechanisms to preserve the independence of the auditor:

SIEMENS GAMESA has established a procedure for this purpose, called “Protection of auditor independence (Non-audit services)”, which allows it to:

- Align the independence policies of SIEMENS GAMESA and SIEMENS AG about the External Auditor's services in accordance with the requirements defined by the European Union and endorsed by regulatory bodies in Spain and Germany.
- Ensure that the policy and the limits for accepting or not accepting non-audit services are aligned between SIEMENS GAMESA and SIEMENS AG.
- Provide a practical method of compliance with the requirements without needlessly asking SIEMENS GAMESA's Audit, Compliance and Related Party Transactions Committee to approve non-audit services that are considered insignificant for SIEMENS GAMESA, by means of the establishment of a pre-approved list by SIEMENS GAMESA's Audit, Compliance and Related Party Transactions Committee. The pre-approved list requires annual approval by both Audit Committees (SIEMENS GAMESA and SIEMENS AG).
- All requests for services included in the pre-approved list are subject to review and approval by SIEMENS GAMESA's Director of Internal Audit, who, prior to giving approval, must confirm that the services are acceptable and included in the pre-approved list after a statement by the external auditor to the effect that said services are permissible under all applicable independence rules and standards. These services must subsequently be approved by SIEMENS AG.

In this regard, different approval levels are classified, specified (if there is a list of services) and defined both by the Audit, Compliance and Related Party Transactions Committee and by other departments, for the services provided by the external auditor:

- Audit services.
- Non-audit services:
  - Other verification services:
    - Reasonably related to the audit (pre-approved list).
    - Not reasonably related to the audit (individualized approval).
  - Prohibited services:
    - Tax services.
    - Other services.

SIEMENS GAMESA's Internal Audit Directorate is responsible for maintaining an appropriate and continuous register of non-audit services provided to SIEMENS GAMESA by the External Auditor throughout the fiscal year, together with the amount thereof and the percentage they represent of the total fees received for audit services during such fiscal year and must periodically report thereon at the meetings held by SIEMENS GAMESA's Audit, Compliance and Related Party Transactions Committee.

For this reason, the internal auditor and the external auditor appear before the full Audit, Compliance and Related Party Transactions Committee on a half-yearly basis in order to present an itemized list of each and every service provided during the period in question and to state that they are included in the pre-approved list.

It should also be pointed out that the External Auditor's total fees for Non-audit Services provided to SIEMENS GAMESA may not exceed 30% of the External Auditor's total fees for all Audit Services provided to SIEMENS GAMESA on a worldwide basis during the applicable fiscal year. However, if there is a convincing reason to hire the External Auditor for the provision of non-audit services beyond the aforementioned limit, and so long as it falls within the applicable limit under the law, said provision will be possible following individual approval by the Audit, Compliance and Related Party Transactions Committee.

Article 34 of the Regulations of the Audit, Compliance and Related Party Transactions Committee of SIEMENS GAMESA governs the relations of said Committee with the External Auditor. The full text is available at [www.siemensgamesa.com](http://www.siemensgamesa.com).

## 2. Mechanisms to preserve the independence of financial analysts, investment banks and rating agencies:

SIEMENS GAMESA regulates this matter in its Policy on Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, the current version of which was approved by resolution of the Board of Directors of 25 September 2019 and which establishes that the general principles are those of transparency, accuracy, equal treatment, promotion of ongoing information, collaboration, taking advantage of new technologies, and compliance with the provisions of law and the Corporate Governance Rules, as well as with the principles of cooperation and transparency with competent authorities, regulatory bodies and government administrations.

By application of said principles, the provision of information to financial analysts and investment banks and the presentation of results and of other relevant documents issued by the Company are carried out simultaneously for all of them after submission thereof to the CNMV, always in the strictest compliance with securities market regulations.

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Specifically, in compliance with the CNMV's Recommendation of 22 December 2005 on informational meetings with analysts, institutional investors and other securities market professionals, SIEMENS GAMESA announces the meetings with analysts and investors at least seven calendar days in advance, indicating the date and time at which the meeting is scheduled to be held and any technical means (teleconference, webcast) which any interested party can use to follow the meeting in real time.

The documentation supporting the meeting is made available on the Company's website ([www.siemensgamesa.com](http://www.siemensgamesa.com)) before the beginning thereof. Finally, a recorded broadcast of the meeting is made available to investors for one month on the Company's website.

Spanish/English interpretation services are also made available to the participants.

Furthermore, road shows are periodically carried out in the most significant countries and financial markets, where individual meetings are held with all these market players. Their independence is protected by the existence of a contact person specifically assigned to them, who ensures objective, equal and non-discriminatory treatment.

Finally, the Company has various channels of communication and service to analysts and investors:

- E-mail on the corporate website ([info\\_accionista@siemensgamesa.com](mailto:info_accionista@siemensgamesa.com) for minority shareholders and [irsg@siemensgamesa.com](mailto:irsg@siemensgamesa.com) for institutional shareholders and financial analysts).
- Telephone line for shareholder information (+34 944 20 93 18).
- Periodic publications, information relating to quarterly results, corporate transactions, business prospects.
- In-person and recorded broadcasts of presentations.
- Mailing of releases and news.

C.1.31. State whether the company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:

Yes

No

If there were any disagreements with the outgoing auditor, please provide an explanation:

Yes

No

**Explanation of disagreements**

N/A

C.1.32. State whether the audit firm provides any non-audit services to the company and/or its Group and, if so, the fees paid and the corresponding percentage of total fees invoiced to the company and/or Group:

Yes

No

	Company	Group Companies	Total
<b>Amount invoiced for non-audit services (thousand euros)</b>	486	62	548
<b>Amount invoiced for non-audit services/Amount for audit work (in %)</b>	12.02	1.53	13.55

**Remarks**

The audit related fees such as "other attest services" and, unlike previous years, also the "other audit related attest services", have been considered as non-audit fees.

C.1.33. State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given by the chairman of the audit committee to explain the content and extent of the aforementioned qualified opinion or reservations.

Yes No 

## Explanation of reasons

N/A

C.1.34. State the number of consecutive years the current audit firm has been auditing the financial statements of the company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:

	Individual	Consolidated
<b>Number of consecutive years</b>	6	6
	<b>Individual</b>	<b>Consolidated</b>
<b>Number of years audited by the current audit firm/number of fiscal years the company has been audited (by %)</b>	20.69%	20.69%

C.1.35. State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:

Yes No 

## Explanation of procedure

The Company's internal regulations settle the procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time.

Thus, the Regulations of the Board of Directors provides on its article 26.3 when referring to the call that "*The call to convene shall be a least six business days in advance, will always include the meeting agenda and best efforts will be made so that the relevant information for the meeting is accompanied with the aforementioned advance of six business days. Exceptionally, information may be provided with a minimum period of at least three business days, the Board of Directors not being able to make a decision if such information has not been made available to the Directors with the aforementioned advance notice The Directors may exceptionally adopt a decision even if the information was not made available within the aforementioned period if they consider it beneficial and no Director opposes it.*"

On a similar sense, article 24.2 of the Regulations of the Audit, Compliance, and Related Party Transactions Committee states that "*The call to meeting, except in the case of emergency meetings, shall be issued at least three days in advance and include the agenda of the meeting.*"

Also, article 18.2 of the Regulations of the Appointments and Remunerations Committee provides that "*The call to meeting, except in the case of emergency meetings, shall be issued at least three days in advance and include the agenda of the meeting.*"

SIEMENS GAMESA's internal regulations set also that directors can receive external experts' support for the developments of their functions.

In this sense, pursuant to the provisions of article 36 of the Regulations of the Board of Directors:

*"1. The Board of Directors may request the aid of legal, accounting and financial experts, as well as the other external experts at the Company's expense, when it is deemed necessary or beneficial for the performance of its competencies.*



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2. *Non-executive Directors, in order to be aided in the performance of their duties, may also request contracting external experts at the Company's expense.*

3. *The contracting request must be drawn up by the Chairman."*

On similar terms, article 37 of the Regulations of the Audit, Compliance and Related Party Transactions Committee provides that *"in order to be aided in the performance of their duties, the Committee may request the engagement of legal, accounting and financial consultants, as well as the aid of other experts at the Company's expense."*

Article 27 of the Regulations of the Appointments and Remuneration Committee provides that *"in order to be aided in the performance of their duties, the Committee may request the engagement of legal consultants or other experts at the Company's expense. The Committee shall provide an annual report to the Board of Directors on the expenses incurred, subject, if the Board of Directors so deems appropriate, to a review of the Audit, Compliance and Related Party Transactions Committee, with the support, of the internal audit function, if any.*

2. *The Committee shall ensure that potential conflicts of interest of external professionals do not prejudice the independence of the outside advice received."*

C.1.36. State whether the company has established rules whereby directors must provide information regarding and, if applicable, resign, in circumstances that may damage the company's standing and reputation. If so, provide details:

Yes

No

**Explain the rules**

As stated in section C.1.19 above, article 16 of the Regulations of the Board of Directors provides the instances in which Directors must tender their resignation to the Board of Directors and formalize it, if the Board of Directors sees fit.

These include instances that might damage the credit or reputation of the Company.

Specifically, Directors must proceed in the manner indicated:

- (i) *"When, due to circumstances beyond their control, they are involved in cases of incompatibility or prohibition as set forth by law or the Corporate Governance Standards."* (article 16.2.d).
- (ii) *"Whenever they are brought to trial for a supposedly criminal act or a court ruling is passed against them to open a trial for any of the offenses set forth in the provisions of the Capital Company Act related to the prohibitions on being an administrator, or whenever they are involved in a sanction for a serious or very serious offense brought by supervisory authorities."* (article 16.2.e).
- (iii) *"Whenever they are issued a serious warning by the Board of Directors or are sanctioned for a serious or very serious offense by a public authority for having breached their duties as Directors in the Company."* (article 16.2.f).
- (iv) *"Whenever their continuity on the Board of Directors could put the Company's interests at risk (...)"* (article 16.2.g).
- (v) *"When, due to acts attributable to the Director acting in his/her capacity as such, cause significant damage to the Company's assets, or the reputation of the Company, or result in the loss of the business and professional reputation and credibility required for being a Director of the Company."* (article 16.2.h).

For its part, article 35.2.d) of the Regulations of the Board of Directors provides that a director must inform the Company of any *"legal, administrative or other type of proceedings that are filed against the Director and which, due to their significance or characteristics, may negatively affect the reputation of the Company. Particularly, Directors must inform the Company, through the Chairman, if he/she is processed or a court ruling is passed against him/her regarding the opening of trial for any of the offenses set forth in Section 213 of the Capital Company Act. In this case, the Board of Directors will examine the case as soon as possible, and make the decisions it considers the most appropriate regarding the interests of the Company."*



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C.1.37. State whether any member of the Board of Directors has notified the company that he or she has been tried or notified that legal proceedings have been filed against him or her, for any offences described in Article 213 of the LSC:

Yes

No

Name of director	Criminal charge	Remarks
N/A	N/A	N/A

State whether the Board of Directors has examined the case. If so, explain in detail the decision taken as to whether the director in question should continue in his or her post or, if applicable, describe any actions taken by the Board up to the date of this report, or which it intends to take.

Yes

No

Decision/Action taken	Explanation

C.1.38. Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

In conformity with the framework agreement dated December 21, 2011 (significant event 155308) between IBERDROLA, S.A. and the subsidiary of SIEMENS GAMESA RENEWABLE ENERGY, S.A. (SIEMENS GAMESA), SIEMENS GAMESA RENEWABLE ENERGY EOLICA, S.L Sociedad Unipersonal, the supposed change of control in SIEMENS GAMESA will permit IBERDROLA, S.A. to terminate the framework agreement, and neither party may make any claims subsequently.

On May 4, 2015, SIEMENS GAMESA and SIEMENS AG signed a Framework Agreement which sets out (i) certain rights and obligations and related matters concerning the relationship of the parties after the merger between SIEMENS GAMESA and Siemens Wind Hold Co.; (ii) certain principles applicable to the provision of services between SIEMENS GAMESA and SIEMENS AG after the merger; and (iii) includes mandatory items to be complied with by SIEMENS GAMESA for the purposes of meeting and complying with Siemens Group Requirements. The Framework Agreement contains a termination event whereby it may be terminated by the Parties at such time that SIEMENS AG ceases to be a Controlling shareholder in SIEMENS GAMESA whereby Control is defined as SIEMENS AG holding the majority of voting rights in SIEMENS GAMESA or having the right to appoint the majority of its board members.

On December 17, 2015, Siemens Gamesa Renewable Energy Wind Farms, S.A.U. (buyer) and GESTIÓN, ELABORACIÓN DE MANUALES INDUSTRIALES INGENIERÍA Y SERVICIOS COMPLEMENTARIOS, S.L., INVERSIONES EN CONCESIONES FERROVIARIAS, S.A.U., CAF POWER & AUTOMATION, S.L.U. y FUNDACIÓN TECNALIA RESEARCH & INNOVATION (seller) signed a purchase-sale agreement for the shares. On the same date, to oversee the relationship between Siemens Gamesa Renewable Energy Wind Farms, S.A.U. and INVERSIONES EN CONCESIONES FERROVIARIAS, S.A.U. (ICF), as future NEM partners (where applicable), the parties signed the Partners' Agreement. By virtue of the terms established in the abovementioned agreement, should control over SIEMENS GAMESA subsequently take place, Siemens Gamesa Renewable Energy Wind Farms, S.A.U. must offer the remaining partners direct acquisition of its NEM shares.

On June 17, 2016, effective April 3, 2017, SIEMENS GAMESA and SIEMENS AKTIENGESELLSCHAFT (Siemens) signed a strategic alliance agreement, featuring a strategic supply contract by virtue of which Siemens became the strategic supplier of gears, segments, and other products and services offered by SIEMENS GAMESA Group. The abovementioned alliance will continue in force during the period during which Siemens: (a) directly or indirectly holds 50.1% of SIEMENS GAMESA's share capital, or (b) holds representative shares of at least 40% of share capital, as long as it holds the majority of Board of Directors voting rights, with no shareholders which individually or jointly hold at least 15% of share capital. Therefore, in cases of change of control, the parties are entitled to terminate the strategic alliance, although its minimum duration in any case would be three (3) years (i.e., until April 3, 2020).

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On June 17, 2016, SIEMENS GAMESA and SIEMENS AG signed a Merger Agreement which sets out terms and conditions applicable to the Transaction (i.e. the statutory merger of SWP with SIEMENS GAMESA) and certain aspects of SIEMENS GAMESA's future business organization and corporate governance. Although there is no termination possibility for the Merger Agreement as a consequence of a change of control, the Merger Agreement does include a non-compete obligation which prohibits SIEMENS AG from (i) manufacturing wind turbine generators; (ii) selling wind turbine generators manufactured by the Siemens Group; and delivery of product-related maintenance services for wind turbine generators produced and sold by the SIEMENS GAMESA Group or the Siemens Group. This non-compete obligation is enforceable for three years from the merger effective date (i.e. until April 3, 2020) and thereafter as long as Siemens (a) directly or indirectly holds 50.1% of SIEMENS GAMESA's share capital, or (b) holds representative shares of at least 40% of share capital, as long as it holds the majority of Board of Directors voting rights, with no shareholders which individually or jointly hold at least 15% of share capital. Therefore, the non-compete obligation would expire upon the occurrence of a change in control.

On March 31, 2017, SIEMENS GAMESA and Siemens entered into a licensing agreement by virtue of which SIEMENS GAMESA is entitled to use the Siemens brand in its Company name, corporate brand, and product brands and names. The abovementioned alliance will continue in force during the period in which Siemens: (a) directly or indirectly holds 50.1% of SIEMENS GAMESA's share capital, or (b) holds representative shares of at least 40% of the share capital, as long as it holds the majority of Board of Directors voting rights, with no shareholders which individually or jointly hold at least 15% of share capital. Therefore, a change of control might lead to termination of the licensing agreement.

By virtue of certain agreements reached as a result of the merger between SIEMENS GAMESA and Siemens Wind HoldCo, S.L. (Sociedad Unipersonal), the Siemens Group will have and grant certain guarantees with regard to the joint venture. The above agreements may be terminated and their applicable terms granted may be amended in case a change of control take place.

Likewise, as is customary for large electricity supply infrastructure projects, there are contracts with clients which regulate a supposed change in control, thereby providing each reciprocal power to terminate them should such a situation arise, especially in cases in which the new controlling party is the other party's competitor.

On April 3, 2017, SIEMENS GAMESA and Siemens entered into a master agreement for the contracting of financial derivatives between both companies. The agreement will remain in force while Siemens (a) owns, directly or indirectly, the majority of the shares in SIEMENS GAMESA, and/or (b) SIEMENS GAMESA keeps as a fully consolidated subsidiary in Siemens. Therefore, a change of control might lead to termination of the master agreement.

On August 1, 2018, (as amended) SIEMENS GAMESA and Siemens entered into an external services agreement for procurement area by virtue of which, during an initial period of 1 year for sourcing services, and 2 years for other procurement services, SIEMENS GAMESA Group shall benefit from the collective negotiation strength. Such agreement will be in force while Siemens remains as mayor shareholder of SIEMENS GAMESA. Therefore, in case of change of control, both parties are entitled to terminate the agreement with a 36 months prior notice.

Finally, it shall be pointed out that on May 30, 2018 SIEMENS GAMESA executed a Syndicated Multi-Currency Term and Revolving Credit Facility with a group of domestic and international banks (Significant Event 266275). In the event that any person or group of persons in a concerted manner (a) hold, directly or indirectly, more than 50% of the share capital of SIEMENS GAMESA; or (b) have the right to appoint the majority of members of the Board of Directors, and therefore exercise control over the Company, each of the participating financial entities may negotiate in good faith for a period of 30 days the maintenance of its commitments derived from the contract. In the event that an agreement is not reached, the financial entity(ies) in question may cancel all or part of the commitments acquired and require full or partial repayment of their participation in the financing.



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C.1.39. Identify individually for director, and generally in other cases, and provide detail of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.

Number of beneficiaries	98
Type of beneficiary	Description of agreement
CEO, Top Management, Managers, and Employees.	<p><b>CEO (1 agreement):</b> The CEO, as executive director and in compliance with the “Policy of remuneration of directors” approved by the General Meeting of Shareholders held on March 27, 2019, has a one year fixed salary severance pay.</p> <p><b>Top management (6 agreements):</b> The policy currently applied by the Company to the Top Management recognizes the right to receive a severance pay equal to one year of fixed remuneration in case of termination of the relationship provided that it is not a result of a breach attributable thereto or solely to the desire thereof.</p> <p>However, some members of the Top Management whose relationship with the Company is prior to the implementation of the current policy have a recognized severance pay of different amount regarding the specific post of each beneficiary, and could amount up to 18 months of the fixed remuneration and the last annual variable remuneration received. The cited severance pay operates mainly in cases of termination for a cause not attributable to the beneficiary.</p> <p>In certain cases, the severance pay is established with respect to the legal rights foreseen in the labour regulation if these were more beneficial.</p> <p><b>Managers and Employees (91 agreements):</b> The agreements with managers and employees of SIEMENS GAMESA do not contain, as a general rule, specific severance payment clauses, so in case of termination of the labor relationship the general rule established under labor law shall apply. However, the Company has specific severance payment clauses agreed with some managers and employees. The severance payment amount is generally fixed depending on seniority and the remuneration and professional conditions of each of them and the reason for the termination of the manager or employee. A lot of these agreements have been agreed in jurisdictions where this severance pay is a common labor market practice. The warranty clauses of these agreements are lower than one year fixed salary in 80% of cases.</p>

State if these contracts have been communicated to and/or approved by management bodies of the company or of the Group. If they have, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	Board of Directors	General Shareholders' Meeting
Body authorising the severance clauses	X	
		YES NO
Are these clauses notified to the General Shareholders' Meeting?	X	



  
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In relation to the information provided regarding the CEO it shall be pointed out that his contract, and as included in the Annual report about the remunerations of the members of the Board, provides for a post-contractual non-competition obligation for a term of 1 year, which is remunerated with the payment of one year of his fixed remuneration payable 50% upon termination and the other 50% after the passage of six months from termination. Therefore, the total severance pay is aligned with best practices and in fulfillment of Recommendation 64 of the GGC.

It is also mentioned that the Board of Directors authorized the clauses related to the CEO and Top Management but not those related to the rest of beneficiaries.

Finally it is pointed out that the information about these clauses is notified to the General Shareholders' Meeting by making the Annual Corporate Governance Report, the Annual Report on Remunerations of directors, and the Directors Selection Policy available to the shareholders when the meeting is called.

## C.2. Committees of the Board of Directors

C.2.1. Provide details of all committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent and other external directors that comprise them:

### AUDIT, COMPLIANCE AND RELATED PARTY TRANSACTIONS COMMITTEE

Name	Post	Category
Krämmmer, Rudolf	Chairman	Independent
Hernández García, Gloria	Member	Independent
Alonso Ureba, Alberto	Member	Independent
<b>% of proprietary directors</b>		0%
<b>% of independent directors</b>		100%
<b>% of external directors</b>		0%

#### Remarks

It is also stated that Mr. Juan Antonio García Fuente holds the position of non-member Secretary of the Audit, Compliance and Related Party Transactions Committee.

Furthermore, the changes occurring within the Audit, Compliance and Related Party Transactions Committee during and since the close of the fiscal year are described below:

At its meeting of 20 February 2019 and in accordance with Notice of Significant Event (Hecho Relevante) 274945 sent to the CNMV on 20 February 2019, the Board of Directors approved the appointment on an interim basis (co-option), upon a proposal from the Appointments and Remuneration Committee, of Mr. Rudolf Krämmmer as a new member of the Board of Directors, and also approved, upon a proposal from the Appointments and Remuneration Committee, the appointment of Mr. Rudolf Krämmmer as a new member of the Audit, Compliance and Related Party Transactions Committee. At the General Meeting of Shareholders held on 27 March 2019, the shareholders ratified the appointment of Mr. Rudolf Krämmmer and approved his re-election as an independent director. Mr. Krämmmer was appointed as chair of the Audit, Compliance and Related Party Transactions Committee on 27 May 2019 to replace Ms. Gloria Hernández García upon expiration of the term of office established in the Regulations thereof.

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

#### Duties:

The Audit, Compliance and Related Party Transactions Committee of SIEMENS GAMESA is a permanent internal body of the Board of Directors for information and consultation, entrusted with informing, advising and making recommendations.

Articles 5 to 14 of Chapter II of the Regulations of the Audit, Compliance and Related Party Transactions Committee establish the functions of this Committee. The full texts of the internal rules of the Company are available at [www.siemensgamesa.com](http://www.siemensgamesa.com).

The functions of the Audit, Compliance and Related Party Transactions Committee mainly relate to supervision of the Company's internal audit, review of the systems for internal control of the preparation of economic/financial information, the auditing of accounts, related party transactions and regulatory compliance upon the terms set forth in its regulations.



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Composition:

- a) The Committee shall comprise a minimum of three (3) and a maximum of five (5) Non-Executive Directors, a majority of whom must be independent directors, appointed for a maximum term of four (4) years by the Board of Directors, upon a proposal from the Appointments and Remuneration Committee.
- b) The Board shall encourage the diversity of composition, especially in relation to gender, career experience, skills, sector-specific knowledge and geographical origin, and that at least one of the independent directors appointed has knowledge and experience in accounting, auditing or both.
- c) The Committee shall choose its Chair from among the independent directors, for a maximum term of 4 years, at the end of which the director holding the position cannot be re-elected as Chair until the term of one year has elapsed from ceasing to hold this office; and a Secretary thereof, who need not be a Director.
- d) The members shall no longer hold their office: a) when they cease to be non-executive directors of the Company; b) when independent directors lose that office, if this means the number of independent directors on the Committee is less than the majority; and c) when agreed on by the Board of Directors.
- e) Members of the Committee that are re-elected as Directors of the Company shall continue to serve on the Committee unless the Board of Directors decides otherwise.

Functioning:

- a) The Committee shall meet as often as necessary to perform its duties, at the Chair's behest and, in any case, the Committee shall have a minimum of four annual meetings. Meetings shall also be held whenever two of the members so request.
- b) The Committee shall be validly constituted when more than half of its members are present or represented at the meeting.
- c) Resolutions shall be adopted by the absolute majority of members present at the meeting.
- d) When the issues to be dealt with during the Committee meetings directly affect some of its members or individuals related thereto and, in general, when this member enters into a conflict of interest, he/she must leave the meeting until the decision is made, being removed from the number of members of the Committee, to calculate the quorum and majorities related to the item in question.

Most important activities:

During fiscal year 2019, the Audit, Compliance and Related Party Transactions Committee has been informed of all matters that are within its purview, and in this context has satisfactorily performed the duties assigned thereto by law, the By-Laws, the Regulations of the Board of Directors and its own Regulations governing its organization and operation. Its most important activities during the fiscal year are included in the annual activities report of the Audit, Compliance and Related Party Transactions Committee, which is made available to the shareholders on the corporate website on occasion of the call to the General Meeting of Shareholders.

Identify the directors who are member of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this committee was appointed.

<b>Name of directors with experience</b>	Krämmmer, Rudolf
	Hernández García, Gloria
<b>Date of appointment of the chairperson</b>	May 27, 2019

## APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Post	Category
Cendoya Aranzamendi, Andoni	Chairman	Independent
Krämmmer, Rudolf	Member	Independent
von Schumann, Mariel	Member	Proprietary
Rosenfeld, Klaus	Member	Independent
Azagra Blázquez, Pedro	Member	Proprietary
<b>% of proprietary directors</b>		40%
<b>% of independent directors</b>		60%
<b>% of external directors</b>		0%

## Remarks

It should also be pointed out that Mr. Carlos Rodríguez-Quiroga Menéndez holds the position of non-member Secretary of the Appointments and Remuneration Committee.

Furthermore, the changes occurring within the Appointments and Remuneration Committee during and since the close of the fiscal year are described below:

At its meeting of 12 December 2018 and in accordance with Notice of Significant Event (Hecho Relevante) 272412 sent to the CNMV on 12 December 2018, the Board of Directors approved the appointment on an interim basis (co-option), upon a proposal from the Appointments and Remuneration Committee, of Mr. Pedro Azagra Blázquez as a new member of the Board of Directors, and also approved, upon a proposal from the Appointments and Remuneration Committee, the appointment of Mr. Pedro Azagra Blázquez as a new member of the Appointments and Remuneration Committee. At the General Meeting of Shareholders held on 27 March 2019, the shareholders ratified the appointment of Mr. Pedro Azagra Blázquez and approved his re-election as a proprietary non-executive director.

In addition, at its meeting of 20 February 2019 and in accordance with Notice of Significant Event (Hecho Relevante) 274945 sent to the CNMV on 20 February 2019, the Board of Directors approved, upon a proposal from the Appointments and Remuneration Committee, the appointment of Mr. Rudolf Krämmmer as a new member of the Appointments and Remuneration Committee. At the General Meeting of Shareholders held on 27 March 2019, the shareholders ratified the appointment of Mr. Rudolf Krämmmer and approved his re-election as an independent director.

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organization and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

Functions:

This committee is an internal body of the Board of Directors, without executive duties, for information and consultation, entrusted with informing, advising and making recommendations on matters within its purview.

Articles 5 to 9 of Chapter II of the Regulations of the Appointments and Remuneration Committee establish the functions of this Committee. In particular, this committee has the essential function of supervising the composition and functioning as well as the evaluation of the Board of Directors, its committees and its members, and the remuneration of the Board of Directors and of the Top Management of the Company.

The full texts of the internal rules of the Company are available at [www.siemensgamesa.com](http://www.siemensgamesa.com).

Composition:

- a) The Committee shall comprise a minimum of three (3) and a maximum of five (5) Non-Executive Directors, at least two of whom must be independent directors, appointed for a maximum term of four (4) years by the Board of Directors, upon a proposal from the Appointments and Remuneration Committee, and may be re-elected one or more times for terms of equal duration.
- b) The Committee chooses its Chair from among the independent directors and a Secretary, who need not be a director.
- c) The members shall no longer hold their office: a) when they cease to be non-executive directors of the Company; b) when independent directors lose that office, if this means the number of independent directors on the Committee is less than two; and c) when agreed on by the Board of Directors.
- d) Members of the Committee that are re-elected as Directors of the Company shall continue to serve on the Committee unless the Board of Directors decides otherwise.

Functioning:

- a) The Committee shall meet as often as necessary to perform its duties, at the Chairman's behest, at least three times per year. Meetings shall also be held whenever two of the members so request.
- b) The Committee shall be validly constituted when more than half of its members are present or represented at the meeting.
- c) Resolutions shall be adopted by the absolute majority of members present at the meeting.
- d) When the issues to be dealt with during the Committee meetings directly affect some of its members or individuals related thereto and, in general, when this member enters into a conflict of interest, he/she must leave the meeting until the decision is made, being removed from the number of members of the Committee, to calculate the quorum and majorities related to the item in question.

Most important activities:

During fiscal year 2019, the Appointments and Remuneration Committee has been informed of all matters that are within its purview, and in this context has satisfactorily performed the duties assigned thereto by law, the By-Laws, the Regulations of the Board of Directors and its own Regulations governing its organization and operation. Its most important activities during the fiscal year are included in the annual activities report of the Appointments and Remuneration Committee, which is made available to the shareholders on the corporate website on occasion of the call to the General Meeting of Shareholders.

C.2.2. Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	Year t		Year t-1		Year t-2		Year t-3	
	Number	%	Number	%	Number	%	Number	%
<b>Audit compliance and related party transactions committee</b>	1	33.33%	2	66.67%	2	100%	2	50.00%
<b>Appointments and remuneration committee</b>	1	20.00%	3	60.00%	3	60.00%	N/A	0.00%

C.2.3. State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each committee have been voluntarily prepared.

#### Audit, Compliance and Related Party Transactions Committee

The Audit, Compliance and Related Party Transactions Committee is governed by the By-Laws, the Regulations of the Board of Directors and its own Regulations of the Audit, Compliance and Related Party Transactions Committee, which are available to interested parties on the Company's website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

The Regulations of the Audit and Compliance Committee were approved by the Company's Board of Directors on 29 September 2004 and were subsequently amended on 21 October 2008, 15 April 2011, 20 January 2012, 24 March 2015 and 22 February 2017.

On 4 April 2017 the Board of Directors approved a revised version of said Regulations and changed the name of the Committee to the Audit, Compliance and Related Party Transactions Committee.

Finally, the Company's Board of Directors approved an amendment of the restated text of said Regulations on 23 March 2018 and confirmed approval of the current restated text on 26 July 2018. There were no amendments of said Regulations during fiscal year 2019.

The current text of the Regulations of the Audit, Compliance and Related Party Transactions Committee is available on the Company's website: <https://www.siemensgamesa.com/en-int/-/media/siemensgamesa/downloads/en/investors-and-shareholders/corporate-governance/internal-corporate-rules/regulations-of-the-audit-compliance-and-related-party-transactions-committee.pdf>

#### Appointments and Remuneration Committee

The Appointments and Remuneration Committee is governed by the By-Laws, the Regulations of the Board of Directors and its own Regulations of the Appointments and Remuneration Committee, which are available to interested parties on the Company's website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

The Regulations of the Appointments and Remuneration Committee were approved by the Company's Board of Directors on 4 April 2017 and subsequent amendments thereof were approved by the Board of Directors on 26 July 2018 and 29 July 2019.

The amendments made to the Regulations during fiscal year 2019 were intended to make improvements to conform the Regulations to the principles and recommendations contained in Technical Guide 1/2019 on Nomination and Remuneration Committees approved by the CNMV on 20 February 2019, while taking into account that they are advisory in nature and adapting them to the particular circumstances and nature of SIEMENS GAMESA.

The current text of the Regulations of the Appointments and Remuneration Committee is available on the Company's corporate website: <https://www.siemensgamesa.com/en-int/-/media/siemensgamesa/downloads/en/investors-and-shareholders/corporate-governance/internal-corporate-rules/regulations-of-the-audit-compliance-and-related-party-transactions-committee.pdf>

# D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS

## D.1. Describe, if applicable, the procedure for approval of related-party and intragroup transactions.

Article 33 of the Regulations of the Board of Directors regulates the transactions of the Company and the Group with Directors, significant shareholders or their related persons establishing the procedure for the approval of such transactions.

Its two first paragraphs establish the requirement of the approval of said transactions by the Board of Directors, after receiving a report from the Audit, Compliance and Related Party Transactions Committee. The Board of Directors shall thereby endeavor to ensure that transactions with related parties are carried out in accordance with the corporate interest, on arms'-length terms, ensuring transparency in the process and observing the principle of equal treatment of shareholders in the same condition and according to applicable law.

Further to the above and according to paragraph 2 of article 33 of the Regulations of the Board of Directors, the Board of Directors approved on the meeting held on July 26, 2018, the "Policy regarding related party transactions with directors, significant shareholders and parties related thereto" (the "Policy"), which is included in the Corporate Governance Rules of SIEMENS GAMESA, and is available on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

Further, in case of transactions which are qualified as material according the referred Policy, paragraph 3 sets forth the need of an independent expert report, which shall be at the disposal of the Board of Directors before approval of the relevant transaction. Paragraph 4 of article 33 deals with cases of transactions within the ordinary course of business that are customary and recurring and executed at market prices, as well as cases so determined by the Policy, for which a general prior framework approval by the Board of Directors, after receiving a favourable report from the Audit, Compliance and Related Party Transactions Committee, may be sufficient. As settled in paragraph 5 of article 33, the approval by the Board of Directors shall not be required if such transactions simultaneously meet all of the following three requirements: (i) they are conducted under contracts whose terms and conditions are standardized and apply on an across-the-board basis to a large number of customers; (ii) they are conducted at prices or rates established on a general basis by the party acting as supplier of the goods or services in question; and (iii) the amount thereof does not exceed one per cent of the annual revenue of the Company based on the audited annual accounts for the last fiscal year ended on the date of the transaction in question. Finally, according to Paragraph 6 of article 33, the authorization of a related-party transaction will be necessarily agreed by the General Meeting of Shareholders when the value of a related party transaction exceeds 10% of the corporate assets appearing on the last approved and audited consolidated balance sheet.

The conclusion of a related-party transaction with a Director, or a related person to a Director, would put that Director in a conflict of interest situation, and consequently the article 31 of the Regulations of the Board of Directors will apply where appropriate.

It shall be also pointed out that paragraph b) of article 13 of the Regulations of the Audit, Compliance and Related Party Transactions Committee points out that the referred Committee shall have, among others, as main purpose: "report, prior to their authorization by the Board of Directors or the General Shareholders, as appropriate, any operations or transactions that could represent conflicts of interests:

- (i) with the Company and companies of its Group;
- (ii) with directors of the Company and the Group and their related parties;
- (iii) with shareholders that have a significant holding or are represented on the Board of Directors and their related parties;

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(iv) with senior management and other managers, except if those are part of any company of the Group that has created an audit committee, in which case that committee will be in charge of elaborating the corresponding report, having to inform the Committee; as well as

(v) any other relevant transaction related thereto, unless unnecessary in accordance with the law or the Corporate Governance Standards.

The Committee shall be able to rely on the corresponding advice of the internal units or departments of the Company in order to issue said report, and may also request outside advice if it so deems necessary".

Finally, it shall be pointed out that additional information about related party transactions is included and available in the financial statements, this annual corporate governance report, annual activities report of the Audit, Compliance and Related Party Transactions Committee, and in the Report of the Audit, Compliance and Related Party Transactions Committee about its interventions regarding the related party transactions, all available in the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

**D.2. Describe any transactions which are significant, either because of the amount involved or subject matter, entered into between the company or entities within its group and the company's significant shareholders:**

Name of significant shareholder	Name of company within the group	Nature of the relationship	Type of transaction	Amount (thousand euros)
IBERDROLA, S.A.	Siemens Gamesa Renewable Energy Eolica, S.L.	Contractual	Reception of services	1,792
IBERDROLA, S.A.	Gamesa Energy Transmission, S.A. Unipersonal	Contractual	Reception of services	2,524
IBERDROLA, S.A.	Adwen GmbH	Contractual	Rendering of services	18,896
IBERDROLA, S.A.	Adwen GmbH	Contractual	Sales of finished goods or not	45,373
IBERDROLA, S.A.	Siemens Gamesa Energia Renovável Ltda.	Contractual	Rendering of services	5,107
IBERDROLA, S.A.	Siemens Gamesa Energia Renovável Ltda.	Contractual	Sales of finished goods or not	1,839
IBERDROLA, S.A.	Siemens Gamesa Renewable Energy Eolica, S.L.	Contractual	Rendering of services	47,989
IBERDROLA, S.A.	Siemens Gamesa Renewable Energy Eolica, S.L.	Contractual	Sales of finished goods or not	72,698
IBERDROLA, S.A.	Siemens Gamesa Renewable Energy Invest, S.A.	Contractual	Sales of finished goods or not	4,851
IBERDROLA, S.A.	Siemens Gamesa Renewable Energy Limited	Contractual	Rendering of services	28,173
IBERDROLA, S.A.	Siemens Gamesa Renewable Energy Limited	Contractual	Sales of finished goods or not	434,409
IBERDROLA, S.A.	Siemens Gamesa Renewable Energy, Inc.	Contractual	Sales of finished goods or not	16,843



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IBERDROLA, S.A.	Siemens Gesa Renewable Energy, S.A. de C.V.	Contractual	Rendering of services	10,369
IBERDROLA, S.A.	Siemens Gesa Renewable Energy, S.A. de C.V.	Contractual	Sales of finished goods or not	28,307
SIEMENS AG	Siemens Gamesa Energia Renovável Ltda	Contractual	Purchases of finished goods or not	2,586
SIEMENS AG	Siemens Gamesa Renewable Energy (Shanghai) Co. Ltd	Contractual	Reception of services	2,122
SIEMENS AG	Siemens Gamesa Renewable Energy A/S	Contractual	Licensing agreements	18,549
SIEMENS AG	Siemens Gamesa Renewable Energy A/S	Contractual	Purchases of finished goods or not	213,399
SIEMENS AG	Siemens Gamesa Renewable Energy A/S	Contractual	Reception of services	9,354
SIEMENS AG	Siemens Gamesa Renewable Energy A/S	Contractual	Research and Development transfers	6,193
SIEMENS AG	Siemens Gamesa Renewable Energy B.V	Contractual	Purchases of finished goods or not	4,235
SIEMENS AG	Siemens Gamesa Renewable Energy B.V	Contractual	Reception of services	1,478
SIEMENS AG	Siemens Gamesa Renewable Energy Eolica, S.L.	Contractual	Purchases of finished goods or not	8,579
SIEMENS AG	Siemens Gamesa Renewable Energy GmbH & Co KG	Contractual	Purchases of finished goods or not	138,063
SIEMENS AG	Siemens Gamesa Renewable Energy GmbH & Co KG	Contractual	Reception of services	30,489
SIEMENS AG	Siemens Gamesa Renewable Energy Limited	Contractual	Purchases of finished goods or not	2,348
SIEMENS AG	Siemens Gamesa Renewable Energy Limited	Contractual	Reception of services	20,261
SIEMENS AG	Siemens Gamesa Renewable Energy Limited	Contractual	Warranties and guarantees	5,610
SIEMENS AG	Siemens Gamesa Renewable Energy Pty Ltd	Contractual	Reception of services	1,107
SIEMENS AG	Siemens Gamesa Renewable Energy S.A.	Contractual	Reception of services	10,169

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SIEMENS AG	Siemens Gamesa Renewable Energy Technology (China) Co Ltd	Contractual	Purchases of finished goods or not	21,323
SIEMENS AG	Siemens Gamesa Renewable Energy Inc.	Contractual	Purchases of finished goods or not	65,922
SIEMENS AG	Siemens Gamesa Renewable Energy Inc.	Contractual	Reception of services	16,321
SIEMENS AG	Siemens Gamesa Renewable Energy Limited	Contractual	Operating Lease Contracts	1,320

**Remarks**

For the purposes of the present section D.2 only the transactions of an amount over 1,000 thousand euros are considered as significant. Likewise the related party transactions of the same type between the same SIEMENS GAMESA Group company and the same significant shareholder are included in this table on an aggregated form.

It shall be pointed out that this information coincides with Note 30 of the Consolidated Report incorporated in the 2019 Financial Statements.

Regarding the amount attributed to "Sales and services rendered" of Siemens Group, included in cited Note 30 of the Consolidated Report (2,315 thousand euro), it shall be remarked that this amount was not included in this section as it is an aggregated amount of several transactions whose individual amount didn't exceed, in any of them, the amount of 1,000 thousand euro. In relation to the amount of the transactions included in "Sales and services rendered" of IBERDROLA, S.A. in the same Note 30, only those transactions with an amount over the aforementioned threshold of 1,000 thousand euro have been included in this section. The amount of the transactions included in "Sales and services rendered" of IBERDROLA, S.A. in the referred Note 30 but not included in this section for not reaching the referred threshold as well as due to effects of rounding is 1,498 thousand euro.

Finally, according to the referred relevancy criteria and regarding to transactions included in "Purchases and services received" of Siemens Group in the same Note 30, only have been included in this section those with an amount over the threshold and aggregated by SIEMENS GAMESA Group companies, and in turn, likewise aggregated by type of transaction. The amount of the transactions included in "Purchases and services received" of Siemens Group in the referred Note 30 but not included in this section for not reaching the referred threshold as well as due to effects of rounding is 33,926 thousand euro. The amount attributed to "Purchases and services received" of IBERDROLA, S.A., included in cited Note 30 of the Consolidated Report but not included in this section for not reaching the referred 1,000 thousand euro threshold, as well as due to effects of rounding, is 1,589 thousand euro.

**D.3. Describe any transactions that are significant, either because of their amount or subject matter, entered into between the company or entities within its group and directors or managers of the company:**

Name of director or manager	Name of the related party	Relationship	Type of transaction	Amount (thousand euros)
N/A	N/A	N/A	N/A	0

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**D.4. Report any material transactions carried out by the company with other entities belonging to the same group, provided that these are not eliminated in the preparation of the consolidated financial statements and do not form part of the company's ordinary business activities in terms of their purpose and conditions.**

**In any event, note any intragroup transaction conducted with entities established in countries or territories which are considered tax havens:**

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)
N/A	N/A	0

**Remarks**

SIEMENS GAMESA Group companies established in countries or territories considered to be tax havens for being included in the list of the Decree Law 1080/1991 of 5 July 1991, and which do not fulfill the requirements to be excluded of such qualification are classified as operating companies and all transactions carried out by them are exclusively ordinary business activities. The table below includes the list of such companies.

The company Siemens Gamesa Renewable Energy, S.A. has not concluded any transaction with its subsidiaries established in countries or territories that are considered a tax haven.

The transactions within the SIEMENS GAMESA Group carried out by subsidiaries of Siemens Gamesa Renewable Energy, S.A., with entities established in countries or territories that are considered a tax haven are all transactions carried out in the ordinary course of business and are eliminated within the process of drawing up the consolidated financial statements, with the following detail:

Company name of the entity in its group	Brief description of the transaction	Report (thousands of euros)
Siemens Gamesa Renewable Energy Limited (Mauritius)	Intercompany financing interest	4
Siemens Gamesa Renewable Energy Limited (Mauritius)	Intercompany sales and services rendering	17
Siemens Gamesa Renewable Energy Eolica S.L. (Jordan)	Intercompany sales and services rendering	466

**D.5. State the amount of any transactions conducted with other related parties that have not been reported in the previous sections.**

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)
Windar Renovables, S.L.	Purchases of finished goods or not by Siemens Gamesa Renewable Energy Eolica, S.L.	106,010
Windar Renovables, S.L.	Purchases of finished goods or not by Siemens Gamesa Renewable Energy Power Private Limited	4,587
Torres Eolicas do Brasil Ltda.	Purchases of finished goods or not by Siemens Gamesa Energia Renovável Ltda.	4,037

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Schaeffler AG	Purchases of finished goods or not by Siemens Gamesa Renewable Energy Eolica, S.L.	1,876
Schaeffler AG	Purchases of finished goods or not by Gamesa Energy Transmission S.A. Unipersonal	14,443
Schaeffler AG	Purchases of finished goods or not by Siemens Gamesa Renewable Energy Inc	1,573
Schaeffler AG	Purchases of finished goods or not by Siemens Gamesa Renewable Energy A/S	1,218
VejaMate Offshore Project GmbH	Rendering of services by Siemens Gamesa Renewable Energy GmbH & Co. KG	1,766
OWP Butendiek GmbH & Co. KG	Rendering of services by Siemens Gamesa Renewable Energy GmbH & Co. KG	41,683
Siemens Gamesa Renewable Energy Eolica, S.L.	Sales of finished goods or not by Windar Renovables, S.L.	1,159
ZeeEnergie C.V., Amsterdam	Rendering of services by Siemens Gamesa Renewable Energy B.V.	14,763
Buitengaats C.V., Amsterdam	Rendering of services by Siemens Gamesa Renewable Energy B.V.	14,763
GalloperWF HoldCo Ltd, Swindon	Rendering of services by Siemens Gamesa Renewable Energy Limited	26,910
Tromsoe Vind AS	Sales of finished goods or not by Siemens Gamesa Renewable Energy A/S	188,896
Tromsoe Vind AS	Sales of finished goods or not by Siemens Gamesa Renewable Energy A/S	57,377
ZeeEnergie C.V., Amsterdam	Rendering of services by Siemens Gamesa Renewable Energy A/S	1,426
Buitengaats C.V., Amsterdam	Rendering of services by Siemens Gamesa Renewable Energy A/S	1,426
Orange Sironj Wind Power Private Limited	Sales of finished goods or not by Siemens Gamesa Renewable Power Private Limited	17,169
Akuo Energy Dominicana, S.R.L, Santo Domingo	Sales of finished goods or not by Gamesa Dominicana, S.A.S.	12,264
Akuo Energy Dominicana, S.R.L, Santo Domingo	Sales of finished goods or not by Siemens Gamesa Renewable Energy Latam, S.L.	3,964
VejaMate Offshore Project	Rendering of services by Siemens Gamesa Renewable Energy GmbH & Co. KG GmbH	22,516
OWP Butendiek GmbH & Co. KG	Rendering of services by Siemens Gamesa Renewable Energy GmbH & Co. KG	3,515

**Remarks**

For the purposes of the present section D.5 only the transactions of an amount over 1,000 thousand euros are considered as significant.

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Likewise, it shall be pointed out that such information matches with Note 30 of the Consolidated Report which is part of the financial statement of fiscal year 2019.

Regarding the amount attributed to "Purchases and services received" of other related parties, included in cited Note 30 of the Consolidated Report it shall be remarked that only those transactions for an amount over 1,000 thousand euro were included, for being considered as significant. The amount of the transactions included in "Purchases and services received" of other related parties. in the referred Note 30 but not included in section is 2,165 thousand euro.

Finally, according to the referred relevancy criteria the amount of the transactions included in "Sales and services rendered" to other related parties in the referred Note 30 but not included in section is -429 thousand euro as transactions with negative sign are booked.

**D.6. Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management or significant shareholders.**

a) Possible conflicts of interest between the Company and/or its Group, and its directors:

Article 31 of the Regulations of the Board of Directors regulates the conflicts of interest between the Company or any other company within its group and its directors. In particular, paragraphs 1 and 2 define the situations in which a director has a conflict of interest and lists persons who, given that they are considered linked thereto, could generate situations of conflicts of interest.

Likewise, the following sections in this article regulate the mechanisms for resolving situations of conflict of interest. In particular, paragraphs 3 and 4 establish that any director who incur in a situation of conflict of interest or who notices the possibility thereof shall notify it to the Board through its Chairperson and refrain from attending and intervening in the deliberations, voting, decision-making and execution of transactions and matters affecting the said conflict. The votes of Directors affected by the conflict and who, therefore, had to abstain, will not be considered in order to calculate the required majority of votes to adopt the relevant resolution.

The following paragraph in article 31 of the Regulations of the Board clarifies that *"in unique cases, the Board of Directors or the General Shareholders' Meeting, as appropriate and in accordance with the terms provided by law, may waive the prohibitions arising from the duty to avoid conflicts of interest"*.

Paragraph 6 specifies that *"the waiver shall be preceded by the corresponding report of (a) the Audit, Compliance and Related Party Transactions Committee regarding the operation subject to a possible conflict of interest, in which it will propose the adoption of a related specific resolution, or (b) the Appointments and Remuneration Committee regarding the waiver of fulfillment of contract duties"*.

Paragraph 7 of the cited article states that *"the Chairman of the Board of Directors must include the transaction and the conflict of interest in question on the agenda of the next corresponding meeting of the Board of Directors so that it may adopt a resolution as soon as possible regarding the issue, on the basis of the report drawn up by the corresponding Committee, deciding to approve or not the transaction, or the alternative that may have been proposed, as well as the specific measures to be adopted."*

Finally, paragraphs 8 and 9 state that the Annual Corporate Governance Report shall include conflict-of-interest situations involving Directors or persons related thereto, and that the report of the annual financial Statements shall detail the transactions incurring in conflict of interest that have been authorized by the Board, as well as any other existing conflict of interest pursuant to the provisions of current legislation during the fiscal year of the financial statements.

b) Possible conflicts of interest between the Company and/or its Group, and its managers:

The Senior Management of the Company and/or of the companies constituting the SIEMENS GAMESA Group, as well as any professional of the Company and/or of the companies constituting the referred Group who, by undertaking his/her activity in areas related to the securities markets or having regular, recurring access to Privileged Information, are classified as Affected Persons (as defined in article 6 of SIEMENS GAMESA's Internal Regulations for Conduct in the Securities Markets (RIC)) by the Ethics and Compliance Division, will be subject to the Internal Regulations for Conduct in the Securities Markets, which most recently revised version was approved on 25 September 2019.

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In this regard, according to article 20 of the RIC managers and professionals considered to be Affected Persons must immediately inform either their supervisor or senior manager or the Ethics and Compliance Division of situations that could potentially give rise to a conflict of interest and keep such bodies permanently up to date with regard to said situations. Any concerns regarding the actual existence of a conflict of interest must be addressed with the Ethics and Compliance Division.

c) Possible conflicts of interest derived from transactions between the Company and/or its Group with Directors and significant shareholders:

Article 33 of the Regulations of the Board regulates the transactions of the Company and its Group with directors and significant shareholders or their respective related persons. Section D.1 above details the content of such article so we refer to the same. In any case, the full text of the Regulation of the Board of Directors is available on the corporate website ([www.siemensgamesa.com](http://www.siemensgamesa.com)).

d) Relationships of the directors and/or significant shareholders with companies of the Group:

Article 37 of the Regulations of the Board states that *“the obligations of the Directors of the Company and of the shareholders that own a significant stake which are referred to in this Chapter will be understood as applicable, analogically, regarding their possible relations with companies of the Group.”*

The Business Conduct Guidelines of the Company approved by the Board on September 12, 2018, dedicate a paragraph to conflict of interest which is applicable to all Group professionals regardless of their hierarchical position.

**D.7. Is there more than one company in the group listed in Spain?**

Yes

No

Identify the other companies that are listed in Spain and their relationship to the company:

**Identity and relationship with other listed group companies**

N/A

State if the respective areas of activity and business relationships between the listed companies have been defined publicly and precisely, as well as between the subsidiary and other members of the group;

Yes

No

**Describe the business relationship between the parent and subsidiary listed companies as well as between the subsidiary and other members of the group**

Identify measures taken to resolve potential conflicts of interest between the listed subsidiary and the other group companies:

**Measures taken to resolve potential conflicts of interest**

# E. RISK MANAGEMENT AND CONTROL SYSTEMS

## E.1. Explain the scope of the company's Risk Management and Control System, including tax compliance risk.

SIEMENS GAMESA has certain **Risk Control and Management Systems** that are covered by the rules of **Corporate Governance** within a flagship internal framework that we call **ERM** (Enterprise Risk Management). ERM is taken into account at the highest level, based on the guidelines established in the Regulations of the Board of Directors (Arts. 6 and 7) and in the Regulations of the Audit, Compliance and Related Party Transactions Committee (Arts. 5, 9 and 11) and also based on internationally recognized methods (COSO 2004 and ISO 31000:2009).

The **Risk Control and Management Systems within ERM** are promoted by the Board of Directors and Top Management and implemented throughout the organization. SIEMENS GAMESA has an Internal Control department that is responsible for the overall Internal Control system and reports to the Chief Operating Officer (COO). Furthermore, there is an Enterprise Risk Management (ERM) and Internal Control over Financial Reporting team reporting to the Chief Financial Officer (CFO). Both functions regularly inform the Audit, Compliance, Related Party Transactions Committee. The Group's Internal Control system is managed through a platform called "RIC".

The **General Risk Control and Management Policy**, which establishes the foundations and general context for the key elements of ERM that are summarized below, sets forth the basis for these systems.

The general risk management process classifies risks in four categories:

- **Strategic:** Risks that are directly influenced by strategic decisions, arise from long-term strategies or are related to top-level objectives
- **Operational:** Risks resulting from day-to-day activities and relating to the effectiveness and efficiency of the Company's operations, including performance and return objectives
- **Financial:** Risks resulting from financial transactions and from non-compliance with tax, accounting or reporting requirements
- **Compliance:** Risks resulting from non-compliance with the business conduct guidelines or legal, contractual or regulatory requirements

The ERM process is a continuous cycle intended to proactively manage business risks. It is divided into six phases:

- **Identify:** Aiming to identify significant risks and opportunities (R/Os) that could adversely or positively impact the achievement of the Company's strategic, operational, financial and compliance objectives. The identification of R/Os is a continuous process for which everyone is responsible in their day-to-day work. It is based on the "Top-down" and "Bottom-up" approaches throughout the organization, represented by corporate, business-unit and regional **R/O maps** supported by specific risk management systems and the necessary consistency between "micro- and macro-risk"
- **Evaluate:** Evaluating and prioritizing the identified R/Os in order to focus management attention and resources on the most important ones. All identified R/Os are evaluated based on their impact on the organization and probability of occurrence, taking into account a three-year time period and different perspectives, including effects on business objectives, reputation, regulation, top management time and financial matters. ERM is based on net risk, taking into account residual risks and opportunities after the implementation of existing control measures
- **Respond:** Focusing on the definition, agreement and implementation of response plans to manage identified risks by selecting one of our general risk response strategies (avoid, transfer, reduce or accept). Our general response strategy in relation to opportunities is to seize or take advantage of the most significant ones

- **Monitor:** Dealing with appropriate controls and continuous supervision to permit timely notification of significant changes in the R/O situation, of progress on KRIs and of response plans
- **Report and scale:** Focusing on the standardized and structured reporting of identified R/Os. This process provides significant risk information to management
- **Continuous improvement:** Risk management in SIEMENS GAMESA's ERM evolves based on the application of the principle of continuous improvement, audits, self-assessments, benchmarking, etc., and is based on reviews of the efficiency and effectiveness of the ERM process and compliance with legal and regulatory requirements in order to ensure sustainability

## E.2. Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk.

The **Board of Directors** as Company's main decision, supervision and control body authorizes and approves all relevant transactions. It is also responsible for establishing the general policies and strategies, included the General Risk Control and Management Policy and tax strategy of the Company and for supervising the implementation thereof and the internal reporting and control systems.

The Company's Risk Control and Management Systems are applied by means of **an organization structured into four levels of defense:**

### 1º Ownership of risk control

As owner of the top risks, among other aspects, **the Executive Committee (ExCo)** is responsible for:

- Ensuring and promoting compliance with relevant legal requirements and internal policies
- Applying the General Risk Control and Management Policy and the R/O management strategy as a basis for the R/O management process
- Ensuring that risk management and control is integrated into business and decision-making processes
- Defining and proposing the approval of the specific numerical values for the risk limits listed in the specific policies and/or in the annually established targets
- Reporting to the Audit, Compliance and Related Party Transactions Committee on all Company-related issues relating to strategy, planning, business development, risk management and compliance

**Business unit directorates:** Each business unit, as the owner of the R/Os for its unit, performs a function at this level similar to that of the Executive Committee.

**Regional Executive Committees:** As owners of the regional R/Os, they perform a function at this level similar to that of the Executive Committee.

**Financial Directorate:** As established in the Investment and Finance Policy, it centralizes the management of finance-related risks for the entire SIEMENS GAMESA Group

**Tax Department:** Reporting to the Financial Directorate, it ensures compliance with the tax strategy and policy, reporting to the control and supervisory bodies on the tax standards and policies applied during the fiscal year and on the control of tax risks of the entire Group

### 2º. Monitoring and compliance

- **Risk Department (ERM):** Integrated within the Financial Directorate, it participates in defining the risk strategy and in the mitigation of risks, endeavoring to ensure that the executive team evaluates all matters relating to the Company's risks, including operational, technological, financial, legal, social, environmental, political and reputational risks.
- **Governance and Internal Control Department (GOV/CON):** Reporting to the Operations Directorate, it is responsible for the effectiveness of the internal control systems.
- **Ethics and Compliance Directorate:** Directly reporting to the Audit, Compliance and Related Party Transactions Committee of the Board of Directors, it is in charge of applying the Business Conduct Guidelines and the Internal Regulations for Conduct in the Securities Markets, as well as supervising the implementation of and compliance with the Crime Prevention and Anti-Fraud Policy and Handbooks.



**3º Independent assurance**

Reporting to the Board of Directors' Audit, Compliance and Related Party Transactions Committee and to the CEO, the **Internal Audit Directorate** is responsible for informing, advising and directly reporting, among others on the following matters:

- The Company's application of generally accepted accounting principles, as well as any significant accounting change in relation therewith
- Risks associated with the balance sheet and with functional areas of activity, with the existing identification, measurement and control relating thereto
- The Company's transactions with third parties if they involve a conflict of interest or are transactions with shareholders holding a significant stake in the Company.
- Financial information that is regularly or periodically issued to investors and market agents and to securities market regulatory bodies.
- Adequacy and integration of internal control systems

**4º Supervision**

The Audit, Compliance and Related Party Transactions Committee, as consultation and information body, supports the Board of Directors in the supervision of the system and informs the later about its adequacy.

The **Audit, Compliance and Related Party Transactions Committee** shall have the following key functions related to internal control and risk management systems:

- a) Receive regular reports from management on the functioning of existing systems and on the conclusions of any tests conducted on such systems by internal auditors or any other professional specifically engaged for this purpose, and on any significant internal control shortfall detected by the statutory auditor in the course of its statutory auditing work. As a result of this supervision the Committee may raise recommendations or proposals to the Board of Directors.
- b) Supervise, at least on an annual basis, all risk policies and propose amendments thereof or the adoption of new policies to the Board of Directors.
- c) Supervise that policies on the control and management of risks identify at least:
  - i. The different types of risk (operational, technological, financial, legal, fiscal, reputational, climatic, social, etc.) affecting the Company and its Group, including financial or economic risks, contingent liabilities and other off-balance sheet risks.
  - ii. The levels of risk that the Company and the Siemens Gamesa Group deem acceptable in accordance with the Corporate Governance Standards.
  - iii. The planned measures to mitigate the impact of identified risks, should they materialize.
  - iv. The information and internal control systems used to control and manage risks.
- d) Supervise, at least on an annual basis, the key financial and non-financial risks and the level of tolerance established.
- e) Supervise that the Risk Department participates in defining the risk strategy, in the correct functioning and effectiveness of the control systems and in mitigating the risks detected.
- f) Hold, at least on an annual basis, a meeting with the officers heading up business units of the Group in order to explain the business trends and the related risks.

The Board of Directors approves the risk levels or the policies from which the risk levels derive that the SIEMENS GAMESA Group considers acceptable (risk tolerance criteria), which are aimed at maximizing and protecting the economic value of SIEMENS GAMESA within controlled variability.

### E.3. State the primary risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives

In deploying its strategic and operational planning, SIEMENS GAMESA faces various risks inherent to the sector and the countries in which it operates. These risks can affect the achievement of business objectives.

Generally, risk is defined as a potential loss caused by an event (or a series of events) that may adversely affect the achievement of the business objectives of a company, for which reason the Risk Control and Management Systems are clearly linked to the strategic planning process and the setting of the Company's objectives.

We set out below a brief summary of the principal risks that may affect the achievement of business objectives and that have been monitored in 2019.

#### Strategic

- Significant changes in the share ownership of SIEMENS GAMESA that could give rise to **uncertainty in the securities market**.
- **Pressure on contribution margin and on volumes of MW**, due to factors like changes in governmental political decisions, the cost of wind power compared to other sources of energy, and changes in the business model towards auctions in an increasing number of countries.
- As a result of geographic diversification and the extensive base of customers and suppliers, SIEMENS GAMESA is exposed to "**country risk**", which is understood as the environment in which socio-political and security conditions may affect the local interests of SIEMENS GAMESA, such as the effect on the Turkish and Argentine wind markets of the macro situation in these countries, processes like Brexit in the UK, trade wars with the United States, and potential risks from doing business in countries under embargoes or sanctions by strategic countries.

#### Operational

- **Cyberattack risks**: Like many other multinational companies, SIEMENS GAMESA is exposed to the growing threat of increasingly professionalised cybercrime.
- Risk that the **cost reduction processes for some products do not occur as quickly as required** to offset the pressure on prices.
- Risks relating to the **commitments made** in certain contracts with customers that could end up affecting cash flow or balance sheet provisions.
- Operational risks relating to the launch of **new products** and the opening of **new production centres**.

#### Financial

- **Risks relating** to the needs of the wind market with respect to **third party guarantees**.
- **Risks that could affect the strength of the balance sheet**, the control of cash flow and structure, and/or results (including the continuous improvement of costs), including significant strategic and/or operational issues that could entail impairments of assets.
- **Market price risks**: SIEMENS GAMESA is exposed to risks relating to fluctuations in the prices of raw materials, as well as duties on the importation of particular products in some countries that could affect supply chain costs.
- **Exchange rate risk**: SIEMENS GAMESA engages in transactions with international counterparties in the ordinary course of its business that give rise to income in currencies other than the euro and future cash flows of entities of the SIEMENS GAMESA Group in currencies other than their functional currency, for which reason it is exposed to risks of changes in exchange rates.
- **Interest rate risk**: the risk that the reasonable value or future cash flows of a financial instrument fluctuate as a result of changes in interest rates. The risk occurs each time the interest terms for financial assets and liabilities are different. SIEMENS GAMESA uses external sources to finance a portion of its operations. Variable rate loans expose the Group to interest rate risks, while fixed rate loans expose the Group to the risk of interest rates at fair value. Variable rates are mainly linked to LIBOR or EURIBOR
- **Tax risks** arising from local and/or global requirements and direct or indirect taxation.

**Compliance**

- **Risk of occurrence of serious and/or fatal accidents** with the additional effects of delays, damage to assets and reputational loss, caused by, among other things, the high risk profile of some work, potential failures in the processes of selection, monitoring and qualification of contractors, and work in emerging market environments with a less mature culture in relation to safety, health and environmental standards.
- **Risk of regulatory uncertainty and compliance with applicable legal and contractual requirements**, intellectual property rights, and controlling the risk of crimes being committed, such as fraud and corruption (including bribery, extortion, embezzlement, influence peddling and misappropriation of assets).

The Management Report of the Annual Report for fiscal year 2019 includes additional details regarding some of the risks associated with the activities of SIEMENS GAMESA.

**E.4. State whether the entity has a risk tolerance level, including tolerance for tax compliance risk.**

Top Management establishes the risk strategy and tolerance based on quantitative (indicators) or qualitative variables, allowing it to set the amount of risk that it is prepared to assume to achieve its objectives.

SIEMENS GAMESA uses 3 levels of risk tolerance: “risk acceptance”, “risk monitoring” and “risk escalation”. Tolerance is regularly updated, at least each time changes are made to the strategy and/or policies.

SIEMENS GAMESA essentially has 3 complementary ways of establishing risk tolerance levels:

- 1) By means of regularly reviewed specific policies and internal regulations, particularly including the following:
  - General Risk Control and Management Policy
  - Corporate Tax Policy
  - Investment and Finance Policy (exchange rate, credit and interest rate risks)
  - Excellence Policy (health and safety, respect for the environment, quality and energy efficiency)
  - Business Conduct Guidelines
  - Crime Prevention and Anti-Fraud Policy
  - Cybersecurity Policy
- 2) The setting of objectives on an annual basis or based on strategic regularity, for indicators that are used to monitor certain risks. These indicators include:
  - EBIT, cash conversion, net financial debt, CAPEX and working capital
  - MW sold and new orders
  - Cyberattacks
  - Frequency index, severity index in relation to Health & Safety.

In this context, the specific numerical values of the most significant risk limits have been updated during fiscal year 2019.

- 3) The use of various perspectives to assess impact according to a number of standards, so that if they are assessed as major or high risks when combined with their likelihood of occurrence, they are deemed to exceed the tolerance threshold and will require mitigation plans.

For a particular risk identified and assessed as major or high and for which a risk policy and/or limit has also been exceeded or breached, or if it is anticipated that it could be exceeded or breached, such mitigation actions must be implemented as necessary to reduce the risk below its tolerance threshold.

Each Group company is responsible through its governance bodies for approving the specific risk limits applicable thereto and for implementing the necessary control mechanisms to ensure compliance with the Risk Internal Control Policy and with the specific limits that affect the governance body.

Once the risks (including tax-related risks) threatening achievement of objectives have been identified, the risk owners or those delegated thereby, with the support of the ERM Department and other support functions, assess the risks with a view to identifying their priority and measuring levels of exposure in relation to tolerance levels, so as to establish the required treatment (risk mitigation plans).

**E.5. State which risks, including tax compliance risks, have materialized during the year.**

The risk factors that have materialized during 2019 in the countries and markets in which SIEMENS GAMESA has done business have had an adverse impact on the Group's financial results, the most significant being price pressure.

It is noteworthy that activities in 2020 will be subject to the continuation of these same risk factors in the development of the wind market. The Group also expects to face uncertainties arising from the process of negotiating the United Kingdom's exit from the European Union and the policies adopted by the United States government relating to its tariff policies and embargos on various countries.

**E.6. Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise.**

The specific response and supervision actions that apply to significant risks, including tax risks, that are regularly reported to the Board of Directors and to the Audit, Compliance and Related Party Transactions Committee (whether or not they have occurred) include:

**Strategic**

- Creation of a project team in charge of analyzing the implications of a change in share ownership and of implementing the relevant mitigation measures.
- Development of new business opportunities, entry into new countries, and cost reduction programmes at all units to mitigate the risk of pressure on the margin and on volumes.
- The possible effects of specific drops in business due to "country risk" are mitigated with a balanced diversification of sales in other countries/regions, diversification in the supply chain and a Security Model that ensures the continuity and security of the business, of people and of assets in the countries in which the Company does business, using early alerts and contingency and emergency plans.

**Operational**

- Information Security Model led and continuously improved by a holistic and cross-functional Security Committee that is capable of preventing and mitigating the external threats of cyberattacks.
- There is an ongoing reduction in costs through specific goal-based programmes deployed in all regions and controlled by the corporation, seeking to improve profitability in terms of Energy Cost and gross margin.
- Commitments to customers are regularly monitored, and negotiation and product reassignment alternatives are sought.
- New products and new production centers are regularly monitored to ensure that both cost and quality as well as regulatory compliance are fulfilled as expected.

**Financial**

- Risks relating to the needs of the wind market regarding third party guarantees are mitigated by obtaining ratings from rating agencies, as well as through negotiation with customers.
- Balance sheet risks are prevented / mitigated by continuously monitoring cash flows and significant business issues that could lead to impairments of assets.
- Market risk relating to the price of raw materials is mitigated in some cases by using derivatives, as well as through negotiations, changes in supplier, and even the redesign of some components.
- Various actions are taken to reduce exposure to exchange rate risk, including: increase in local content, hedging through the use of derivative financial instruments, monitoring of exposure to fluctuations while ensuring compliance with the Group's hedging limit, and analysis of currency sensitivity.
- The division of external financing between variable and fixed rates is constantly analyzed in order to optimise exposure to interest rates, and derivative financial instruments are used to reduce interest rate risk.

- Tax risks are controlled with various mechanisms established within the Tax Risk Control and Analysis Framework, including: regularly reporting to the management and supervisory bodies of the Company on compliance with good tax practices; application of the Corporate Tax Policy; and specific monitoring of compliance with legal requirements on tax matters by region.

### Compliance

- The risk of serious and fatal accidents is mitigated through various actions, including: strengthening of the zero tolerance policy; specific emergency plans for each serious accident; global prevention plans for the regions with the worst results; and preventive H&S actions prior to commencing operations in a new country.
- SIEMENS GAMESA holds Systems for monitoring regulatory changes and crime prevention Handbooks in accordance with the legal requirements and risks associated to the company's activity in the principal regions in which it does business, which include the corresponding specific detection and prevention controls of such risks with special focus on all forms of corruption (among others: bribery, extortion, embezzlement, influence peddling and misappropriation of assets).

The Management Report of the Annual Report and the management discussion & analysis of the 2019 annual accounts include additional information regarding response and supervision plans.

In addition to the specific response plans, continuous supervision and monitoring processes are developed to ensure an appropriate response to the principal risks of the Company, including the following:

- Control by the heads of the business units, the regions and the Executive Committee regarding the evolution of R/O maps and mitigation plans.
- Reports to the Audit, Compliance and Related Party Transactions Committee of the Board of Directors regarding changes in the R/O maps by the head of ERM, and individually by the R/O owners to deal with significant risks and opportunities
- Insurance of operational third-party risks, with annual update and review of coverages.
- External management system certifications pursuant to OHSAS18001, ISO 14001 and ISO9001.
- Internal certifications by Management to the effect that the ERM process, as part of the risk and internal control system, is implemented and guarantees that significant risks and opportunities are being properly managed.
- Declaration of conformity of the ERM system in accordance with the ISO 31000 standard from 2009.
- Evaluations, including independent evaluations, by Management, by the department of internal audit and by external audit of the effectiveness of the internal controls over financial information.
- Regular training sessions for managers and senior managers regarding the Risk and Internal Control Policy, integrated R/O management methods, and implementation of the ERM Methodology.
- Internal audits of significant risks by the Internal Audit Directorate.

# F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms comprising the System of Internal Control over Financial Reporting (ICFR) of your company.

## F.1. Control environment

Report on at least the following, describing their principal features:

- F.1.1. The bodies and/or departments that are responsible for (i) the existence and maintenance of an adequate and effective ICFR; (ii) their implementation; and (iii) their supervision.

According to the article 33.5.g) of the Company's By-Laws, the Board of Directors has among its competencies *"preparing the financial statements and the report on individual management of the Company and consolidated management reports with its subsidiaries, as well as the proposed allocation of earnings for approval, where applicable, by the Shareholders' General Meeting"*.

Likewise, as established by article 7.3 a) of the Regulations of the Board of Directors, the Board of Directors has the competency of supervising the internal information and control systems and the transparency and accuracy of the information provided by the Company and approving the financial information which, as a result of its status as listed on the stock exchange, should be published regularly.

Internal risk management and control systems related to the process of publishing financial information (ICFR)

Finally, the Management of SIEMENS GAMESA Group is responsible through its Internal Control department and through its Internal Control Over Financial Reporting (ICFR team) for the design, implementation and maintenance of a proper Internal Risk Management and Control system related to the Process of Publishing Financial Information (ICFRS).

In support of the Audit, Compliance and Related Party Transactions Committee, the Company has an Internal Audit department, which has direct access to the aforementioned committee and by performing its annual work plan reinforces control relating to the reliability of the financial information.

The Regulations of the Audit, Compliance and Related Party Transactions Committee establish that it is within the purview of said Committee to supervise the effectiveness of the Company's internal control system, the systems for the management of risks, including tax risks and supervision of the process of preparing and filing the regulated financial information.

In relation to the powers relating to the process of preparing the economic and financial information, the Audit, Compliance and Related Party Transactions Committee performs the following functions, among others, as defined in Article 8 of the Regulations of the Audit, Compliance and Related Party Transactions Committee:

- Oversee the preparation, presentation and integrity of economic, financial and non-financial information relating to the Company and its consolidated Group, as well as the correct delimitation of such Group, and raise the recommendations or proposals to the Board of Directors that it may deem appropriate. The Committee shall perform its duty of overseeing continuously and, on an ad-hoc basis, when requested by the Board of Directors.
- Supervise that all periodic economic and financial information (half-yearly Financial Reports and the quarterly management statements) is formulated under the same accounting criteria as the annual financial information and, for this purpose and where appropriate, propose to the Board of Directors that the auditor perform a limited review thereof.
- Oversee compliance with legal requirements and the correct application of generally accepted accounting principles and inform the Board of any significant changes in accounting criteria.
- Supervise the reasons why the Company should disclose in its public reporting certain alternative performance measures, instead of the metrics defined directly by accounting standards, the extent to which such alternative performance measures provide useful information to investors and the degree of compliance with the best practices and international recommendations in this respect.
- Be informed of the significant adjustments identified by the auditor or arising from Internal Auditing reviews, and management's position on such adjustments.
- Address, respond to and properly take account of any requests or demands issued, in the current or in previous years, by the supervisory authority of financial reporting to ensure that the type of incident previously identified in such demands does not recur in the financial statements.
- Supervise on a quarterly basis that the financial information published on the corporate website of the Company is regularly updated and matches the information authorized by the Board of Directors and published on the National Securities Market Commission website. Following the supervision, if the Committee is not satisfied with any aspect, it shall notify such aspect to the Board of Directors through its secretary.

In relation to the internal control and risk management systems, as defined in Article 9 of Regulations of the Audit, Compliance and Related Party Transactions Committee:

- Receive regular reports from management on the functioning of existing systems and on the conclusions of any tests conducted on such systems by internal auditors or any other professional specifically engaged for this purpose, and on any significant internal control shortfall detected by the statutory auditor in the course of its statutory auditing work. As a result of this supervision the Committee may raise recommendations or proposals to the Board of Directors.
- Supervise, at least on an annual basis, all risk policies and propose amendments thereof or the adoption of new policies to the Board of Directors.

Internal risk management and control systems related to the process of publishing financial information (ICFR)

- Supervise that policies on the control and management of risks identify at least:
  - i. The different types of risk (operational, technological, financial, legal, fiscal, reputational, climatic, social, etc.) affecting the Company and its Group, including financial or economic risks, contingent liabilities and other off-balance sheet risks.
  - ii. The levels of risk that the Company and the SIEMENS GAMESA Group deem acceptable in accordance with the Corporate Governance Standards.
  - iii. The planned measures to mitigate the impact of identified risks, should they materialize.
  - iv. The information and internal control systems used to control and manage risks.
- Supervise, at least on an annual basis, the key financial and non-financial risks and the level of tolerance established.
- Supervise that the Risk department participates in defining the risk strategy, in the correct functioning and effectiveness of the control systems and in mitigating the risks detected.
- Hold, at least on an annual basis, a meeting with the officers heading up business units of the Group in order to explain the business trends and the related risks.

SIEMENS GAMESA has an Internal Control department that is responsible for the overall Internal Control system and reports to the Chief Operating Officer (COO). Furthermore, there is an Enterprise Risk Management (ERM)/ ICFR team reporting to the Chief Financial Officer (CFO). Both functions regularly report to the Audit, Compliance, Related Party Transaction Committee including on the overall status of the Internal Control system, non-ICFR and ICFR specific content. The Group's internal control system is managed through a platform called "RIC tool".

F.1.2. State whether the following are present, especially if they relate to the creation of financial information:

- *Departments and/or mechanisms in charge of: (i) design and review of corporate structure; (ii) clear definition of lines of responsibility and authority with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity.*

In relation to the definition of the organizational structure, the regulations of the Board of Directors establish that the Appointments and Remuneration Committee must inform the Board of Directors of the proposals for appointment and removal of Top Management and must also report on the remuneration conditions and terms and conditions of the employment contracts thereof prior to their approval by the Board of Directors.

The Group's Executive Committee is responsible for defining, designing and reviewing the organizational structure. It assigns functions and tasks, ensuring appropriate separation of functions and that the areas of the various departments are coordinated so as to achieve the Company's objectives.

The Group has clearly defined lines of authority and responsibility for purposes of preparing the financial information. The CFO organization has the main responsibility for preparing the financial information.

The CFO organization is responsible for the existence and proper dissemination within the Group of the internal policies and procedures that are necessary to ensure reliability in the process of preparing the financial information. The CFO organization also plans the key dates and reviews to be carried out by each responsible area.

The Chief Operating Officer (COO) through his Internal Control department is responsible for the existence and proper dissemination within the Group of the Internal Control policies and procedures.

The Group has financial organizational structures that are adapted to the local needs of each region in which it operates, led by a Managing Director Administration & Finance of the legal entities whose duties include the following:

- Designing and establishing appropriate local organizational structures for the performance of the financial tasks assigned thereto.
- Integrating the corporate financial policies defined by the Group into local management.



Internal risk management and control systems related to the process of publishing financial information (ICFR)

- Adapting the corporate accounting and management systems to local needs (in close alignment with the Head of Accounting).
- Complying with the procedures covered by the Group's Internal Control over Financial Reporting System (ICFRS) and ensuring proper separation of functions at local level.
- Locally implementing and maintaining control models by means of corporate IT tools.

Specifically, and as regards the model for ICFRS, the existing organizational structure has sufficient resources for the proper functioning thereof, with centralised guidelines that are controlled and supervised at central Group level and with local-level implementation in each region with the aim of providing detail on the processes considered key for the Company.

- *Code of conduct, the body approving this, degree of dissemination and instruction, including principles and values, (state if there is specific mention of transaction recording and creation of financial information), a body charged with analyzing breaches and proposing corrective actions and sanctions.*

SIEMENS GAMESA has approved Business Conduct Guidelines (replacing the previous Code of Conduct), the current version of which was approved by its Board of Directors on 12 September 2018. The Business Conduct Guidelines define the attitude of SIEMENS GAMESA in relation to the conduct of a responsible business and describe how SIEMENS GAMESA fulfils its responsibilities as a company, i.e. as an employer, in its markets, in society and towards the environment. This Business Conduct Guidelines are available both on the corporate website and on the internal intranet after a specific Company-wide communication by the Chief Executive Officer (CEO).

Regarding its economic and financial information, SIEMENS GAMESA Group is committed to transparent, clear, truthful, complete and consistent reporting to investors, employees, customers, institutions and governmental agencies.

More specifically, the Business Conduct Guidelines state that as an international company, SIEMENS GAMESA is committed to accurate and truthful reporting to investors, employees, customers, business partners, the public and all government agencies. SIEMENS GAMESA follow all applicable laws, regulations, standards and practices.

SIEMENS GAMESA ensures that its books and records are kept completely, accurately and truthfully, they are prepared on time and in accordance with the applicable rules and standards (IFRS), that they comply with the Financial Reporting Guidelines and follow internal control processes.

SIEMENS GAMESA provides correct and complete information for financial reporting purposes.

Among other aspects and in relation to the Business Conduct Guidelines, the Compliance department, which reports functionally to the Audit, Compliance and Related Party Transactions Committee, is responsible for resolving doubts that may arise and for receiving any queries or complaints via the established channels that are referred to in the Business Conduct Guidelines for actions that are unethical, lack integrity or conflict with the principles included therein.

- *Whistleblower channel, that allows notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organization, reporting, as the case may be, if this is of a confidential nature.*

In accordance with the provisions of the Business Conduct Guidelines and of Article 10.g of the Regulations of the Audit, Compliance and Related Party Transactions Committee with respect to the duties of the aforementioned Committee relating to the Corporate Governance area, SIEMENS GAMESA has developed a mechanism known as the Compliance Whistle-blower Hotline that allows its employees to confidentially or anonymously report any potentially significant irregularities, with express reference to financial or accounting improprieties that they discover within the Company.

The Audit, Compliance and Related Party Transactions Committee is responsible for establishing and supervising the Compliance Whistle-blower Hotline, which SIEMENS GAMESA manages through its Compliance department according to the conditions and powers set forth in the Compliance Handbook, which form part of the internal regulations and which sets out its operation and conditions for use, access, scope and other aspects.

Internal risk management and control systems related to the process of publishing financial information (ICFR)

As established by our internal regulations, in Articles 12.b and 12.c of the Regulations of the Audit, Compliance and Related Party Transactions Committee, the Compliance department has the duty of assessing and reporting on the level of compliance with the Business Conduct Guidelines; it will submit such reports to the Audit, Compliance and Related Party Transactions Committee with information on suggestions, concerns, proposals and breaches.

- It is for the Compliance department, upon receipt of a complaint that satisfies a series of requirements and minimum content, to decide whether it is appropriate to *process* or file such complaint.

If there is evidence of an infringement of the Business Conduct Guidelines, a confidential case file will be opened, and such actions as deemed necessary may be commenced, particularly interviews with the parties involved, witnesses or third parties considered capable of providing useful information and collection of such paper or electronic documents as required. Assistance may be obtained from other areas of the Company if deemed suitable, as well as from independent experts (establishing an investigative team).

Upon conclusion of the complaint procedure, the investigative team will prepare a report that will contain at least a description of the context of the investigation, its findings, the legal advice on such findings and the actions to rectify the problem.

The Disciplinary Committee (comprising the representatives of the Financial, Legal, Compliance and Human Resources departments) is responsible for establishing relevant disciplinary measures for cases of breach of the Business Conduct Guidelines, which are proportionate to the severity of said breaches.

If the Compliance department finds evidence of unlawful conduct when processing the case and preparing the report, it will inform the Legal department for purposes of assessing whether the competent legal or administrative authorities must be informed.

- *Training and periodic refresher programmes for staff involved in the preparation and revision of financial information, as well as assessment of the ICFR (Internal Control System for Financial Information), that covers at least accounting rules, audits, internal control and risk management.*

SIEMENS GAMESA has staff recruitment procedures and processes in place to identify and define all selection and recruitment process milestones ensuring that new employees are qualified to perform the responsibilities associated with their position.

A main line of action for SIEMENS GAMESA is managing employee knowhow through the identification, retention and development of the required talent and knowhow, in addition to ensuring the proper transfer thereof.

In this context, SIEMENS GAMESA has processes and tools to determine the level of performance and development needs for the people who make up its organization.

The staff directly and indirectly responsible for actions in the financial and accounting area have been subject to previously established selection and recruitment processes, and moreover, their training needs have been also analyzed in internal development processes. In this context, they have the necessary professional qualifications and expertise to perform their duties, in terms of both applicable accounting standards and internal control-related principles. These staff are kept continuously up-to-date with applicable regulatory requirements.

Specifically, the Compliance department provides various training sessions on the Business Conduct Guidelines and the Whistle-blower channel.

## **F.2. Assessment of financial information risks Report on at least the following:**

F.2.1. The main characteristics of the risk identification process, including error and fraud risk, as regards:

- *Whether the process exists and is documented.*

The Company has developed the ICFRS based on the international standards established by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Internal risk management and control systems related to the process of publishing financial information (ICFR)

As stated below, there is a model aimed at identifying the effects of the various types of risk. However, and specifically for risks relating to financial information, an internal control model is applied with a “top-down” approach for the identification of risks based on the most significant accounts in the financial statements and taking into account parameters relating to the impact, likelihood of occurrence and characteristics of the accounts and of the business process.

The process of identifying risks with a potentially significant impact on the Financial Statements takes into account quantitative aspects such as the aggregate percentage that they represent of the individual Company/ account with respect to assets, revenues, earnings and other qualitative aspects.

The qualitative risk factors include aspects relating to:

- Nature of the account: volume of transactions, judgment required, complexity of accounting principle, external conditions.
- Nature of the process: complexity of process, centralisation/decentralisation, automation, third-party interaction, experience/maturity of the process.
- Risk of fraud: degree of estimation and judgment, common schemes and frauds in the relevant sector/market, geographic regions, unusual and complex transactions, nature of automation, urgent transactions, relationship with compensation systems.
- *If the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency.*

The process has been designed taking into account the financial reporting objectives set forth in the internal financial reporting document in listed companies issued by the CNMV in June 2010.

In the above context and in the case of processes associated with economic or financial information, the process has been focused on analyzing events that could affect the financial reporting objectives relating to:

- Integrity.
- Validity.
- Valuation.
- Timeliness.
- Records.
- Presentation and breakdown.

The risk assessment model for the achievement of objectives related to the reliability of financial information identifies the critical risks and processes on an annual basis and in a systematic and objective manner.

- *The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex company structures, shell companies, or special purpose entities.*

In accordance with the recommendations of the Unified Code of Good Governance, Article 7.3.b.iv of the Regulations of the Board of Directors establishes the power to approve the creation or purchase of stocks in special-purpose entities or entities in countries or territories that are considered tax havens according to applicable law.

Additionally, and in this context, the Group’s corporate tax policy states that in carrying out its activities, Siemens Gamesa shall follow the principles of an orderly and diligent tax policy that materialises in the commitment to:

- Avoiding the use of artificial and/or opaque structures for tax purposes, with the latter understood as those used to keep the competent Tax Authorities from knowing the final party responsible for the activities or the ultimate owner of the property or rights involved.
- Not organising or acquiring companies residing in tax havens in order to avoid tax obligations.

The SIEMENS GAMESA Group also maintains a continuously updated record of all the legal entities that sets forth all the equity interests it directly or indirectly holds, whatever the nature thereof, including if applicable shell companies and special-purpose entities.

Internal risk management and control systems related to the process of publishing financial information (ICFR)

For purposes of identifying the scope of consolidation, in accordance with the standards established in international accounting regulations, the Company maintains and regularly updates a database containing all the companies that make up the SIEMENS GAMESA Group.

The Group has an established process within the Financial Controlling & Accounting department that ensures the necessary flow of approvals in relation to changes in the scope of consolidation and updates to the database of companies. The scope of consolidation is monitored within the established internal control over the financial reporting system and as part of the consolidation process

- *If the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.*

SIEMENS GAMESA has implemented a risk management process based on the COSO method and on standard ISO 31000:2009 within the **ERM** (Enterprise Risk Management) internal benchmark framework and which, in accordance with the General Risk Control and Management Policy, takes into account four risk categories that are each in turn made up of other sub-categories:

- **Strategic:** Risks that are directly influenced by strategic decisions, arise from long-term strategies or are related to top-level objectives.
- **Operational:** Risks resulting from day-to-day activities and relating to the effectiveness and efficiency of the Company's operations, including performance and return objectives.
- **Financial:** Risks resulting from financial transactions and from non-compliance with tax, accounting and/or reporting requirements.
- **Compliance:** Risks resulting from non-compliance with the Business Conduct Guidelines or legal, contractual or regulatory requirements.

The methodology applied translates into a risk map that is updated regularly (normally on a quarterly basis).

- *The governing body within the company that supervises the process.*

The process is ultimately supervised by the Audit, Compliance and Related Party Transactions Committee, which is supported by the Internal Audit department in the performance of its duties.

### F.3. Control activities

Report on whether the company has at least the following, describing their main characteristics:

- F.3.1. Review and authorization procedures for financial information published by the stock markets and a description of the ICFR, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including financial closing procedures and the specific review of judgements, estimates, valuations and relevant forecasts.

The Board of Directors is the highest-level body responsible for supervising and approving the financial statements of the SIEMENS GAMESA Group.

The Group sends information to the securities market on a quarterly basis. The Financial Controlling & Accounting department prepares said information, carrying out a series of control activities during the accounting close in order to ensure the reliability of the financial information. These controls are included within the "Consolidation and Financial Close" process in the Group's ICFRS model.

On a monthly basis, Financial Controlling & Accounting department provides the various departments involved in the accounting closing process with plans and guidelines so that each department can prepare the financial information, as well as the date on which it must be reported.

The Group's financial statements are subject to the following review levels:

- Review by Financial Controlling & Accounting department
- Supervision of the Audit, Compliance and Related Party Transactions Committee.
- Approval by the Board of Directors (half-yearly and annual).

Internal risk management and control systems related to the process of publishing financial information (ICFR)

The annual accounts and interim financial statements summarised on a half-yearly basis are also subject to audit and limited review, respectively, by the statutory auditor.

On a quarterly basis, there is an internal certification process throughout the SIEMENS GAMESA Group. The Management of the different organizational levels, backed by the confirmations from the business units' managements as well as the management of the companies of the SIEMENS GAMESA Group, confirm a) the accuracy of the financial data disclosed to Corporate Management, b) regulatory and legal compliance, c) certification of the bank accounts and d) independence vis-à-vis the external auditor of the SIEMENS GAMESA Group.

There is also an assessment of the design and operational effectiveness of the implemented internal control system at the end of each fiscal year. The Management of the different organizational levels, backed by the management of the companies of the SIEMENS GAMESA Group, confirms fulfilment of its responsibility to establish and maintain an effective internal control system. Reports are produced on the effectiveness of the internal control systems, including the shortfalls that could hinder the achievement or development of the key business objectives or those with a material impact on the financial statements.

The financial statements are prepared based on a reporting calendar and delivery dates that are known to all the participants in the process, taking into account the legally established deadlines.

As mentioned in the previous section, the control activities designed to cover the previously identified risks are performed both at Management level in a Corporate environment, with analytical reviews of the reported information, and at the level of each business unit from a more operational and specific perspective, by identifying the corresponding processes and sub-processes according to the various local organizational structures.

The risks considered to have a material impact on the financial statements are identified, monitored and mitigated through internal control activities.

We consider the control activities relating to the following aspects to be particularly relevant:

- Revenue recognition on construction contract
- Capitalisation of wind farm promotion expenses.
- Provisions
- Material assets.
- Hedging management.
- Procurement.
- Consolidation and Financial Close.
- Fair value measurement (goodwill, intangible assets and inventories).

During 2019 and within the context of continuously improving the model, SIEMENS GAMESA has continued to work on optimisation and adaptation thereof to the best practices in the sector.

The established system is a continuous process insofar as those responsible and the owners of the internal control processes prepare, review and update the activities and control procedures with the support of the Internal Control department and ICFR team.

F.3.2. Internal IT control policies and procedures (access security, change controls, their operation, operational continuity, and segregation of duties, among others) which support relevant processes within the company and relate to the creation and publication of financial information.

Management of SIEMENS GAMESA recognises information and the assets it supports as strategic assets for the business, for which reason it expresses its resolve to achieve the security levels necessary to ensure the protection thereof in terms of availability, confidentiality, integrity, authentication and traceability.

Specifically, and within the scope of the ICFRS model, SIEMENS GAMESA has developed a process of general information technology systems controls. This process has in turn been broken down into various sub-processes, for which various controls have been designed and established.

For the companies that make up the Group, these sub-processes and their main control activities are as follows:

- **Backups:** Business continuity as regards the timely recovery of essential business data in the event of a disaster, via the duplication of critical infrastructures and the regular production of backup copies of information in separate physical locations, and a policy for review and control of the integrity of the copies made.

Internal risk management and control systems related to the process of publishing financial information (ICFR)

- **Security of physical access to the Data Processing Centre (CPD):** Among other physical control activities, the IT department restricts access to authorised personnel in various areas in which key IT elements of the Company are located. Said locations are monitored with appropriate control and security systems.
- **Internal and external security of software access:** At the software security level there are defined, configured and implemented techniques and tools enabling restriction of access to computer applications and information databases to authorised personnel only, based on their role/ function, by means of control procedures and activities including review of users and assigned roles, encryption of sensitive information, managing and regularly changing access passwords, control of unauthorised downloads of computer applications, and analysis of identified security incidents.
- **Controls relating to the maintenance and implementation of computer applications:** Among others, the request and approval processes are defined and implemented at the appropriate level for new computer applications, for definition of versioning policies and maintenance of existing applications and their associated action plans, for definition of the various application implementation and migration plans, for validation and control of changes in the creation of applications, and for risk management via separate environments for operation and tests and simulation. There are also controls relating to ensuring that applications have been verified and updated by the respective competent authorities before live launch thereof.
- **Controls relating to the separation of functions:** Approved matrix for separation of functions, according to which the different roles are assigned to users in accordance with identified needs, with no exceptions permitted. Regular review and approval of the different assigned roles, as well as reassignments, updates, elimination of users, verification of infrequent or unused users, etc.

F.3.3. Internal control policies and procedures intended to guide the management of subcontracted activities and those of third parties, as well as those aspects of assessment, calculation or evaluation entrusted to independent experts, which may materially affect financial statements.

SIEMENS GAMESA sub-contracts the performance of certain routine transaction processing activities with an impact on financial information (e.g. accounts payable, payroll, invoice records) to internal shared service centres or external/Group service providers. In the cases in which this sub-contracting occurs, it is backed by a services agreement on fully competitive terms that clearly indicates the service provided and the means that the provider, internal, external or Group will use to provide the services, reasonably guaranteeing the technical expertise, independence and competence of the sub-contracted party.

In any case, the outsourced activities are mainly different administrative processes in offices and small subsidiary companies that are supported by a services agreement that clearly states the service provided and the means that the qualified external professional provider will use to provide the services, reasonably ensuring the technical qualifications, independence and competence of the sub-contracted party. SIEMENS GAMESA's ICFRS model identifies control activities for activities outsourced to third parties.

There is also an internal procedure for the procurement of services that establishes the requirement for certain levels of approval depending on the transaction value.

Such services are procured by the Heads of the corresponding areas, reasonably ensuring the competence and technical and legal qualifications of the sub-contracted parties, with the evaluations, calculations or appraisals conducted by external parties being reviewed if applicable.

#### F.4. Information and communication

State whether the company has at least the following, describing their main characteristics:

F.4.1. A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organization, as well as an up-to-date accounting policy manual distributed to the business units through which the Company operates.

Among other functions, the Financial Controlling & Accounting department is responsible for identifying, defining, updating and communicating the accounting policies that affect SIEMENS GAMESA, as well as for responding to accounting queries that may be raised by subsidiaries or the various geographic areas and business units. In this context, it maintains a close relationship with management of the various geographical areas and business units.

Internal risk management and control systems related to the process of publishing financial information (ICFR)

The Financial Controlling and Accounting department is also responsible for reporting to the Audit, Compliance and Related Party Transactions Committee and/or to any other corresponding body on specific aspects of accounting standards, the results of the application thereof and their impact on the financial statements.

The Company has an accounting manual that determines and explains the rules for preparing the financial information and how said rules should be applied to the Company's specific operations. This document is regularly updated, for which reason significant potential changes or updates are communicated to the companies to which they are applicable.

In case the application of accounting standards is particularly complex, the conclusion of the accounting analysis undertaken is communicated to the external auditors, who are asked for their position with respect to the conclusion reached.

The accounting policies applied by the Group are broken down in its annual accounts and are consistent with those applicable under current rules.

In the case of regulatory changes linked to financial reporting that have an impact on the Financial Statements, the Financial Controlling & Accounting department is responsible for reviewing, analyzing and updating the accounting rules as well as for supervising the adoption of new standards or revisions from the International Financial Reporting Standards (IFRS) and those standards, changes and interpretations that have yet to come into force. The Financial Controlling & Accounting department is also responsible for communicating changes or updates to the Company's departments and the subsidiaries.

- F.4.2. Measures for capturing and preparing financial information with consistent formats for application and use by all of the units of the entity or the group, and which contain the main financial statements and notes, as well as detailed information regarding ICFR.

There is a centralized process for consolidating and preparing the financial information. The financial statements reported by the Group's subsidiaries in the established formats, as well as the rest of the financial information required both for the accounting harmonization process and for coverage of the established information needs, are used as "inputs".

The SIEMENS GAMESA Group uses a software tool that collects the individual financial statements and facilitates the process of consolidating and preparing the financial information. This tool allows the centralisation within a single system of all the information resulting from the accounting of the individual companies belonging to the Group.

In this context, the Consolidation and Reporting department establishes a centralized quarterly, half-yearly and annual close plan, which distributes to each of the groups and sub-groups the appropriate instructions in relation to the scope of work required, key reporting dates, standard documentation to be sent and deadlines for receipt and communication. Among other aspects, the instructions include a reporting/consolidation package, preliminary close, inter-company invoicing, physical inventories, inter-group balance confirmation and reconciliations, final close and pending items.

The content of the aforementioned reporting is regularly reviewed in order to respond to the appropriate breakdown requirements in the annual accounts.

## F.5. Supervision of system performance

Describe at least the following:

- F.5.1. The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function that has among its mandates support of the committee and the task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible prepares the assessment reports on its results, whether the company has an action plan describing possible corrective measures, and whether its impact on financial reporting is considered.

There is a close communication between the Audit, Compliance and Related Party Transactions Committee, Top Management, the Head of the Internal Control department, the Head of the ERM/ ICFR team, the Head of Internal Audit and the Statutory Auditors, so that the Board of Directors' Audit, Compliance and Related Party Transactions Committee has the information necessary to perform its duties relating to the supervision of the ICFRS.

Internal risk management and control systems related to the process of publishing financial information (ICFR)

Specifically, the Audit, Compliance and Related Party Transactions Committee has performed the following ICFRS supervision activities, among others, during the fiscal year:

- Supervise the Group's annual accounts and the periodic quarterly and half-yearly financial information that the Board of Directors must provide to the markets and to the supervisory bodies thereof, supervising the compliance with legal requirements and the proper application of generally accepted accounting principles in the preparation thereof.
- As part of its work supervising the Internal Audit department, it has approved the annual audit plan and the budget thereof that underpins the internal and external human and material resources of the department.
- It has analyzed the External Auditors' audit plan, which includes the audit objectives based on the assessment of financial reporting risks, as well as the main areas of interest or significant transactions subject to review during the fiscal year.
- Together with the external auditors and Internal Audit, it has reviewed any internal control weaknesses identified in the course of the various audit and review tasks.

The Internal Control department and the ICFR team reported on the overall Internal Control system and non ICFR and ICFR specific content to the Audit, Compliance and Related Party Transactions Committee after completion of the Initial Assessment (in July 2019) and after completion of the Final Assessment (in October 2019).

SIEMENS GAMESA has an Internal Audit department whose powers include supporting the Audit, Compliance and Related Party Transaction Committee, among others, in its work of supervising the internal control system. In order to ensure its independence, the Internal Audit department reports hierarchically to the CEO and functionally to the Audit, Compliance and Related Party Transaction Committee.

In order to enable this supervision of the internal control system, the Internal Audit department responds to the requirements of the Audit, Compliance and Related Party Transaction Committee in the performance of its duties, participating regularly and whenever required in the meetings of the Board of Directors' Audit, Compliance and Related Party Transactions Committee.

The annual internal audit plan presented and approved by the Audit, Compliance and Related Party Transaction Committee includes the performance of ICFRS reviews, establishing review priorities based on the identified risks.

The Internal Audit department has performed audits for certain significant risks in accordance with its Annual Audit Plan 2019, and has made the corresponding reports where appropriate to the Executive Committee and to the Audit, Compliance and Related Party Transactions Committee.

- F.5.2. If there is a procedure by which the account auditor (in accordance with the contents of the Normas Técnicas de Auditoría (NTA) - "Auditing Standards"), internal auditor and other experts may communicate with senior management and the audit committee or senior managers of the company regarding significant weakness in internal control identified during the review of the annual accounts or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses found.

The Audit, Compliance and Related Party Transactions Committee holds regular meetings with the external auditors, the CFO, the Internal Control and ERM/ICFR departments responsible for preparing the financial information in order to discuss any relevant aspect and, if applicable, examine significant internal control shortfalls that have been identified.

The Group's annual accounts and the periodic financial information that the Board of Directors must supply to the markets and to the supervisory bodies thereof are reviewed at the Audit, Compliance and Related Party Transaction Committee meetings with the statutory auditors, monitoring compliance with legal requirements and the proper application of generally accepted accounting principles in the preparation thereof.



#### **F.6. Other relevant information**

There is no other relevant information with respect to the ICFRS that has not been included in this report.

#### **F.7. External auditor's report**

Report from:

F.7.1. If the ICFR information submitted to the markets has been subject to review by the external auditor, in which case the entity shall include its report as an attachment. If not, reasons why should be given.

SIEMENS GAMESA has requested the external auditor to issue a report reviewing the information relating to the ICFR included in this section F of the Annual Corporate Governance Report for fiscal year 2019.

# G. EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's level of compliance with recommendations from the Unified Code of Good Governance.

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to judge the company's actions. General explanations are not acceptable.

1. **That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of shares on the market.**

Complies X

Explanation

2. **That when the parent company and a subsidiary are listed on the stock market, both should publicly and specifically define:**

- a) **The respective areas of activity and possible business relationships between them, as well as those of the listed subsidiary with other group companies.**
- b) **The mechanisms in place to resolve any conflicts of interest that may arise.**

Complies X

Complies partially

Explanation

Not Applicable


3. **That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:**

- a) **Changes that have occurred since the last General Shareholders' Meeting.**
- b) **Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.**

Complies X

Complies partially

Explanation



Extent of compliance  
with corporate  
governance  
recommendations

4. That the company has defined and promoted a policy of communication and contact with shareholders, institutional investors and proxy advisors that complies in all aspects with rules preventing market abuse and gives equal treatment to similarly situated shareholders.

And that the company has made such a policy public through its web page, including information related to the manner in which said policy has been implemented and the identity of contact persons or those responsible for implementing it.

Complies X

Complies partially

Explanation

5. That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

Complies X

Complies partially

Explanation

6. That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:

- a) Report regarding the auditor's independence.
- b) Reports regarding the workings of the audit committee and the appointments and remuneration committee.
- c) Report by the audit committee regarding related-party transactions
- d) Report on the corporate social responsibility policy.

Complies X

Complies partially

Explanation

7. That the company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.

Complies X

Explanation

8. That the audit committee ensures that the Board of Directors presents financial statements in the audit report for the General Shareholders' Meetings which do not have qualifications or reservations and that, in the exceptional circumstances in which qualifications may appear, that the chairman of the audit committee and the auditors clearly explain to the shareholders the content and scope of said qualifications or reservations.

Complies X

Complies partially

Explanation

9. That the company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies X

Complies partially

Explanation

Extent of compliance  
with corporate  
governance  
recommendations

10. That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:

- a) Immediately distributes the additions and new proposals.
- b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.
- c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

Complies                       Complies partially                       Explanation                       Not Applicable

**Explanation:**

The Company's Internal Regulations complies with sections a), b) and d) of the Recommendation.

Regarding section c), article 31.7 of the Shareholders' General Meeting Regulations of SIEMENS GAMESA, which states the system for determining the meaning of the votes establishes a different deduction system for voting proposals from the Board of Directors regarding items included on the agenda than for voting on proposals for resolutions regarding matters not contemplated in the agenda or formulated by the Board of Directors.

11. That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establishes in advance a general policy of long-term effect regarding such payments.

Complies                       Complies partially                       Explanation                       Not Applicable

12. That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximization of the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Complies                       Complies partially                       Explanation

13. That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

Complies                       Explanation

Extent of compliance  
with corporate  
governance  
recommendations

14. That the Board of Directors approves a selection policy for directors that:

- a) Is concrete and verifiable.
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the needs of the Board of Directors.
- c) Favours diversity in knowledge, experience and gender.

That the resulting prior analysis of the needs of the Board of Directors is contained in the supporting report from the appointments committee published upon a call from the General Shareholders' Meeting submitted for ratification, appointment or re-election of each director.

And that the selection policy for directors promotes the objective that by the year 2020 the number of female directors accounts for at least 30% of the total number of members of the Board of Directors.

The appointments committee will annually verify compliance with the selection policy of directors and explain its findings in the Annual Corporate Governance Report.

Complies X

Complies partially

Explanation

15. That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

Complies X

Complies partially

Explanation

16. That the percentage of proprietary directors divided by the number of non- executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

This criterion may be relaxed:

- a) In companies with a high market capitalisation in which interests that are legally considered significant are minimal.
- b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.

Complies X

Explanation

17. That the number of independent directors represents at least half of the total number of directors.

Nonetheless, when the company does not have a high level of market capitalisation or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

Complies X

Explanation

18. That companies publish and update the following information regarding directors on the company website:

- a) Professional profile and biography.
- b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.
- e) The shares and options they own.

Complies X

Complies partially

Explanation

Extent of compliance  
with corporate  
governance  
recommendations

19. That the Annual Corporate Governance Report, after verification by the appointments committee, explains the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honoured.

Complies                       Complies partially                       Explanation                       Not Applicable

20. That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies                       Complies partially                       Explanation                       Not Applicable

21. That the Board of Directors may not propose the dismissal of any independent director before the completion of the director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies                       Explanation

22. That companies establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which may damage the company's standing and reputation. Specifically, directors must be required to report any criminal acts with which they are charged, as well as the consequent legal proceedings.

And that should a director be indicted or tried for any of the offences set out in company law legislation, the Board of Directors must investigate the case as soon as possible and, based on the particular situation, decide whether the director should continue in his or her post. And that the Board of Directors must provide a reasoned written account of all these events in its Annual Corporate Governance Report.

Complies                       Complies partially                       Explanation

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Complies                       Complies partially                       Explanation                       Not Applicable

24. That whenever, due to resignation or any other reason, a director leaves before the completion of his or her term, the director should explain the reasons for this decision in a letter addressed to all the directors of the Board of Directors. Irrespective of whether the resignation has been reported as a relevant fact, it must be included in the Annual Corporate Governance Report.

Complies                       Complies partially                       Explanation                       Not Applicable

Extent of compliance  
with corporate  
governance  
recommendations

25. That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.

And that the Board rules establish the maximum number of company Boards on which directors may sit.

Complies X Complies partially  Explanation

26. That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.

Complies X Complies partially  Explanation

27. That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.

Complies  Complies partially X Explanation

**Explanation:**

According to section C.1.26, the percentage of attendance over the total number of votes during the fiscal year 2019 amounted to 90.95% (201 attendances over a total possible of 221, in the 17 meetings of the Board held during the fiscal year (excluding, therefore, the meeting held without session)). In fiscal year 2020 there were 20 absences of directors, being given proxy with instructions in one of them.

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.

Complies X Complies partially  Explanation  Not Applicable

29. That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies X Complies partially  Explanation

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require

Complies X Explanation  Not Applicable

31. That the agenda for meetings clearly states those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies X Complies partially  Explanation

32. That directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies X Complies partially  Explanation

Extent of compliance  
with corporate  
governance  
recommendations

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

Complies X

Complies partially

Explanation

34. That when there is a coordinating director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: chairman of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of non- executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.

Complies X

Complies partially

Explanation

Not Applicable

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.

Complies X

Explanation

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board of Directors' work.
- b) The workings and composition of its committees.
- c) Diversity of membership and competence of the Board of Directors.
- d) Performance of the chairman of the Board of Directors and the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.

The process and the areas evaluated shall be described in the Annual Corporate Governance Report.

Complies X

Complies partially

Explanation

37. That if there is an executive committee, the proportion of each different director category must be similar to that of the Board itself, and its secretary must be the secretary of the Board.

Complies

Complies partially

Explanation

Not Applicable X

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.


Complies

Complies partially

Explanation

Not Applicable X





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39. That the members of the audit committee, in particular its chairman, are appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, and that the majority of its members be independent directors.

Complies X

Complies partially Explanation 

40. That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies X

Complies partially Explanation 

41. That the person in charge of the group performing the internal audit function should present an annual work plan to the audit committee, reporting directly on any issues that may arise during the implementation of this plan, and present an activity report at the end of each year.

Complies X

Complies partially Explanation Not Applicable 

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

- a) Supervise the preparation and integrity of financial information relative to the company and, if applicable, the group, monitoring compliance with governing rules and the appropriate application of consolidation and accounting criteria.
- b) Ensure the independence and effectiveness of the group charged with the internal audit function; propose the selection, appointment, re- election and dismissal of the head of internal audit; draft a budget for this department; approve its goals and work plans, making sure that its activity is focused primarily on material risks to the company; receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.
- c) Establish and supervise a mechanism that allows employees to report confidentially and, if appropriate, anonymously, any irregularities with important consequences, especially those of a financial or accounting nature, that they observe in the company.

2. With regard to the external auditor:

- a) In the event that the external auditor resigns, examine the circumstances which caused said resignation.
- b) Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c) Insist that the company file a relevant fact with the CNMV when there is a change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the company.
- e) Ensure that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies X

Complies partially Explanation 

43. That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies X

Complies partially Explanation

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44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies X                      Complies partially                       Explanation                       Not Applicable

45. That the risk management and control policy identify, as a minimum:

- a) The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political and reputational) which the company faces, including financial or economic risks, contingent liabilities and other off balance sheet risks.
- b) Fixing of the level of risk the company considers acceptable.
- c) Means identified in order to minimise identified risks in the event they transpire.
- d) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies X                      Complies partially                       Explanation

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.
- b) Actively participate in the creation of the risk strategy and in important decisions regarding risk management.
- c) Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies X                      Complies partially                       Explanation

47. That members of the appointment and remuneration committee -- or of the appointments committee and the remuneration committee if they are separate -- are chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.

Complies X                      Complies partially                       Explanation

48. That high market capitalisation companies have formed separate appointments and remuneration committees.

Complies                       Explanation X                      Not Applicable

**Explanation:**

The Board of Directors of SIEMENS GAMESA is composed of thirteen members, from which five are qualified as independent, following the recommendations of the Good Governance Code of Listed Companies. Most of the members of the Appointments and Remunerations Committee of SIEMENS GAMESA (composed of five members) hold the qualification as independent. Three off the five independent members of the Board of Directors belong to this Committee. In case it was decided to divide into two different committees the current Appointments and Remunerations Committee, the composition of both committees would be almost identical.

49. That the appointments committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director may ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies X                      Complies partially                       Explanation

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50. That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Propose basic conditions of employment for senior management.
- b) Verify compliance with company remuneration policy.
- c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.
- d) Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.
- e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies X

Complies partially

Explanation

51. That the remuneration committee consults with the chairman and the chief executive of the company, especially in matters relating to executive directors and senior management.

Complies X

Complies partially

Explanation

52. That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory committees in accordance with the recommendations above, including:

- a) That they are comprised exclusively of non-executive directors, with a majority of them independent.
- b) That their chairmen be independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and the minutes be made available to all directors.

Complies X


Complies partially

Explanation

Not Applicable

53. That verification of compliance with corporate governance rules, internal codes of conduct and social corporate responsibility policy be assigned to one or split among more than one committee of the Board of Directors, which may be the audit committee, the appointments committee, the corporate social responsibility committee in the event that one exists, or a special committee created by the Board of Directors pursuant to its powers of self- organization, which at least the following responsibilities shall be specifically assigned thereto:

- a) Verification of compliance with internal codes of conduct and the company's corporate governance rules.
- b) Supervision of the communication strategy and relations with shareholders and investors, including small- and medium-sized shareholders.
- c) The periodic evaluation of the suitability of the company's corporate governance system, with the goal that the company promotes company interests and take into account, where appropriate, the legitimate interests of other stakeholders.
- d) Review of the company's corporate social responsibility policy, ensuring that it is orientated towards value creation.
- e) Follow-up of social responsibility strategy and practice, and evaluation of degree of compliance.
- f) Supervision and evaluation of the way relations with various stakeholders are handled.



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- g) Evaluation of everything related to non-financial risks to the company, including operational, technological, legal, social, environmental, political and reputational.
- h) Coordination of the process of reporting on diversity and reporting non-financial information in accordance with applicable rules and international benchmarks.

Complies X

Complies partially Explanation 

54. That the corporate social responsibility policy include principles or commitments which the company voluntarily assumes regarding specific stakeholders and identifies, as a minimum:

- a) The objectives of the corporate social responsibility policy and the development of tools to support it.
- b) Corporate strategy related to sustainability, the natural environment and social issues.
- c) Concrete practices in matters related to: shareholders, employees, clients, suppliers, social issues, the natural environment, diversity, fiscal responsibility, respect for human rights, and the prevention of unlawful conduct.
- d) Means or systems for monitoring the results of the application of specific practices described in the immediately preceding paragraph, associated risks, and their management.
- e) Means of supervising non-financial risk, ethics, and business conduct.
- f) Communication channels, participation and dialogue with stakeholders.
- g) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies X

Complies partially Explanation 

55. That the company reports, in a separate document or within the management report, on matters related to corporate social responsibility, following internationally recognised methodologies.

Complies X

Complies partially Explanation 

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive directors.

Complies X

Explanation 

57. That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The forgoing shall not apply to shares that the director may be obliged sell in order to meet the costs related to their acquisition.


Complies X

Complies partially Explanation 

58. That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.
- b) Promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.



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- c) Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.

Complies X                      Complies partially                       Explanation                       Not Applicable

59. That a material portion of variable remuneration components be deferred for a minimum period of time sufficient to verify that previously established performance criteria have been met.

Complies X                      Complies partially                       Explanation                       Not Applicable

60. That remuneration related to company results takes into account any reservations which may appear in the external auditor's report which would diminish said results.

Complies                       Complies partially                       Explanation                       Not Applicable X

**Comments:**

As informed in section C.1.33 the auditors' report on the financial statements for fiscal year 2018 did not contain a qualified opinion or reservations and therefore the present recommendation 60 is not applicable.

61. That a material portion of variable remuneration for executive directors depends upon the delivery of shares or instruments indexed to share value.

Complies X                      Complies partially                       Explanation                       Not Applicable

62. That once shares or options or rights to shares arising from remuneration schemes have been delivered, directors are prohibited from transferring ownership of a number of shares equivalent to two times their annual fixed remuneration, and the director may not exercise options or rights until a term of at least three years has elapsed since they received said shares.

The forgoing shall not apply to shares which the director may need to sell in order to meet the costs related to their acquisition.

Complies X                      Complies partially                       Explanation                       Not Applicable

63. That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.

Complies X                      Complies partially                       Explanation                       Not Applicable

64. That payments made for contract termination shall not exceed an amount equivalent to two years of total annual remuneration and that it shall not be paid until the company has verified that the director has fulfilled all previously established criteria for payment.

Complies X                      Complies partially                       Explanation                       Not Applicable

# H. FURTHER INFORMATION OF INTEREST

1. If there is any aspect regarding corporate governance in the company or other companies in the group that have not been included in other sections of this report, but which are necessary in order to obtain a more complete and comprehensible picture of the structure and governance practices in the company or group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.

Specifically, state whether the company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.

3. The company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the company began following it. It should be specifically mentioned that the company adheres to the Code of Good Tax Practices of 20 July, 2010

SIEMENS GAMESA has adhered voluntarily to various codes of ethics or codes of practice, these being the following:

- a) "United Nations Global Compact", which is promoted by the United Nations and its goal is the commitment and support to promote the ten principles of human and labor rights, environmental protection and the fight against corruption. SIEMENS GAMESA voluntarily acceded, as of February 2, 2005, and annually publishes a Progress Report (COP) of review of compliance with these principles.
- b) "Global Reporting Initiative (GRI)" which is promoted by the NGO Global Reporting Initiative. Its goal is to create an environment for the exchange of transparent and reliable information on sustainability through the development of an application framework common to all kinds of organizations. SIEMENS GAMESA acceded voluntarily as of December 14, 2005.
- c) "Caring for Climate: The business leadership platform", promoted as an initiative of the UN Global Compact. Its goal is the involvement of businesses and governments in taking action on climate change, energy efficiency, reduction of emissions of greenhouse gases (GHGs) and positive collaboration with other public and private institutions. SIEMENS GAMESA acceded voluntarily as of June 18, 2007.
- d) "Women empowerment principles", promoted by UN Women / UN Global Compact of the United Nations and aiming to build stronger economies, establish a more stable and just society, achieve compliance development, sustainability and human rights and improve the quality of life of women, men, families and communities. SIEMENS GAMESA acceded voluntarily as of December 22, 2010.
- e) "Code of Conduct for the Development of Wind Farms in the State of New York," sponsored by the Office of the Attorney General of the State of New York (United States) and aiming to promote economic development and renewable energy, and promote public integrity in developing wind farms. SIEMENS GAMESA acceded voluntarily as of March 1, 2012.

f) "Diversity Charter in Spain", promoted by the Fundación Diversidad, is an initiative supported by the European Commission and the Equality Ministry of Spain, so that the companies that voluntarily sign the Diversity Charter respect the current legislation in opportunity equality and against discrimination, and assume the basic guideline principles established in the declaration. SIEMENS GAMESA acceded voluntarily to the "Diversity Charter in Spain" as of November 3, 2014.

g) "American Business Act on Climate Pledge", promoted by the government of the United States of America with a view to backing the fight against climate change and calling on its parties to adopt a firm commitment at the Paris Summit (COP 21) on 30 November 2015.

h) "Paris Pledge for Action", an inclusive initiative from the French presidency of the COP21 managed by the University of Cambridge Institute for Sustainability Leadership (CISL) that invites companies, regions, cities and investors to join together and take action to further the results of the ONU's Paris Agreement on Climate Change. Over 400 companies, 150 cities and regions, and 120 investors have currently joined this initiative. SIEMENS GAMESA voluntarily adhered to this initiative on 4 December 2015.

i) Science Based Targets (SBTi), a joint international initiative of the Carbon Disclosure Project, the United Nations Global Compact, the World Resources Institute, the World Wide Fund for Nature and the We Mean Business coalition, with the aim of reducing carbon emissions in a measurable manner and to a sufficient level to meet the objective of not exceeding 2 degrees Celsius of global warming established in the Paris Climate Agreement. SIEMENS GAMESA voluntarily joined this initiative on 12 September 2018.

In relation to the Good Tax Practices Code of 20 July 2010, it is stated that the Board of Directors of SIEMENS GAMESA approved its adherence thereto at its meeting of 22 February 2017, and on 21 March 2017 the Company was officially included in the list of companies adhering to the Code of Good Tax Practices. Furthermore, in compliance with the provisions of the Annex to said Code and of the Proposal for reinforcing good fiscal transparency practices among companies adhering to the Code of Good Tax Practices, on 22 July 2019 SIEMENS GAMESA voluntarily chose to submit to the Spanish Tax Authority (Agencia Estatal de Administración Tributaria), as part of its relationship of cooperation, the "Annual Tax Transparency Report" for the fiscal year running between 1 October 2017 and 30 September 2018.

This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on November 27, 2019.

State whether any directors voted against or abstained from voting on this report.

Yes

No

Name of director who has not voted for the approval of this report	Reasons (against, abstention, non-attendance)	Explain the reasons

CARLOS RODRIGUEZ-QUIROGA MENÉNDEZ, WITH NATIONAL IDENTITY CARD NUMBER 276302-A, SECRETARY OF THE BOARD OF DIRECTORS OF "SIEMENS GAMESA RENEWABLE ENERGY.S.A." WITH REGISTERED OFFICE IN ZAMUDIO (VIZCAYA), AT PARQUE TECNOLÓGICO DE BIZKAIA, BUILDING 222 WITH EMPLOYER IDENTIFICATION NUMBER A-01011253.

HEREBY CERTIFY:

That the text of the management report for 2019 of SIEMENS GAMESA RENEWABLE ENERGY, S.A. authorized for issue by the Board of Directors at its meeting held on November 27, 2019 is the content of the preceding 259 sheets of unstamped paper, on the obverse only, and for authentication purposes, bear the signature of the Chairman and the Secretary of the Board of Directors on its first sheet and the stamp of the Company in the total remaining sheets.

The directors listed below hereby so ratify by signing below, in conformity with Article 253 of the Spanish Limited Liability Companies Law.

\_\_\_\_\_  
Miguel Ángel López Borrego  
Chairman

\_\_\_\_\_  
Markus Tacke  
CEO

\_\_\_\_\_  
Lisa Davis  
Member of the Board of Directors

\_\_\_\_\_  
Carlos Rodríguez-Quiroga Menéndez  
Secretary of the Board of Directors

\_\_\_\_\_  
Michael Sen  
Member of the Board of Directors

\_\_\_\_\_  
Klaus Rosenfeld  
Member of the Board of Directors

\_\_\_\_\_  
Ralf Thomas  
Member of the Board of Directors

\_\_\_\_\_  
Pedro Azagra Blázquez  
Member of the Board of Directors

\_\_\_\_\_  
Mariel von Schumann  
Member of the Board of Directors

\_\_\_\_\_  
Gloria Hernández García  
Member of the Board of Directors

\_\_\_\_\_  
Rudolf Krämmer  
Member of the Board of Directors

\_\_\_\_\_  
Alberto Alonso Ureba  
Member of the Board of Directors

\_\_\_\_\_  
Andoni Cendoya Aranzamendi  
Member of the Board of Directors



Statement by the Secretary of the Board of Directors to let the record reflect that: (i) Mr. Michael Sen does not sign this document as he hasn't physically attended the meeting of the Board of Directors due to force majeure, that (ii) he has delegated his representation and vote for the items included in the agenda to the director Mr. Miguel Angel López Borrego, and that (iii) Mr. Miguel Angel López Borrego, who holds an express authorization conferred for these purposes by Mr. Michael Sen, has signed this document on his behalf. It is also stated that (i) Ms. Lisa Davis, Mr. Ralf Thomas and Mr. Alberto Alonso Ureba attend the meeting by telematic means and therefore they do not sign this document and that (ii) Mr. Miguel Angel López Borrego has signed this document on behalf of Ms. Lisa Davis and Mr. Ralf Thomas in virtue of an express authorization conferred for these purposes by them; and that (iii) Ms. Gloria Hernández García has signed this document on behalf of Mr. Alberto Alonso Ureba in virtue of an express authorization conferred for these purposes by him.

Zamudio, November 27, 2019. In witness whereof

Approval of the Chairman

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Miguel Ángel López Borrego  
Chairman

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Carlos Rodríguez-Quiroga Menéndez  
Secretary of the Board of Directors

**Auditor's report on the "Information related to the Internal Control Over the Financial Reporting (ICFR)" of Siemens Gamesa Renewable Energy, S.A. for the year-ended 2019**

(Translated from the original in Spanish)

(Translation of a report originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails)

## **AUDITOR'S REPORT ON INFORMATION RELATING TO THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)**

To the Directors of Siemens Gamesa Renewable Energy, S.A.,

At the request of the Board of Siemens Gamesa Renewable Energy, S.A. (parent company) and subsidiaries (the Group), and in accordance with our proposal dated October 23, 2019, we applied certain procedures to the "Information related to the Internal Control Over the Financial Reporting (ICFR)" included in the Annual Corporate Governance Report (Section F, pages 65 a 77) of Siemens Gamesa Renewable Energy, S.A. for the fiscal year 2019, which summarizes the Group's internal control procedures in relation to annual consolidated financial information.

The Board of Directors is responsible for taking appropriate measures to reasonably ensure the implementation, maintenance, supervision, and improvement of a correct internal control system, as well as preparing and establishing the content of all the related accompanying ICFR data.

It is worth noting that, apart from the quality of design and operability of the Group's internal control system as a far as annual consolidated financial information is concerned, it only provides a reasonable, rather than absolute, degree of security regarding its objectives due to the inherent limitations to the internal control system as a whole.

Throughout the course of our audit work on the consolidated financial statements, and in conformity with Technical Auditing Standards, the sole purpose of our evaluation of the Group's internal control system was to establish the scope, nature, and timing of the audit procedures performed on its consolidated financial statements. Therefore, our internal control assessment performed for the audit of the aforementioned consolidated financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated consolidated annual financial information.

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For the purpose of issuing this report, we exclusively applied the specific procedures described below and indicated in the Guidelines on the Auditors' report relating to information on the Internal Control over Financial Reporting on Listed Companies, published by the Spanish National Securities Market Commission on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Given that the scope of the abovementioned procedures performed was limited and substantially less than that of an audit carried out in accordance with generally accepted accounting principles, we have not expressed an opinion regarding its efficacy, design, or operational effectiveness regarding the Group's consolidated financial data described in the accompanying ICFR information for the year 2019. Consequently, had we applied additional procedures to those established by the Guidelines mentioned above or had we carried out an audit or a review of the internal control over the regulated annual financial reporting information, other matters have been disclosed which would have been reported to you

Likewise, since this special engagement does not constitute an audit of the financial statements or a review in accordance with the Spanish Audit Law, we do not express an audit opinion in the terms provided for therein.

The following procedures were applied:

1. Read and understand the information prepared by the Group in relation to the ICFR - which is provided in the Annual Corporate Governance Report disclosure information included in the Managements' Report- and assess whether such information addresses all the required information which will follow the minimum content detailed in section F, relating to the description of the ICFR, as per the IAGC model established by CNMV Circular nº 3/2013 dated June 12, 2013, modified by CNMV Circular nº 7/2015, dated December 22, 2015 and the CNMV Circular nº 2/2018, dated June 12, 2018 (hereinafter, the CNMV Circulars).
2. Make inquiries of personnel in charge of preparing the information described in point 1 above in order to: (i) obtain an understanding of its preparation process; (ii) obtain information making it possible to evaluate whether the terminology employed is in line with reference framework definitions (iii) gather information regarding whether the described control procedures are implemented and functioning within the Group.
3. Review the explanatory documentation supporting the information described in section 1 above, which should basically include everything directly provided to those in charge of preparing the descriptive ICFR information. This documentation includes reports prepared by the Internal Audit Department, senior management, and other internal and external experts in their role supporting the Audit, Compliance and Related Party Transactions Committee.
4. Compare the information contained in section 1 above with the Group's ICFR knowledge obtained as a result of performing the procedures within the framework of auditing the financial statements.
5. Read the minutes of the Board Meetings, Audit, Compliance and Related Party Transactions Committee meetings, and other Group committees in order to evaluate the consistency between issues related to the ICFR and information discussed in section 1.

6. Obtain the representation letter related to the work performed, duly signed by those responsible for preparing and authorizing the information discussed in section 1.

As a result of the procedures applied on the ICFR-related information, no inconsistencies or incidents have come to our attention which might affect it.

This report was prepared exclusively within the framework of the requirements of article 540 of the consolidated text of the Spanish Companies Act and the CNMV Circulars, related to the description of the ICFR in the Corporate Governance Report.

ERNST & YOUNG, S. L.

*(Signed on the original in Spanish)*

November 28, 2019