

Announcement of the call to the 2023 Extraordinary General Meeting of Shareholders

Announcement of the call to
the 2023 Extraordinary
General Meeting of
Shareholders of
“**Siemens Gamesa**
Renewable Energy, S.A.”

**SIEMENS GAMESA RENEWABLE ENERGY, SOCIEDAD ANÓNIMA
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2023**

At its meeting held on 20 December 2022, the Board of Directors of Siemens Gamesa Renewable Energy, Sociedad Anónima (the “**Company**”) resolved to call an Extraordinary General Meeting of Shareholders of the Company, to be held, on first call, on **25 January 2023, Wednesday, at 12:00 hours**, at the Mitxelena Auditorium of **Bizkaia Aretoa**, in Bilbao, Avenida Abandoibarra 3, or, in the event that the legally required quorum is not reached, on second call, on 26 January 2023, Thursday, at 12:00 hours, at the same place, in order to deliberate and resolve on the matters included in the following:

Agenda

ITEMS REGARDING THE COMPOSITION OF THE BOARD OF DIRECTORS

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

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

ITEMS REGARDING THE DELISTING OF THE SHARES OF THE COMPANY

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

ITEMS REGARDING THE AMENDMENT OF THE CORPORATE GOVERNANCE RULES

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

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

4.2. Amendment of Articles 5 and 12.2 of the By-laws to adapt them to a non-listed company within a corporate group whose parent company is Siemens Energy AG. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

4.3. Amendment of Article 17.1 of the By-laws relative to the venue of the General Meeting of Shareholders. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

- 4.4.** Amendment of Article 45 of the By-laws relative to the remuneration system of directors. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 4.5.** Amendment of Articles 10 and 18 and repeal of Articles 3, 9, 14, 16, 25, 27, 28, 34, 36, 38, 40, 41, 43, 46, 47, 51 and 53 of the By-laws to simplify its content in accordance with the situation of an unlisted company. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.
- 4.6.** Approval of the revised text of the By-laws. This resolution is subject to the effective delisting of the shares of Siemens Gamesa Renewable Energy, Sociedad Anónima.

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

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

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

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

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

ITEMS REGARDING GENERAL ISSUES

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

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

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

I. Rules for Conducting the Extraordinary General Meeting of Shareholders

Within the framework of the commitments assumed by Siemens Gamesa Renewable Energy, Sociedad Anónima in its Corporate Governance Policy, and in order to encourage the informed participation of the shareholders at the Extraordinary General Meeting of Shareholders, the Board of Directors of the Company has approved the Rules for Conducting the General Meeting of Shareholders that systematise and further develop the regulations governing the General Meeting of Shareholders. Likewise, the Board of Directors has agreed to approve a shareholder's guide for this Extraordinary General Meeting of Shareholders, which is designed in a question-and-answer format to make the performance regulations easier to understand and to complement them as it has deemed appropriate. The aforementioned Rules for Conducting the General Meeting of Shareholders and the shareholder's guide will be jointly referred to as "**Supplementary Documents**".

The Supplementary Documents are available to all shareholders on the Company's corporate website (www.siemensgamesa.com) and at the shareholder's office (Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)).

II. Right to attend, to proxy representation and to absentee voting

The holders of at least one share having the right to vote may attend the Extraordinary General Meeting of Shareholders and take part in its deliberations thereat, with the right to be heard and to vote, provided that their shares are registered in their name in the relevant book-entry register on or before 23:59 on 20 January 2023.

All shareholders entitled to attend may be represented at the Extraordinary General Meeting of Shareholders by another person, whether or not such person is a shareholder, granting the proxy in writing or by means of postal or electronic correspondence that sufficiently proves the identity of the person represented.

Shareholders having the right to attend may also cast an absentee vote on the agreement's proposals relating to items included in the agenda, either by post (by sending the attendance, proxy and absentee voting card to the shareholder's office of Siemens Gamesa Renewable Energy, Sociedad Anónima, located at Edificio 222, Parque Tecnológico de Bizkaia, Ibaizabal Bidea, 48170 Zamudio (Biscay)) or electronically (issued using a valid digital certificate (electronic DNI or electronic certificate issued by the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda*) (FNMT-RCM) in respect of which no revocation has been recorded), or with their user name and password) using the application available on the corporate website (www.siemensgamesa.com).

The rights to attend, to proxy representation and to absentee voting shall be exercised pursuant to the provisions of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), the By-laws and the Regulations for the General Meeting of Shareholders, and in accordance with the instructions contained in the Supplementary Documents.

The sample form of attendance, proxy and absentee voting card is available to all shareholders on the Company's corporate website (www.siemensgamesa.com) and at the shareholder's office (Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)).

For the purpose of verifying the identity of the shareholders or their valid proxy, at the entrance to the premises where the General Meeting is held, attendees may be requested to verify their identity by presenting a National Identity Document or any other official document generally accepted for these purposes.

III. Remote attendance to the Extraordinary General Meeting of Shareholders

In order to give the widest possible publicity to the proposed resolutions concerning the delisting of the shares of the Company, the Board of Directors has agreed to enable the possibility of attending the General Meeting, in addition to physical presence, through the use of on-line means allowing for a real-time connection with the venue where the Meeting will be held, in the terms mentioned below and the ones developed in the Supplementary Documents, which is available on the corporate website (www.siemensgamesa.com).

The shareholders who wish to participate in remote in the General Meeting of Shareholders may, consequently, do so by (i) on-line; (ii) granting their proxy by remote means of communication; or (iii) voting in advance through remote means of communication, upon the terms set forth in this call to meeting and further described in the Rules for Conducting the General Meeting of Shareholders available on the corporate website (www.siemensgamesa.com).

The mechanisms to attend the Meeting remotely will be made available on the Company's corporate website (www.siemensgamesa.com) at 09:00 a.m. on 23 January, 2023. Shareholders wishing to attend remotely, whether on first or second call, must register themselves in advance no later than 15:00 hours on 24 January 2023 if the General Meeting is held on first call as initially scheduled, or 15:00 hours on 25 January 2023, if it is held on second call. Shareholders wishing to attend by proxy representative must contact the Company in the manner set forth in the Supplementary Documents for the accreditation of the representation. Shareholders (or their proxy representatives) already registered will need to connect between 10:30 hours and 11:30 hours on the day the General Meeting is held, on first or second call, and follow the instructions provided by the electronic platform.

For those persons attending the Meeting remotely, the remote attendance mechanisms will shut down at the end of the General Meeting or, as the case may be, upon verification of the lack of a sufficient quorum.

The moment and manner in which to exercise the rights through remote assistance are described in the Supplementary Documents, available on the corporate website of the Company (www.siemensgamesa.com) and at the shareholder's office (Parque Tecnológico de Bizkaia, Edificio 222, Ibaizabal Bidea, 48170 Zamudio (Biscay)), as well as in the instructions available on the platform to be activated for that purpose, which will also be considered part of the Supplementary Documents.

Shareholders who attend remotely and have the intention of intervening in the General Meeting and, if applicable, request information or clarifications, must do so in writing in any of the forms established in the electronic platform (by using the form established therein or by attaching a document with the corresponding information) at the time of their registration. In the event that the shareholder wishes his or her intervention to appear verbatim in the minutes of the meeting, he or she must expressly state so on the aforementioned intervention form.

Requests for information or clarifications from shareholders attending remotely shall be answered in writing within seven days following the meeting, notwithstanding the fact that, if the Chairman deems it appropriate, they may be answered verbally during the Extraordinary General Meeting of Shareholders in the manner provided for in the Rules for Conducting the General Meeting of Shareholders.

Duly registered shareholders who attend by remote means may cast their vote from the moment the Extraordinary General Meeting of Shareholders begins, through the electronic platform and in accordance with the corresponding voting form. The period for the shareholders attending remotely to vote through the electronic platform will remain open until the moment when the Secretary finishes reading the proposed resolutions to be voted, or gives them as read, or until such later time as the Chairman of the General Meeting of Shareholders may indicate.

For all appropriate purposes, remote attendance by the shareholders shall be equivalent to attendance in person at the Extraordinary General Meeting of Shareholders.

IV. Encouragement to use the different ways to participate remotely

The most important challenge our generation is facing is climate change. Preserving the environment is one of our fundamental principles. Siemens Gamesa has established several policies that outline our mandatory and voluntary commitments to protect and positively impact the environment.

In light of the above, the Board of Directors recommends the shareholders to use the alternative channels and means to physical attendance which the Company makes available to them to participate in this General Meeting of Shareholders, trying to avoid, as far as possible, travel and physical attendance to the premises where the meeting will be held.

Likewise, for the purposes of the provisions of Article 180 of the Corporate Enterprises Act and Article 12.2 of the Regulations of the General Meeting of Shareholders, it is hereby stated for the record that the members of the Board of Directors may attend the General Meeting of Shareholders by audio or videoconference.

Shareholders are also reminded that Spanish law, the By-laws of the Company and the Regulations of the General Meeting of Shareholders regulate and guarantee the exercise of the rights to information, remote attendance and voting at the General Meeting without the need to be physically present at the meeting. For this purpose, shareholders may use the electronic platform for remote attendance to the Meeting, through which a real-time connection to the premises where the General Meeting will be held is enabled.

Both Section III above ("Remote Attendance to the Extraordinary General Meeting of Shareholders") and the Supplementary Documents contain all the necessary information to be able to attend the meeting in this way.

V. Submission of proposed resolutions

Pursuant to the provisions of Article 519 of the Corporate Enterprises Act, shareholders representing at least three percent of the capital stock may submit reasoned proposed resolutions on matters already included or to be included in the agenda, which shall be published on the Company's website to ensure their dissemination among the rest of the shareholders (www.siemensgamesa.com).

The exercise of this right must be carried out by means of a duly authenticated (*notificación fehaciente*) – addressed to the attention of the Secretary of the Board of Directors– to be received at the registered office within five days following the date of publication of this notice, indicating the identity of the shareholders exercising the right and the number of shares held by them.

In any case, the exercise of this right shall be carried out in accordance with the provisions of the Corporate Enterprises Act, the By-laws of the Company, the Regulations of the General Meeting of Shareholders and in accordance with the indications contained in the Supplementary Documents.

The foregoing is without prejudice to the right of any shareholder to make alternative proposal or proposals on items that do not need to be included in the agenda (with the special provisions foreseen in the case of remote attendance) during the course of the General Meeting of Shareholders, under the terms set forth in the Corporate Enterprises Act.

VI. Right of information

It is made available to the shareholders, without interruption, on the corporate website (www.siemensgamesa.com) and in accordance with the Company's commitment to respect and protect the environment, the documentation and information listed below:

(1) the notice of call of the Extraordinary General Meeting of Shareholders; (2) the communication of other relevant information sent to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) in connection with the notice of call of the Extraordinary General Meeting of Shareholders; (3) the full text of the proposed resolutions relating to the items included on the agenda; (4) the framework report of the Board of Directors on the ratification and re-election of directors within the first and second items of the agenda; (5) the favourable report of the Appointments and Remunerations Committee on the ratification of the appointment by co-option and the re-election of Mr. Christian Bruch as proprietary director; (6) the favourable report of the Appointments and Remunerations Committee on the ratification of the appointment by co-option and the re-election of Mr. Anton Steiger as proprietary director; (7) the report of the Board of Directors on the proposed amendment of the By-laws of the Company; (8) the report of the Board of Directors on the proposed amendment of the Regulations of the General Meeting of Shareholders; (9) the report on the amendment to the Regulations of the Board of Directors approved by the Board of Directors on 4 May 2022, which includes its new restated text; (10) the Rules for Conducting the General Meeting of Shareholders and the shareholder's guide; (11) the current restated texts of the By-laws, the Regulations for the General Meeting of Shareholders, the Regulations of the Board of Directors and other internal rules; and (12) the sample form of attendance, proxy and absentee voting card.

In addition, shareholders will have at their disposal on the corporate website (www.siemensgamesa.com) information regarding the total number of shares and voting rights as of the date of publication of the notice of call.

As from the date of publication of the notice of call, the shareholders are entitled to examine at the registered office and to request the immediate delivery or dispatch free of charge (which may be sent by e-mail with acknowledgement of receipt if the shareholder accepts this means) of copies of the proposed resolutions and the reports of the Board of Directors, documentation which includes the proposals and reports justifying the amendment of the By-laws and the Regulations of the General Meeting of Shareholders, as well as all other documentation that, on the occasion of this General Meeting of Shareholders, must be made available to the shareholders.

Pursuant to the provisions of Articles 197 and 520 of the Corporate Enterprises Act, the shareholders may request the information or clarifications they deem necessary, or ask the questions they deem pertinent, to the Board of Directors, in writing up to the fifth day prior to the date scheduled for the General Meeting of Shareholders or verbally during the meeting (with the clarifications for remote attendance derived from that exercise), regarding (i) the items included in the agenda and (ii) the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last General Meeting of Shareholders. For these purposes, the shareholders or their representatives must prove their status as such in accordance with the provisions of the Regulations of the General Meeting of Shareholders of the Company, the Corporate Governance Rules and the Supplementary Documents. In particular, the request must include the name and surname or corporate name of the shareholder (and, if applicable, of the proxy representative) and the number of shares held.

Pursuant to the second paragraph of Article 539.2 of the Corporate Enterprises Act, the Company has set up an Electronic Shareholders' Forum (the "**Forum**") on the Company's website (www.siemensgamesa.com), on the occasion of the publication of this notice and until the General Meeting of Shareholders is held. The performance rules and the form to be completed in order to participate in it are available at the Company's website. The Forum does not constitute a channel of communication with the Company to notify the exercise of any right of the shareholder with respect to the Company.

For additional information on the General Shareholders' Meeting, shareholders may contact the Shareholders' Office at the following address (Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Biscay, España) / Telephone: (900 800 901) (timetable: from Monday to Friday from 09:00 to 18:00 hours) / Mail address: info_accionista@siemensgamesa.com).

VII. Intervention of a Public Notary at the General Meeting of Shareholders

The Board of Directors has agreed to require the attendance, in person or by remote means, of a Notary Public to draw up the minutes of the General Meeting of Shareholders.

VIII. Protection of personal data

(A) Data controller and personal data categories

The personal data contained in this document or in any other document of the General Meeting, those that the shareholders and, if applicable, their representatives, provide to Siemens Gamesa Renewable Energy, Sociedad Anónima upon the exercise or delegation of their rights to receive information, to attend, to proxy representation and to vote at the General Meeting of Shareholders, or that are provided for such purpose by the credit institutions and investment services companies in which said shareholders have their shares deposited or held in custody and by the entities in charge of the book-entry registers pursuant to securities market regulations, as well as the data obtained through the recording of the General Meeting of Shareholders (e.g. image and voice) (the "**Personal Data**"), will be processed under the responsibility of Siemens Gamesa Renewable Energy, Sociedad Anónima.

(B) Purposes and bases of legitimacy of the processing

The Personal Data will be processed for the following purposes and under the following bases of legitimacy: (a) to manage the development, compliance and control of the existing shareholder relationship and of the notice of call, under the basis of complying with the execution of the contractual relationship; (b) the recording and public dissemination, for example, on the corporate webpage (www.siemensgamesa.com) of the General Meeting of Shareholders, whose legitimacy resides in the general interest of Siemens Gamesa Renewable Energy, Sociedad Anónima of complying with the principle of transparency; and (c) ensure compliance with the applicable regulations.

In compliance with the General Data Protection Regulation (*Reglamento General de Protección de Datos*) (RGPD), Organic Act 3/2018, of 5 December, on data protection and guarantee of digital rights (*Ley Orgánica 3/2018, de 5 de diciembre, de protección de datos y garantía de los derechos digitales*) and Organic Act 1/1982, of 5 May, on the protection of the right to honor, personal and family privacy and self-image (*Ley Orgánica 1/1982, de 5 de mayo, de protección del derecho al honor, a la intimidad personal y familiar y a la propia imagen*), by attending the general meeting the attendee authorises the taking of photographs, audiovisual recording of image and/or voice, as well as its reproduction and/or publication and dissemination. The attendees may exercise their right to object to the processing of personal data derived from the recording of their image at any time by the means specified in this clause. In this sense, in the room where the General Meeting is held, a space shall be provided that is not subject to recordings.

(C) Communication and preservation of Personal Data

In the event that, in the attendance, proxy and voting card, the shareholder includes personal data referring to other individuals other than the shareholder, and in the event that a third party attends the General Meeting, the holder must inform them of the points contained in this clause and comply with any other requirements that may be applicable for the correct transfer of such personal data to Siemens Gamesa Renewable Energy, Sociedad Anónima without the latter having to take any additional action with respect to the parties concerned. The legal bases for processing the data of these third parties are the same as those described above for shareholders.

The data will be accessible to the notary who will attend and record the minutes of the General Meeting and may be provided to third parties in the exercise of the right to information provided for by law or accessible to the public insofar as they are contained in the documentation available on the corporate website (www.siemensgamesa.com) or expressed at the General Meeting of Shareholders, the proceedings of which may be publicly disclosed on said website and in accredited media.

In general, Personal Data will be processed for the duration of the shareholding relationship and, thereafter, for a period of 6 years for the sole purpose of any legal or contractual actions, unless, exceptionally, a longer period of limitation of any legal or contractual actions applies.

(D) Exercise of rights and reclamations

The owners of the Personal Data may contact and send their requests to exercise their rights of access, rectification, erasure, opposition, limitation of processing, portability, to withdraw the consent previously granted, as well as any other rights recognized by the data protection regulations, by means of a written communication addressed to Siemens Gamesa Renewable Energy, Sociedad Anónima, Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Biscay, España) or by contacting the Data Protection Officer at the following e-mail address: dataprotection@siemensgamesa.com. Likewise, the owners of the Personal Data may file claims before the Spanish Data Protection Agency (www.aepd.es). To exercise your rights, please attach a copy of your ID card or equivalent document proving your identity to your request.

Although this notice provides for two calls to meeting, the Board of Directors informs the shareholders that the General Meeting of Shareholders will, in all likelihood, be held on first call on **25 January 2023**, Wednesday, at **12:00 hours**, at the Mitxelena Auditorium of **Bizkaia Aretoa** (Avenida Abandoibarra 3, Bilbao).

Zamudio (Biscay), on 22 December, 2022

Juan Antonio García Fuente
Secretary of the Board of Directors