



Draft resolution of item one on the agenda

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on the agenda of the
**"Gamesa Corporación
Tecnológica, S.A."**
Extraordinary General
Shareholders' Meeting



PROPOSAL ONE AGREEMENT ONE

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

To this end:

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



- 1.5. **Approval of the request for admission to trading of the new shares issued to cover the exchange on the stock markets of Madrid, Barcelona, Valencia and Bilbao through the Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market).**
- 1.6. **Option in relation to the tax neutrality regime.**
- 1.7. **Delegation of powers with regard to the Merger resolutions, with express powers of substitution."**

In accordance with the provisions of article 39.3 of the *Law 3/2009 of 3 April on structural changes of corporations* (hereinafter the "**Spanish Structural Changes Act**"), prior to submitting the following agreements relating to the Merger, any major changes to assets and liabilities for the companies participating in the Merger between the date of the Common Terms of Merger and the holding of this General Meeting shall be duly reported, if applicable.

To approve, pursuant to the provisions of the Spanish *Structural Changes Act*, the Merger by absorption of Siemens Wind Power Parent - the absorbed company - by Gamesa - the absorbing company - with the dissolution without liquidation of the former and the block transfer of all assets to the latter by universal succession of title, with the express provision that this transaction takes place via the delivery of newly issued Gamesa shares; all of this strictly pursuant to the terms of the Common Terms of Merger.

To this end:

- 1.1. **Approval of the individual balance sheet of the Company for the year ended 31 December 2015 and approved by the General Shareholder's Meeting held on second call on 22 June 2016, as the Merger balance sheet.**

To approve the individual balance ending on 31 December 2015 as the Gamesa Merger balance sheet, as drafted by the Board of Directors in its meeting on 24 February 2016 and duly verified on 25 February 2016 by Ernst & Young S.L., Gamesa's auditor, and then approved during the Ordinary Meeting of General Shareholders held on 22 June 2016.

The Gamesa Merger balance and the corresponding audit report are attached as an **Annex** to the minutes of the General Meeting.

- 1.2. **Approval of the Common Terms of Merger by absorption of Siemens Wind Power Parent by the Company signed by the Board of Directors of the Company and the sole director of Siemens Wind Power Parent on 27 June 2016.**

To approve in its entirety the Common Terms of Merger by absorption of Siemens Wind Power Parent by the Company, which was drafted and signed by the directors of both companies and approved by the Gamesa Board of Directors and the sole director of Siemens Wind Power Parent on 27 June 2016.



The Common Terms of Merger were uploaded on 27 June 2016 on the Gamesa corporate website, downloadable and printable. They were also deposited with the Commercial Registry of Barcelona (where Siemens Wind Power Parent was registered at the time) on 5 July 2016, being announced such circumstances in the Official Gazette of the Commercial Registry on 7 July 2016 (with respect to the insertion of the Common Terms of Merger on the Gamesa's corporate website) and on 13 July 2016 (with respect to the deposit of the Common Terms of Merger on the Commercial Registry of Barcelona).

The text of the Common Terms of Merger which is hereby approved is attached as an **Annex** to the minutes of the General Meeting.

1.3. Approval of the resolutions of the Merger (*acuerdo de fusión*) by absorption of Siemens Wind Power Parent by Gamesa, with the dissolution without liquidation of the former and the transfer *en bloc* of its assets and liabilities to the latter, which shall acquire them by universal succession, being expressly established that the exchange will be covered with the delivery of the newly-issued Gamesa shares under the terms and conditions of the Common Terms of Merger, all of them be subject to the terms and conditions established on the Common Terms of Merger.

To approve the Merger by absorption of Siemens Wind Power Parent by Gamesa, with the dissolution without liquidation of the former and the block transfer of its assets to the latter, who will acquire them by universal succession.

As set out within the Common Terms of Merger, Gamesa shall cover the exchange by delivering newly-issued shares.

A. Information on the terms and conditions of the Merger agreement

The following is all of the information which, pursuant to article 228 of Commercial Registry Regulations, should be included in these resolutions of Merger by absorption (*acuerdo de Fusión por absorción*) and which strictly conforms to the provisions of the Common Terms of Merger:

(1^a) Identities of the companies participating in the Merger

- **Absorbing company:** Gamesa Corporación Tecnológica, Sociedad Anónima, as absorbing company, is a Spanish listed public limited liability company (*sociedad anónima cotizada*) with registered office at Zamudio (Spain), Parque Tecnológico de Bizkaia, Edificio 222, holding tax identification number A-01011253, and registered with the Commercial Registry of Bizkaia, at Volume 5147, Sheet 7, Page BI-56858.
- **Absorbed company:** Siemens Wind HoldCo, Sociedad de Responsabilidad Limitada (Sociedad Unipersonal), as absorbed company, is a Spanish private limited liability company (*sociedad de responsabilidad limitada*) with registered office in Zamudio (Spain), calle Laida, Edificio 205, planta 1^a, holding a tax identification number B-66447954 and registered with the Commercial Register of Bizkaia, at Volume 5636, Sheet 94, Section 8, Page BI-68482.



(2a) Amendments to the Bylaws

The amendments to the Bylaws which shall occur as a result of the Merger are those submitted for approval to this General Shareholders' Meeting as the item Two of the agenda and which were made available to shareholders prior to call for said meeting on the corporate website (www.gamesacorp.com).

(3a) Exchange ratio

The exchange ratio for the shares of Gamesa and Siemens Wind Power Parent shall be one share of Gamesa, with a nominal value of EUR 0.17, for each share of Siemens Wind Power Parent, with a nominal value of EUR 0.17, without provision for any supplemental cash remuneration.

In application of the foregoing, the Siemens Wind Power Parent shareholder (or shareholders) will have the right to receive 401,874,595 shares in Gamesa, each with a nominal value of EUR 0.17, representing approximately 59 % of Gamesa's share capital after the date of registration of the public deed of the Merger with the Commercial Registry of Bizkaia, whilst the remaining shareholders of Gamesa will hold in aggregate approximately 41 % of such resulting share capital.

(4a) The exchange procedure, as well as the starting date for shareholders being entitled to receive corporate earnings

The exchange of the shares of Siemens Wind Power Parent for the shares of Gamesa and therefore, the delivery to the Siemens Wind Power Parent shareholder (or shareholders) of the shares in Gamesa to which it is entitled will be carried out pursuant to the procedures established in the applicable regulations, and in particular, in Royal Decree 878/2015, of 2 October. Gamesa will bear any costs arising from said exchange. The abovementioned delivery shall be carried out immediately after all of the following events have taken place:

- (i) the Merger has been approved at the General Shareholders' Meeting of Gamesa and by the Siemens Wind Power Parent shareholder (or shareholders);
- (ii) the conditions precedent referred in the Common Terms of Merger have been satisfied (or waived, as the case may be) (and which are described in section B of this item of the agenda below);
- (iii) the public deed of Merger and consequent increase of capital of Gamesa has been granted before a Notary Public; and
- (iv) the public deed of Merger has been registered with the Commercial Register of Bizkaia.

In order for the Siemens Wind Power Parent shareholder (or shareholders) to receive the shares in Gamesa in accordance with the exchange ratio described, an agent participating in IBERCLEAR will be appointed by Gamesa.

The Siemens Wind Power Parent shareholder (or shareholders) shall evidence its ownership of the Siemens Wind Power Parent shares to the agent in the form that will be requested by the agent.

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Likewise, the Siemens Wind Power Parent shareholder (shareholders) shall carry out any other actions required for the effectiveness of the exchange, including without limitation, the communication to the agent of the securities account opened at any of the IBERCLEAR participants which will be the depositary of the Gamesa shares received by it.

The delivery of Gamesa shares to the Siemens Wind Power Parent shareholder (or shareholders) will be made by recording them in the securities account designated by the Siemens Wind Power Parent shareholder (or shareholders).

Gamesa will request the admission to trading of the new Gamesa shares to be issued to cover the exchange. Such request for admission (which has been submitted to the approval of the General Shareholder's Meeting under item 1.5 of the agenda) will take place immediately after the date of payment of the extraordinary merger dividend (referred to in item Three of agenda) resolved, as the case may be, by the General Shareholder's Meeting of the Company.

The shares to be issued by Gamesa to the Siemens Wind Power Parent shareholder (or shareholders) in order to cover the exchange shall give their holders the right to participate in the profits of Gamesa upon the same terms as the other shares of Gamesa outstanding, from the date of registration of the public deed of the Merger with the Commercial Registry of Bizkaia, stating however that the Siemens Wind Power Parent shareholder (or shareholders) will not be entitled to receive the extraordinary merger dividend (referred to in point Three of the agenda) resolved, as the case may be, by the General Shareholders' Meeting of the Company and which will be distributed after the date of registration of the public deed of the Merger with the Commercial Registry of Bizkaia.

(5th) The date after which the transaction of those companies that are extinguished will be considered performed, for accounting purposes, by the company to which its assets and liabilities are transferred

The date from which the transactions of the acquired company shall be deemed for accounting purposes to have taken place on behalf of the acquiring company will be that which is determined for in accordance with the General Chart of Accounts (*Plan General de Contabilidad*) approved by Royal Decree 1514/2007 of 16 November, and in particular, its rule 19.

(6th) The rights to be granted in the absorbing company to the holders of special classes of shares, to holders of privileged shares and those with different special rights for the shares in the absorbed companies or, if applicable, the options offered

It is hereby stated that neither Gamesa nor Siemens Wind Power Parent have industry contributions, ancillary benefits, privileged special shares, compensations for shareholders or persons who have special rights other than the mere ownership of the shares. Consequently no special right or any type of option shall be awarded or offered.

The Gamesa shares to be issued to the Siemens Wind Power Parent shareholder (or shareholders) pursuant to the Merger will not award any special rights.



(7th) The benefits of any kind in the absorbing company that might be granted to any independent experts, and to the directors of the companies participating, if applicable in the Common Terms of Merger

No sort of advantage will be attributed to the independent expert nor to the directors of any of the companies that intervene in the Merger, including those whose appointment will be proposed to this Gamesa General Shareholders' Meeting that shall resolve on the Merger.

B. Conditions precedent

The execution and effectiveness of the Merger shall be subject to the fulfilment (or waiver, in accordance with what is set forth in the Common Terms of Merger) of the following conditions precedent ("**Conditions Precedent**"):

- (i) any compulsory prior clearance from the competent merger control authorities of Brazil, China, European Union, India, Israel, Mexico, Ukraine and United States of America having been obtained either explicitly or tacitly;
- (ii) the granting by the National Securities and Market Commission (*Comisión Nacional del Mercado de Valores*), pursuant to article 8.g) of Royal Decree 1066/2007, of 27 July, on takeovers, of an exemption to Siemens with respect to its obligation to launch a mandatory takeover bid for all the outstanding shares in Gamesa following completion of the Merger; and
- (iii) approval of the Merger and of the Extraordinary Merger Dividend, which are submitted for approval to this General Shareholders' Meeting under this item of the agenda, and under item Three below, respectively.

1.4. Approval of a capital increase by the Company of a nominal amount of EUR 68,318,681.15, through the issuance of 401,874,595 new shares with a nominal value of EUR 0.17 each, of the same and single class and series as those currently in circulation, to cover the exchange of the Merger, with an amendment of Article 7 of the Bylaws and the delegation to the Board of Directors to carry out the capital increase.

As a consequence of the merger resolution previously adopted and in order to cover the exchange of the shares in Siemens Wind Power Parent, it is resolved to approve a share capital increase in the Company by a nominal amount of EUR 68,318,681.15, by the issuance and place into circulation of 401,874,595 new ordinary shares, of the same class and series as those currently on the market, with a face value of EUR 0.17 each, numbered from 279,268,788 to 681,143,382, both inclusive, and to be represented by book entries.

In accordance with what is set forth in directors' report explaining this proposal of share capital increase, the share premium ("**Share Premium**") shall be the amount corresponding to the difference between:



- (a) the net book value of the assets and liabilities received by Gamesa from Siemens Wind Power Parent by virtue of the merger; and
- (b) the face value of the new shares issued by Gamesa as part of the increase.

Both the face value of the newly-issued shares and the amount of the Share Premium will be paid in full as a result of the transfer *en bloc* of the assets and liabilities of Siemens's Wind Power Business to Gamesa when the Deed of Merger is registered with the Commercial Registry of Bizkaia, when Gamesa will acquire by universal succession all the rights and obligations of Siemens's Wind Power Parent.

For this purpose, Deloitte, S.L., as the independent expert appointed by the Commercial Registry of Bizkaia, issued a report on the Common Terms of Merger and on this share capital increase, pursuant to Article 34 of the *Spanish Structural Changes Act*, which has been made available for the Company's shareholders in accordance with what is set forth in Article 39 of the *Spanish Structural Changes Act*.

Likewise, it is hereby stated that pursuant to Article 304.2 of the amended text of the *Capital Companies Act* approved by *Royal Legislative Decree 1/2010, dated 2 July* (the "**Capital Companies Act**"), the Company's current shareholders will not have any preferential right to subscribe the new shares to be issued by virtue of this capital increase resolution.

To approve, pursuant to Article 297.1.a) of the *Capital Companies Act*, the delegation onto the Board of Directors, with express powers to delegate onto the Executive Committee, the power to set out the conditions for the capital increase in everything that is not covered in this resolution within a maximum period of one year. In particular, the power to agree on the time to implement the capital increase and to determine the amount of the Share Premium in accordance with what is set forth herein, and therefore the exact amount of the capital increase, is delegated onto the Board of Directors.

In consideration of the above, Article 7 of the Articles of Incorporation shall be drafted as follows:

"Article 7. Share capital

The share capital is ONE HUNDRED AND FIFTEEN MILLION SEVEN HUNDRED NINETY FOUR THOUSAND THREE HUNDRED SEVENTY FOUR EUROS AND NINETY FOUR CENTS (€ 115,794,374.94), represented by 681,143,382 ordinary shares of seventeen cents nominal value each, numbered consecutively from 1 to 681,143,382, comprising a single class and series, which are fully subscribed and paid'.

Given that this resolution is instrumental for the effectiveness of the Merger, it is subject to the fulfilment (or the waiver, in accordance with what is set forth in the Common Terms of Merger) of the Conditions Precedent.



1.5. Approval of the request for admission to trading of the new shares issued to cover the exchange on the stock markets of Madrid, Barcelona, Valencia and Bilbao through the Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market).

To approve the request for the admission to trading of the new shares to be issued in order to cover the exchange ratio, once the capital increase agreed by virtue of the above agreement has been made effective, on the stock markets of Madrid, Barcelona, Valencia and Bilbao through the Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market), as well as to carry out the processes and procedures which may be necessary and to file the required documents with the competent entities so that said new shares are admitted to trading, making express mention of Gamesa's being subject to the regulations that exist or may be issued in the field of the Stock Market and especially concerning contracting, permanence and exclusion from official trading.

1.6. Option in relation to the tax neutrality regime.

To agree, without prejudice to what is set forth in the agreement 1.7, on the Merger to be subject to the special tax neutrality regime pursuant to Directive 2009/133/EC, and included in chapter VII of title VI of Regulation 11/2013, dated 5 December, on Corporate Income Tax in Bizkaia, and in Chapter VII of Title VII of State Law 27/2014, on Corporate Income Tax.

1.7. Delegation of powers with regard to the Merger resolutions, with express powers of substitution.

To agree to empower the Board of Directors, with express powers to delegate onto the Executive Committee, so that it may carry out as many actions, legal procedures, agreements, declarations and operations as may be necessary, and sign and grant as many public and private documents as may be necessary or required in relation to the above resolutions, with express powers for replacement, delegation, ratification, explanation and rectification, and in particular:

- (i) to explain, specify and complete the resolutions adopted and solve any doubts and questions that may arise, repairing and completing any faults or omissions so that they do not impede or hinder the effectiveness and registration of the corresponding resolutions;
- (ii) to publish the announcements of the Merger in the way set forth in Article 43 of the *Spanish Structural Changes Act*;
- (iii) to declare the ending of the creditors' opposition term as set forth in Article 44 of the *Spanish Structural Changes Act*; and to accept the exercise of the opposition right of those creditors that are entitled to it in accordance with the applicable law;
- (iv) to declare the fulfilment or to waive the Conditions Precedent in the way set forth in the Common Terms of Merger;
- (v) to set out the conditions for the delivery of shares in all aspects not covered by the General Shareholders' Meeting. In particular, and without limitation, to appoint the entity that will



operate as an agent in the exchange, and to execute, in the name and on behalf of Gamesa, the corresponding agency contract;

- (vi) to adopt any resolution that may be required or necessary for the execution and development of the resolutions adopted, and to execute any public and/or private documents and implement any action, legal business, contract, declaration or operation that may be necessary for the same purpose;
- (vii) to decide whether or not to waive the application (totally or partially) of the neutrality tax regime described in the above item 1.6, communicating to the tax authorities of the use or the waiver, as may be the case, of said tax regime;
- (viii) to appear before a Notary to grant the Merger deed and other public deeds or notarized documents necessary or appropriate for said purpose, with the express power to ratify, repair, explain and rectify;
- (ix) to apply for the relevant clearances from the antitrust authorities;
- (x) to request or send any authorization, verification or notification to any competent body, in particular, the Stock Market Governing Bodies, IBERCLEAR, the National Securities Coding Agency and the National Securities and Market Commission, including without limitation,
 - a. sending communication of significant event pursuant to Article 17 of *Regulation (EU) No. 596/2014 concerning market abuse* and Article 228 of the amended text of the *Securities Market Law* approved by *Royal Legislative Decree 4/2015, dated 23 October*, in relation to the Merger resolutions,
 - b. the preparation and submission to the National Securities Market Commission of documents considered to be equivalent to a prospectus or the prospectus that may be required by the National Securities and Market Commission, and
 - c. carrying out any procedure and action that may be required or necessary so that the new shares issued as a consequence of the capital increase to cover the exchange rate are included in the accounting registers of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal) (IBERCLEAR) and admitted to trading on the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges;
- (xi) carry out any procedure or action that may be required or appropriate before any body, entity or registry, whether public or private, domestic or international, in relation to the Merger, and to all the resolutions included in this item of the agenda, with the purpose of carrying out the procedures and actions necessary for their complete fulfilment and effectiveness thereof.