

## GAMESA CORPORACIÓN TECNOLÓGICA, S.A.- SIGNIFICANT EVENT

**As per section 17 of Regulation (EU) No. 596/2014 on market abuse and article 228 of the restated text of the Securities Market Law approved by the 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 complementary regulations, the Company announces the following statement:**

**1.** The Extraordinary General Shareholders' Meeting of Gamesa Corporación Tecnológica, Sociedad Anónima (hereinafter "**Gamesa**" or the "**Company**"), held today upon second call, has approved each and every of the resolutions submitted to its vote included in the agenda in the terms of the notice to call made public, among other, be means of a significant event communication dated on September 21, 2016 (under registry number 242.922). Such resolutions are the following:

### **a) Resolutions relating to the merger by absorption of Siemens Wind Holdco, Sociedad de Responsabilidad Limitada (Unipersonal) by the company**

The Extraordinary General Shareholders' Meeting has approved the merger by absorption of Siemens Wind Holdco, Sociedad de Responsabilidad Limitada (Sociedad Unipersonal) ("**Siemens Wind Power Parent**"), as absorbed company, by Gamesa, as the absorbing company. To this effect, the Extraordinary General Shareholders' Meeting has approved:

1. The individual balance sheet of the Company for the year ended 31 December 2015 as the Merger balance sheet.
2. The Common Terms of Merger by absorption of Siemens Wind Power Parent by the Company.
3. 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, under the terms and conditions established on the Common Terms of Merger.
4. A capital increase 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.
5. 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).
6. The option in relation to the tax neutrality regime.
7. The delegation of powers with regard to the Merger resolutions, with express powers of substitution.
8. The amendment of Articles 2.2, 35.2, 37.2 and 37.4 of the Bylaws, as well as the approval of the restated text of the Company's Bylaws, conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia.



9. The approval of the distribution of an extraordinary cash dividend, charged to the share premium and other distributable reserves, amounting to a gross maximum of EUR 3.5976 per share with right to receive it, conditional on registration of the Merger deed with the Commercial Registry of Bizkaia, also approving its reduction by the amount resulting from the ordinary dividends approved or effectively distributed by the Company before the registration of the public deed of Merger with the Commercial Registry of Bizkaia.
10. Setting the number of directors on the Board of Directors at thirteen (13), conditional on registration of the public deed of Merger with the Commercial Registry of Bizkaia, and:
  - (i) The appointment of Ms Rosa María García García as a non-executive proprietary director.
  - (ii) The appointment of Ms Mariel von Schumann as a non-executive proprietary director.
  - (iii) The appointment of Ms Lisa Davis as a non-executive proprietary director.
  - (iv) The appointment of Mr Klaus Helmrich as a non-executive proprietary director.
  - (v) The appointment of Mr Ralf Thomas as a non-executive proprietary director.
  - (vi) The appointment of Mr Klaus Rosenfeld as a non-executive independent director.
  - (vii) Appointment of Ms Swantje Conrad as a non-executive independent director.

The aforementioned directors are appointed for the period of four years established in the By-Laws, being such an appointment conditional on the registration of the public deed of Merger with the Commercial Registry of Bizkaia.

The members of the Board of Directors will accept throughout any of the procedures legally established.

**b) Resolution relating to the composition of the Board of Directors.**

The Extraordinary General Shareholders' Meeting has approved the ratification of the appointment by cooption and re-election of Mr Gerardo Codes Calatrava as a non-executive proprietary director of the Company for the Bylaw-mandated period of four years.

**c) Resolutions relating to the delegation of powers of attorney**

The Extraordinary General Shareholder's Meeting has approved, without prejudice of the aforementioned delegations, to delegate to the Board of Directors powers of attorney for the formalisation, execution and raising into public status the adopted resolutions, and for their interpretation, correction, completion or development until such time as they are filed.



**2.** The relevant announcements of the merger resolution (*acuerdo de fusión*) pursuant to Article 43 of the Act 3/2009 on Structural Changes of Corporations ("*Ley sobre Modificaciones Estructurales de las Sociedades Mercantiles*") will be published in the following days.

In Zamudio (Bizkaia), October 25, 2016

Carlos Rodríguez-Quiroga Menéndez  
Secretary of the Board of Directors