

**NOTICE OF SIGNIFICANT EVENT OF GAMESA CORPORACIÓN TECNOLÓGICA, S.A.**

**Pursuant to the provisions of Article 82 of Law 24/1988, of July 28, on the Securities Market (Ley 24/1988, de 28 de julio, del Mercado de Valores), and related provisions, we hereby advise you of the following significant event<sup>1</sup>:**

The Shareholders' General Meeting of Gamesa Corporación Tecnológica, S.A. (hereinafter, "**Gamesa**" or the "**Company**") held upon second call has approved each and every one of the resolutions submitted to its vote included in the agenda in the terms of the documentation made available to the shareholders that was communicated to the National Securities Markets Commission (*Comisión Nacional del Mercado de Valores*) by means of a significant event communication dated on March 14, 2013 (under registry number 183.693). Such resolutions are the following:

**1.- Resolutions relating to the annual financial statements and the management of the company**

The Shareholders' General Meeting has approved the individual annual accounts of Gamesa and the consolidated annual accounts with its dependent companies for the fiscal year ended on December 31, 2012, the individual management report and the consolidated management report with its dependent companies, as well as the management and actions of the Board of Directors during such fiscal year 2012.

**2.- Resolution relating to the allocation of results**

The Shareholders' General Meeting has approved the proposal for the allocation of results proposed by the Board of Directors.

**3.- Resolution relating to the composition of the Board of Directors**

The Shareholders' General Meeting has ratified the appointment by cooption of Mr. José María Aldecoa Sagastasola, as an external independent director; of Mr. Ramón Castresana Sánchez, as an external proprietary director; and of Mr. Manuel Moreu Munaiz, as an external independent director; and has approved their re-election for the term of four years established in the By-Laws.

Likewise, the Shareholders' General Meeting has re-elected Mr. Juan Luis Arregui Ciarsolo, as external independent director; Mr. Carlos Rodríguez-Quiroga Menéndez, as executive director; Mr. José María Vázquez Egusquiza, as external independent director; Mr. Luis Lada Díaz, as external independent director; and Mr. José María Aracama Yoldi, as external independent Director, all of them as members of the Board of Directors for the term of four years established in the By-Laws.

**4.- Resolution relating to the remuneration systems**

The Shareholders' General Meeting has approved a Long Term Incentive Program that includes the delivery of a cash bonus and shares of the Company bound to the achievement of the key targets of the Business Plan 2013-2015 aimed to the Chairman of the Company, Senior Management, Managers and employees of Gamesa Corporación Tecnológica, Sociedad Anónima, and if applicable, of its dependent companies, as well as the delegation to the Board of Directors, with the express faculty of substitution, to implement, develop, formalize and execute the aforementioned remuneration system.

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<sup>1</sup> Extension of information in relation to Significant Event number 185437 submitted today.



## **5.- Resolutions relating to the amendments of By-Laws and Regulations**

The Shareholders' General Meeting has approved the amendment of articles 16, 18, 19, 29, 35, 44 and 46 of the By-Laws of Gamesa, as well as a new consolidated text thereof, with the aim:

- (i) to update and complete the drafting of article 46 of the By-Laws, regarding the remuneration of the Board of Directors, with the aim to establish a fixed remuneration system, clarifying and developing the current regulation of the remuneration system and adapting it to the practice of numerous issued companies in this matter; and
- (ii) to incorporate technical improvements in the wording and systematic of the By-Laws, taking advantage of the proposed amendment of the By-Laws to homogenize the terms used in the text, introducing minor changes, updating the wording of certain paragraphs and developing existing articles.

Likewise, the Shareholders' General Meeting has approved the amendment of articles 7, 8, 9, 12, 27, and 30 of the Shareholders' General Meeting Regulations of Gamesa, as well as a new consolidated text thereof, with the aim:

- (a) to coordinate it with the amendment of the By-Laws that was also proposed to the Shareholders' General Meeting as item seven of the agenda; and
- (b) to carry out certain technical improvements to get an updated text of the Shareholders' General Meeting Regulations and being fully adapted to the reality of the Company and according to the best practices in corporate governance.

The foregoing amendments are published in the Company's corporate website ([www.gamesacorp.com](http://www.gamesacorp.com)).

## **6.- Resolution relating to the remuneration of the members of the Board of Directors**

The Shareholders' General Meeting has approved, to the effects established in the new article 46.2 of the By-Laws, to fix in two (2) million euros the maximum gross annual amount of the remuneration that the Company will satisfy the total of members of the Board of Directors. This amount will stay in force as long as the Shareholders' General Meeting does not agree its amendment.

## **7.- Resolution relating to general matters**

Additionally, the Shareholders' General Meeting has approved to delegate to the Board of Directors, with the express power of delegation to any of their members, the precise powers to rectify, develop and execute, whenever it considers appropriate, each of the agreements reached by the Shareholder's General Meeting, and has empowered the Board of Directors to determine all the other circumstances that may be required, with compliance to as many requirements as the ones according to Law for the most plenty execution of the agreements of the Shareholders' General Meeting.

Additionally, the Shareholders' General Meeting has approved to jointly and severally empower the Chairman and Chief Executive Officer and the Secretary to the Board of Directors, so that any one of them is able to formalise and legalise the agreements reached by the Shareholder's General Meeting. They may thus subscribe the public or private attested documents that are necessary or suitable (including those for clarification, total or partial rectification of errors and solution of defects) for exact compliance and for their registration, including partial registration, in the Companies Register or in any other necessary Register or Body.

*NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.*



**8.- Consultative vote on the Annual Report about the Remuneration of the members of the Board of Directors**

Lastly, the Annual Report about the Remuneration of the members of the Board of Directors has been submitted to the consultative vote of the Shareholders' General Meeting, being supported by an ample majority of the shareholders present in person or by proxy at the Shareholders' General Meeting.

In Zamudio, on April 19, 2013

Carlos Rodríguez-Quiroga Menéndez  
Secretary of the Board of Directors

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