

## **GAMESA CORPORACION TECNOLOGICA, S.A.- SIGNIFICANT EVENT**

**As per set in Section 82 of the Act 24/1988, of the Stock Exchange, GAMESA announces the following statement:**

The Board of Directors of Gamesa Corporación Tecnológica, Sociedad Anónima (hereinafter, "**Gamesa**" or the "**Company**"), in its meeting held on today, March 8, 2013, has adopted, among others, the following resolutions:

### **First.- Appointment of a member of the Board of Directors**

The Board of Directors, at proposal of the Appointments and Remuneration Committee, has appointed, by cooption, Mr. Manuel Moreu Munaiz as member of the Board of Directors of the Company in the category of External Independent Director. The appointment will be submitted to ratification and re-election for the term of 4 years established in the By-Laws in the 2013 Shareholders' General Meeting of Gamesa.

Mr. Manuel Moreu Munaiz is Naval Doctor Engineer by the Escuela Técnica Superior de Ingenieros Navales of Madrid and Master of Science in Ocean Engineering by the Massachusetts Institute of Technology (Cambridge, Massachusetts). Currently he holds the position of Director of SEAPLACE, S.L.

The personal circumstances and the professional career of Mr. Manuel Moreu Munaiz have been published in the corporate Webpage of the Company ([www.gamesacorp.com](http://www.gamesacorp.com)).

### **Second.- Call of the Shareholders' Ordinary General Meeting**

To call the Shareholders' Ordinary General Meeting of the company, which will be held at the first call on Thursday April 18, 2013 at 12:00 p.m. in the Auditorium of the 101 Building (Barco Building) of the Technological Park of Bizkaia, located in Zamudio (Vizcaya), Ibaizabal Bidea, and at the second call on Friday April 19, 2013 at 12:00 p.m., including the following agenda:

#### **ITEMS RELATING TO THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT OF THE COMPANY:**

**ONE.-** Examination and approval, if applicable, of the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report) of Gamesa Corporación Tecnológica, Sociedad Anónima, and of the consolidated Annual Accounts with its dependent companies (balance sheet, profit and loss account, statement of changes in shareholders' equity, statement of cash flows and annual report), for the fiscal year ended on December 31, 2012.

**TWO.-** Examination and approval, if applicable, of the individual management report of Gamesa Corporación Tecnológica, Sociedad Anónima, and of the consolidated management report with its dependent companies for the fiscal year ended on December 31, 2012.

**THREE.-** Examination and approval, if applicable, of the management and actions of the Board of Directors during the fiscal year ended on December 31, 2012.



#### **ITEM RELATING TO THE ALLOCATION OF RESULTS:**

**FOUR.-** Examination and approval, if applicable, of the proposal for the allocation of profit/losses of Gamesa Corporación Tecnológica, Sociedad Anónima for the fiscal year ended on December 31, 2012.

#### **ITEM RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:**

**FIVE.-** Ratification of the appointment by cooption of members of the Board of Directors, and re-election of members of the Board of Directors.

5.1. Ratification of the appointment of Mr. José María Aldecoa Sagastasoloa as member of the Board of Directors, made by cooption after the holding of the last Shareholders' General Meeting, as an external independent Director, and re-election for the term of four years established in the By-Laws.

5.2. Ratification of the appointment of Mr. Ramón Castresana Sánchez as member of the Board of Directors, made by cooption after the holding of the last Shareholders' General Meeting, as an external proprietary Director, and re-election for the term of four years established in the By-Laws.

5.3. Ratification of the appointment of Mr. Manuel Moreu Munaiz as member of the Board of Directors, made by cooption after the holding of the last Shareholders' General Meeting, as an external independent Director, and re-election for the term of four years established in the By-Laws.

5.4. Re-election as member of the Board of Directors of Mr. Juan Luis Arregui Ciarsolo, under the category of external independent Director, for the term of four years established in the By-Laws.

5.5. Re-election as member of the Board of Directors of Mr. Carlos Rodríguez-Quiroga Menéndez, under the category of executive Director, for the term of four years established in the By-Laws.

5.6. Re-election as member of the Board of Directors of Mr. José María Vázquez Egusquiza, under the category of external independent Director, for the term of four years established in the By-Laws.

5.7. Re-election as member of the Board of Directors of Mr. Luis Lada Díaz, under the category of external independent Director, for the term of four years established in the By-Laws.

5.8. Re-election as member of the Board of Directors of Mr. José María Aracama Yoldi, under the category of external independent Director, for the term of four years established in the By-Laws.

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#### **ITEM RELATING TO THE REMUNERATION SYSTEMS:**

**SIX.-** Examination and approval, if applicable, of 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, and the delegation to the Board of Directors, with the express faculty of substitution, to implement, develop, formalize and execute the aforementioned remuneration system.

#### **ITEMS RELATING TO AMENDMENTS OF BY-LAWS AND REGULATIONS:**

**SEVEN.-** Amendment to the By-Laws.

- 7.1. Amendment of article 16 to include new powers of the Shareholders' General Meeting.
- 7.2. Amendment of article 18 to include the obligation of uninterrupted publication of the Shareholders' General Meeting call announcement.
- 7.3. Amendment of article 19 to simplify requirements of the Shareholders' General Meeting.
- 7.4. Amendment of article 29 to simplify requirements concerning remote voting.
- 7.5. Amendment of article 35 to eliminate the requirement that the president and the chief executive officer must be the same person to appoint a lead independent director.
- 7.6. Amendment of article 44 to broaden the scope of the functions of the Appointment and Remuneration Committee.
- 7.7. Amendment of article 46 to provide for a fixed compensation system for members of the Board of Directors.
- 7.8. Approval of a consolidated text of the By-Laws including the aforementioned amendments, as well as style or drafting technique amendments that are not the subject of a separate voting.

**EIGHT.-** Amendment to the Shareholders' General Meeting Regulations.

- 8.1. Amendment of article 7 to include new powers of the Shareholders' General Meeting.
- 8.2. Amendment of article 8 to include the obligation of uninterrupted publication of the Shareholders' General Meeting call announcement.
- 8.3. Amendment of article 9 to homogenize it with the By-Laws.
- 8.4. Amendment of article 12 to homogenize it with the By-Laws.
- 8.5. Amendment of article 27 to avoid duplications.

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8.6. Amendment of article 30 to avoid duplications.

8.7. Approval of a consolidated text of the Shareholders' General Meeting Regulations including the aforementioned amendments, as well as style or drafting technique amendments that are not the subject of a separate voting.

**ITEM RELATING TO THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS:**

**NINE.-** Fixation of the limit to the annual remuneration to be received by the total of members of the Board of Directors according to the new article 46.2 of the By-Laws.

**ITEM RELATING TO GENERAL MATTERS:**

**TEN.-** Delegation of powers to formalize and execute all resolutions adopted by the Shareholders' General Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made.

**ITEM SUBMITTED FOR CONSULTATIVE VOTING:**

**ELEVEN.-** Approval, with a consultative character, of the 2012 Annual Report about the Remuneration of the members of the Board of Directors of Gamesa Corporación Tecnológica, Sociedad Anónima.

**INFORMATION TO BE PROVIDED TO THE SHAREHOLDERS' GENERAL MEETING:**

Information shall be provided to the shareholders at the Shareholders' General Meeting regarding: (1) the execution by the Board of Directors of the capital increase by means of a scrip issue for the free-of-charge allocation of the ordinary shares issued to the shareholders of the Company, approved by the Shareholders' General Meeting of June 29, 2012 ("Gamesa Flexible Dividend") as item five on the agenda, and the consequently amendment of article 4 of the By-Laws; (2) the amendments to the Regulations of the Board of Directors approved on February 27, 2013.

The advert of the call of the Shareholders' General Meeting will be published in the following days in the terms of the current legislation and of the corporate governance regulations of the Company.

Zamudio (Vizcaya), March 8, 2013

Carlos Rodríguez-Quiroga Menéndez  
Secretary of the Board of Directors

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