



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:

GAMESA CORPORACIÓN TECNOLÓGICA, SOCIEDAD ANÓNIMA 2013 SHAREHOLDERS' ORDINARY GENERAL MEETING

The Board of Directors of Gamesa Corporación Tecnológica, Sociedad Anónima agreed in its meeting of March 8, 2013 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 **Building 101** (Barco Building) **of the Technological Park of Bizkaia**, located in **Zamudio (Vizcaya)**, Ibaizabal Bidea, and in the event of there not being the quorum of attendance required by Law, it will be held at the second call on **Friday April 19, 2013 at 12:00 p.m.**, at the same place and time, with the purpose of deliberate and take agreements about the issues included in 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.

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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.

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.

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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.
- 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.

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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.

I.- Right to attend the Meeting, to proxy representation and to distance voting

All holders of at least one (1) share with voting right may attend the Shareholders' General Meeting and participate in its deliberations, with the right to be heard and to vote, so long as they have caused such shares to be registered in their name in the corresponding book-entry registry five (5) days prior to the day on which the Shareholders' General Meeting is expected to be held in its first or second call, as it may be, which means, before twelve (12) a.m. of April 13 or 14, respectively, and be up to date in the payment of the passive dividends.

Every shareholder having the right to attend may be represented at the Shareholders' General Meeting by another person, shareholder or not, by granting a proxy in writing or by postal or electronic correspondence that provides sufficient evidence of the identity of the shareholder granting the proxy.

Shareholders having the right to attend may give a proxy representation or cast their vote regarding proposals relating to the items included in the Agenda by postal (sending to Gamesa Corporación Tecnológica, Sociedad Anónima the assistance, proxy voting or distance voting card to the Shareholder's Office, located in the Building 222 of the Technological Park of Bizkaia, Ibaialabidea, 48170 Zamudio (Vizcaya) Spain) or electronic (through communication issued under his/her recognized electronic signature on the basis of an electronic certificate issued for such purpose by the *Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda*, CAMERFIRMA or the *Agencia Notarial de Certificación* (ANCERT), in respect of which there is no evidence of revocation, through the software available on the Company's corporate website www.gamesacorp.com) correspondence.

The rights to attend the Meeting, to proxy representation and to distance voting shall be exercised pursuant to the provisions of the Capital Companies Law, the By-Laws and the Shareholders' General Meeting Regulations and in accordance with the instructions contained in the shareholder's guide, available on the Company's website (www.gamesacorp.com) and at the Shareholder's Office, where the model-form of assistance, proxy representation and distance voting card will be also available.

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II. Right to supplement the notice of call to meeting and presentation of new agreement proposals

According to article 519 of the Capital Companies Law the shareholders that represent, at least, five (5) per cent of the share capital, may request the publication of a supplement of the notice of call of the Shareholders' General Meeting including one or more items in the Agenda, as long as the new items are accompanied by a justification or, if applicable, by a justified agreement proposal. The supplement of the notice of call will be published, at least, fifteen (15) days in advance to the date indicated for the first call of the Shareholders' General Meeting.

Likewise, the shareholders that represent, at least, five (5) percent of the share capital may present, in the same period of time mentioned in the previous section, justified agreement proposals about issues included or that shall be included in the Agenda, whose disclosure to the rest of shareholders will be assured through its publication on the Company's website (www.gamesacorp.com).

The exercise of these rights shall be carried out through a reliable notification –addressed to the Secretary of the Board of Directors- that may be received in the registered office within the five (5) days following the publication of the present notice of call.

In any case, the exercise of these rights will be carried out according to the Capital Companies Law, the By-Laws and the Shareholders' General Meeting Regulations and in accordance with the instructions contained in the shareholder's guide, available on the Company's website (www.gamesacorp.com) and at the Shareholder's Office.

III.- Right to receive information

The following documents and information are made available to the shareholders in electronic format and interrupted on the Company's website (www.gamesacorp.com) in accordance with the Company's commitment of respect for and protection of the environment:

(1) the notice of call to the Shareholders' General Meeting; (2) the communication of the significant event (*hecho relevante*) sent to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) in relation to the call of the Shareholders' General Meeting; (3) the full text of the proposed agreements of all the items included on the Agenda; (4) the individual Annual Financial Statements of Gamesa Corporación Tecnológica, Sociedad Anónima and the Annual Consolidated Financial Statements of the Company and its subsidiaries for the fiscal year ended on December 31, 2012, as well as the respective auditor's reports; (5) the Company's individual management report and the consolidated management report of the Company and its subsidiaries of the fiscal year ending on December 31, 2012; (6) the Directors' liability statement provided for in Section 35 ter of the Securities Market Law that, with the documents previously mentioned, constitute the annual financial report of the Company for fiscal year 2012; (7) the professional and biographical data and other prescriptive information of Mr. José María Aldecoa Sagastasoia whose appointment as Director under the category of External Independent Director is proposed to be ratified by the Shareholders' General Meeting in the item five of the Agenda, as well as his re-election for the term of four years established in the By-Laws; (8) the professional and biographical data and other prescriptive information of Mr. Ramón Castresana Sánchez whose appointment as Director under the category of External Proprietary Director is proposed to be ratified by the Shareholders' General Meeting in the item five of the Agenda, as well as his re-election for the term of four years established in the By-Laws; (9) the professional and biographical data and other prescriptive information of Mr. Manuel Moreu Munaiz whose appointment as Director under the category of External Independent Director is proposed to be ratified by the Shareholders' General Meeting in the item five of the Agenda, as well as his re-election for the term of four years established in the By-Laws; (10) the professional and biographical data and other prescriptive information of Mr. Juan Luis Arregui Ciarsolo whose re-election as Director under the category of External Independent Director is proposed to the approval of the Shareholders' General Meeting in the

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item five of the Agenda; (11) the professional and biographical data and other prescriptive information of Mr. Carlos Rodríguez-Quiroga Menéndez whose re-election as Director under the category of Executive Director is proposed to the approval of the Shareholders' General Meeting in the item five of the Agenda; (12) the professional and biographical data and other prescriptive information of Mr. José María Vázquez Egusquiza whose re-election as Director under the category of External Independent Director is proposed to the approval of the Shareholders' General Meeting in the item five of the Agenda; (13) the professional and biographical data and other prescriptive information of Mr. Luis Lada Díaz whose re-election as Director under the category of External Independent Director is proposed to the approval of the Shareholders' General Meeting in the item five of the Agenda; (14) the professional and biographical data and other prescriptive information of Mr. José María Aracama Yoldi whose re-election as Director under the category of External Independent Director is proposed to the approval of the Shareholders' General Meeting in the item five of the Agenda; (15) the report regarding item six of the Agenda of the Shareholders' General Meeting about the proposal 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; (16) the report regarding the item seven of the Agenda of the Shareholders' General Meeting about the proposal of amendment to the By-Laws; (17) the report regarding the item eight of the Agenda of the Shareholders' General Meeting about the proposal of amendment to the Shareholders' General Meeting Regulations; (18) the Annual Report about the Remuneration of the members of the Board of Directors for the fiscal year 2012 included in the item eleven of the Agenda; (19) the report regarding 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; (20) the report about the amendments to the Regulations of the Board of Directors approved by the Board of Directors on February 27, 2013; (21) the Annual Corporate Governance Report of 2012; (22) the annual activities report of the Audit and Compliance Committee of 2012; (23) the sustainability report of 2012; (24) the shareholder's guide approved by the Board of Directors at its meeting of March 8, 2013; and (25) the model-form of assistance, proxy representation and distance voting card. Additionally, the shareholders will have at their disposal on the corporate website (www.gamesacorp.com) the information related to the total number of shares and voting rights at the date of the publication of the notice of call.

Without prejudice to the foregoing, and since the date of publication of the call, the shareholders have the right to examine the following documents at the registered office of the Company and to request that such documents be delivered or sent to them immediately and without charge (these documents may be sent by e-mail, with confirmation of receipt, if the shareholder accepts such delivery): the individual and consolidated annual financial statements and management reports of Gamesa Corporación Tecnológica, Sociedad Anónima, together with the corresponding auditor's reports, and the proposed By-Laws and Shareholders' General Meeting Regulations amendments and the mandatory directors' reports, as well as the other documents that must be made available to the shareholders in connection with the holding of this Shareholders' General Meeting.

According to article 520 of the Capital Companies Law, the shareholders may request to the Board of Directors, on writing until the seventh previous day to the date of the Shareholders' General Meeting, or verbally during its celebration, the clarifications that they may deem necessary about the information available to the public that the Company may have submitted to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) from the celebration of the previous Shareholders' General Meeting and about the auditor's report and managements reports, individual of the Company and consolidated with its dependent companies, of the fiscal year 2012.

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In order to fulfil Article 539.2 of the Capital Companies Law, from the publication of this call an Electronic Shareholders' Forum will be put into operation on the website of the Company. The regulations and the form that shall be filled out to participate in it are available on the website of the Company.

For further information regarding the Shareholders' General Meeting, the shareholders may contact the Shareholder's Office (Address: Parque Tecnológico de Bizkaia, Edificio 222, 48170 Zamudio (Vizcaya, Spain) / Telephone: (34) 900 504 196 (hours: mornings from 9:00 a.m. to 14:00 p.m.; afternoons from 16:00 p.m. to 18:00 p.m.; Fridays from 9:00 a.m. to 14:30 p.m.) / E-mail: info_accionista@gamesacorp.com)

IV.- Participation of a Notary Public in the Shareholders' General Meeting

The Board of Directors has approved to request the presence of a Notary Public to prepare the Minutes of the Shareholders' General Meeting.

V.- Personal data protection

The personal data that the shareholders provide to the Company in order to exercise their rights to be informed, to attend, to proxy and to vote at the Shareholders' General Meeting or to grant proxies, or the personal data provided for such purposes by the banks and securities companies and agencies that are depositaries or custodians of the shares held by such shareholders, shall be handled by the Company in order to manage the development, compliance with and control of the existing shareholding relationship (in particular, but not limited, to the call to and holding of the Shareholders' General Meeting). For such purposes, the data shall be included in files for which Gamesa Corporación Tecnológica, Sociedad Anónima is responsible. This data will be given to the Notary Public exclusively for the preparation of the minutes of the Shareholders' General Meeting.

In every case and when legally applicable, the owner of the data will be entitled to exercise the rights of access, rectification, opposition and deletion of the data collected by Gamesa Corporación Tecnológica, Sociedad Anónima. Such rights may be exercised, on such terms and in compliance with such requirements as are established by applicable law for such purpose, by addressing a letter to Gamesa Corporación Tecnológica, Sociedad Anónima, Parque Tecnológico de Bizkaia, Ibaizabal Bidea, Edificio 222, 48170 Zamudio (Vizcaya, Spain).

If the shareholder includes personal data referring to other individuals in the attendance, proxy and voting card, the shareholder must inform them of the terms set forth in the preceding paragraphs and comply with any other requirements that may be applicable for the proper provision of the personal data to the Company, without the Company having to take any additional action.

Although this notice contemplates two calls to Meeting, the Board of Directors informs the shareholders that it is expected that the Shareholders' General Meeting will be held on second call on **April 19, 2013**, Friday, at **12:00 p.m.** at the Auditorium of the **Building 101** (Barco Building) of the **Parque Tecnológico de Bizkaia**, (Ibaizabal Bidea, Zamudio (Vizcaya)).

Zamudio (Vizcaya), March 14, 2013

Carlos Rodríguez-Quiroga Menéndez
The Secretary of the Board of Directors

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