Triodos Investment Management

GAMESA CORPORACION TECNOLOGICA SA

MEETING DATE	Thu, 07 May 2015 12:00 pm	TYPE	AGM	ISSUE DATE	Thu, 30 Apr 2015
MEETING LOCATION	Parque Tecnológico de Bizkaia, Edificio 101 (Edificio Barco), Zamudio (Vizcaya), Ibaizabal Bidea, Spain				
CURRENT INDICES	PIRC Global				
SECTOR	Renewable Energy Equipment				

	PROPOSALS	ADVICE
1	**Receive the Annual Report** The financial statements were made available sufficiently before the meeting. The auditors have not qualified their opinion. No serious governance concerns have been identified. A vote in favour is recommended.	For
2	**Receive the Management Reports** The Management reports have been made available sufficiently before the meeting. No serious governance concerns have been identified. A vote in favour is recommended.	For
3	**Discharge the Board** Standard proposal. No serious concerns have been identified. Acceptable proposal.	For
4	**Approve the dividend** The Board proposes a dividend payment of EUR 0.0825 per share. The dividend is covered by earnings. Acceptable proposal.	For
5	**Elect Francisco Javier Villalba Sánchez** Non-Executive Director. Not considered to be independent as he represents the major shareholder, Iberdrola. There is sufficient independent representation on the Board. There are concerns over his potential aggregate time commitments. Triodos abstain on this proposal.	Abstain
6	**Set the number of board directors** It is proposed that the Board shall comprise a maximum of 12 members. Acceptable proposal.	For
7	**Elect Gloria Hernández García as Director** Independent Non-Executive Director candidate.	For
8	**Elect Andoni Celaya Aranzamendi** Independent Non-Executive Director candidate. Triodos opposes this resolution as he is a newly elected male member of the board and the board has less than 20% female members.	Oppose
9	**Authorise Share Repurchase** Authority to repurchase shares within legal boundaries. The repurchase is limited to 10% of share capital and will be in force for five years. Acceptable proposal.	For
10	**Approve authority to increase authorised share capital and issue shares** The Board requests shareholder authorization to increase share capital by up to one-half of the current share capital, with or without pre-emptive rights during the five year period following approval. Issues of shares without pre-emptive rights will be limited to 20% of the issued share capital, less than the maximum limit permitted under Article 249.2 of the Modified Text of the Spanish Companies Act. However, it is considered appropriate for shareholders to have the opportunity to vote on such resolutions on an annual basis. Triodos opposes this resolution.	Oppose
11	**Issue non-convertible bonds** The Board seeks shareholder approval for the issue of non-convertible bonds, debentures and other fixed-income securities up to a maximum amount of of EUR 700 million over a period of five years. As the bonds are non-convertible, there are no dilution concerns. Acceptable proposal.	For

12 **Issue bonds/debt securities** **For**

The Board seeks shareholder approval for the issue convertible bonds, debentures and other fixed-income securities up to a maximum amount of EUR 700 million over a period of five years. The issue of convertible bonds will be limited to 20% of the issued share capital, which meets guidelines. Acceptable proposal.

13.1* **Amend Articles: Company and Share Capital** **For**

It is proposed to amend Articles 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 of the Bylaws, pursuant to compliance with Law 31/2014. The amended article regulates the name and corporate address, Applicable regulations and Corporate Governance, Corporate Interest, Corporate Purpose, The Group and the Duration, capital increase and the issuance of Bonds and other securities.
It is regrettable that the Company has bundled these amendments instead of proposing separate resolutions. However, the amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.

13.2* **Amend Articles: Shareholder's General Meeting** **For**

It is proposed to amend Articles 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26 and 27 of the Bylaws, pursuant to compliance with Law 31/2014. The amended article regulates the Shareholders Meeting, the Competences, Shareholder's right to information, the Constitution of the Shareholder's Meeting, the Attendance, the representation, the Chairman's Office and the Secretary's Office, Voting, Conflicts of interests, Adopting resolutions and the Extension and Suspension of meetings.
It is regrettable that the Company has bundled these amendments instead of proposing separate resolutions. However, the amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.

13.3* **Amend Articles: Administration of the Company** **For**

It is proposed to amend Articles 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45 and 46 of the Bylaws, pursuant to compliance with Law 31/2014. The amended article regulates General provisions, the Board of Directors, Committees and Positions of the Board of Directors and the Bylaws of the Board of Directors.
It is regrettable that the Company has bundled these amendments instead of proposing separate resolutions. However, the amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.

13.4* **Amend Articles: Corporate information, Financial Statements, and distribution of profits, dissolutions and liquidation of the Company, and final provision** **For**

It is proposed to amend Articles 47, 48, 49, 50, 51, 52 and 53 of the Bylaws, pursuant to compliance with Law 31/2014. The amended article regulates Corporate information, Financial Statements and Allocation of Earnings, dissolution and liquidation of the Company and the final provisions.
It is regrettable that the Company has bundled these amendments instead of proposing separate resolutions. However, the amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.

13.5* **Adopt new Articles of Association** **For**

It is proposed to adopt the new articles of Association, pursuant to compliance with Law 31/2014. The amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain.Acceptable proposal.

14.1* **Amend Articles: Tittle I and II** **For**

It is proposed to amend Articles 1, 2, 3, 4, 5 and 6 of the Bylaws, pursuant to compliance with Law 31/2014. The amended article regulates the Shareholder's General Meeting and the Types of competencies of the Shareholders General Meeting.
It is regrettable that the Company has bundled these amendments instead of proposing separate resolutions. However, the amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.

14.2*	**Amend Articles: Title III and Tittle IV** It is proposed to amend Articles 7, 8, 9, 10 and 11 of the Bylaws, pursuant to compliance with Law 31/2014. The amended article regulates the Convening of the Shareholder's General Meeting and the Information to shareholders from the date of convening the Shareholder's General Meeting. It is regrettable that the Company has bundled these amendments instead of proposing separate resolutions. However, the amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.	**For**
14.3*	**Amend Articles: Title V** It is proposed to amend Articles 12, 13, 14, 15, 16, 17, 18, 19, 20,21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36 and 37 of the Bylaws, pursuant to compliance with Law 31/2014. The amended article regulates attendance, representation and distance voting, Constitution of the Shareholder's General Meeting, Shareholder's Speeches, Adopting resolutions, Extension, suspension and conclusion of the Meeting, Conclusion of the Meeting, documentation and the disclosure of the resolutions. It is regrettable that the Company has bundled these amendments instead of proposing separate resolutions. However, the amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.	**For**
14.4*	**Adopt new Articles of Association** It is proposed to adopt the new articles of association, pursuant to compliance with Law 31/2014. The amendment is pursuing compliance with applicable law, which introduces positive changes into corporate governance in Spain. Acceptable proposal.	**For**
15	**Approve fees payable to the Board of Directors** It is proposed to set an overall maximum amount to be granted to the Board of Directors of EUR 3,000,000 (2014: EUR 3,700,000). The Board proposes no increase for 2015. Acceptable proposal.	**For**
16	**Authorize Board to ratify and execute approved resolutions** Standard proposal.	**For**
17	**Approve Remuneration Policy** It is proposed to approve the remuneration report on compensation at the Company for the year under review with an advisory vote. The Company discloses all elements of remuneration for executive and non-executive directors. There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. The CEO's total variable remuneration is capped at 100% of his fixed salary and it may be overpaying for underperformance, in absence of quantified targets. Severance payments are capped at 2 years] of salary. The board can not award discretionary payments to executives, which raises concerns. There are claw back clauses in place which is welcomed. Based on the excessive severance agreements and the lack of quantifiable targets Triodos opposes this resolution.	**Oppose**
	**** = Special resolution***	

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 13.1 - Amend Articles: Company and Share Capital

New corporate governance framework in Spain: Law 31/2014
Law 31/2014 of 3 December 2014, effective 24 December 2014, requires companies in Spain to introduce a number of changes to their bylaws and their corporate governance. The areas that are most impacted by the Law are remuneration policy, board and committees structure and shareholders rights.

New rules for remuneration and contracts
In compliance with Law 31/2014, companies in Spain will have to include their remuneration structure in their bylaws. Remuneration must consist of at least one voice (including fixed salary) and cannot be delegated to the board of directors; as a consequence executives and non-executive directors will not be entitled to receive pay components that

are not specified in the bylaws.
Shareholders must approve the amount of annual aggregate board remuneration and it can be modified only by shareholders at a meeting. The board may be delegated the distribution of aggregate remuneration to directors concretely, in case shareholders have not decided on that at the previous meeting. In addition, in the Law there is a reference that the annual director pay must be proportional to the company's financial situation and size.
Executives contracts to be approved by a two-thirds majority by the board and specify the extension of executive tasks and compensation in detail. Directors should not receive remuneration for what not specified in the approved contract.

Binding remuneration policy

In addition, to the bylaws amendments described above, companies must prepare a remuneration policy and submit it to shareholders for approval with binding resolution at least every three years. Should the remuneration policy be amended during the three-year term, it will also require re-approval from shareholders and this will start a new three-year term. The policy must at least contain the aggregate amount payable to all directors and compensation system for executives. With respect to executive pay, the policy must describe all executive pay components, the aggregate amount of fixed pay payable to executives annually, criteria for variable remuneration and terms for termination of contracts (notice, severance and non-compete clauses).

Regulation of board, committees and conflict of interest

The Law 31/2014 increases the number of supervisory board powers that cannot be delegated, and regulates more closely board composition, functioning and committees. In particular, in case the chairman of the board is also executive, non-executive directors should elect a lead independent director. Audit, nomination and remuneration committees in Spain will need to have at least two independent directors, and will have to be separated into two different committees. In addition, companies are required to publish annual corporate governance report and audit committee report with established format. Lastly, directors in serious conflict of interest that cause breaching of their fiduciary duty may be liable to compensate the company for the damages caused as well as return the amount resulting from the conflict of interest.

Enhanced powers for shareholders but reduced rights to disclosure

Shareholders are in general given more voice and powers with respect to certain specific transactions (namely acquisitions or disposal of assets which correspond to more than 25% of the total assets), as well as in regard of the governance of the company. Shareholders are entitled to a closer supervision of the board of directors: the minimum holding required for exercising minority rights is brought down to 3% (from 5%) and shareholders can instruct directors on management issues.
In addition, a number of other provisions are included and regulate different aspects of the provisions resolutions can be challenged for three months, although this right is limited to shareholders who hold at least 0.1% of the share capital and to certain reasons for challenging. Lastly, shareholders in conflict of interest can be deprived of their right to vote in most serious cases.
On the other hand, companies can refuse to provide information requested; this provision is actually in line with European directives, which state that refusal to disclose information in any case cannot include remuneration issues. In addition, shareholders can be made liable in case there is misuse or abuse of received information.

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Researcher: Manel del Rio
Email: pircresearch@pirc.co.uk

PIRC

Pensions & Investment Research Consultants Limited
6th Floor
9 Prescot Street
London E1 8AZ

Tel: 020 7247 2323
Fax: 020 7247 2457
http://www.pirc.co.uk

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