

GAMESA CORPORACION TECNOLOGICA SA

MEETING DATE	Tue, 20 Jun 2017 12:00 pm	TYPE	AGM	ISSUE DATE	Tue, 06 Jun 2017
MEETING LOCATION	Auditorium of the Building 101 (Barco Building) of the Technological Park of Bizkaia, Zamudio (Vizcaya), Ibaizabal Bidea				
CURRENT INDICES	PIRC Global				
SECTOR	Renewable Energy Equipment				

PROPOSALS		ADVICE
1	Approve Financial Statements Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. No serious governance concerns have been identified.	For
2	Approve the Management Report Disclosure is acceptable and the report was made available sufficiently before the meeting. No serious corporate governance concerns have been identified. Triodos supports this resolution.	For
3	Discharge the Management Standard proposal. No serious governance concerns have been identified.	For
4	Approve the Dividend The Board proposes a dividend of EUR 0.11 per share. The dividend is covered by earnings. Acceptable proposal.	For
5	Re-Elect Luis Javier Cortes Dominguez Independent Non-Executive Director.	For
6	Re-Elect Markus Tacke Chief Executive Officer. Support recommended.	For
7	Re-Elect Michael Sen Non-Executive Director, not considered to be independent as he represent Siemens, which is the majority shareholder of the Company. There is insufficient independent representation on the Board.	Oppose
8	Re-Elect Rodriguez Carlos Quiroga Menendez Director-Secretary of the Board of Directors and Legal Counsel. Support recommended.	For
9.1*	Amend Article 1 It is proposed to amend the Article 1 of the Articles of Association in order to change the Company name. The amendment is due to the merger occurred between the Company and Siemens AG on April 3, 2017. The proposed Company name is "Siemens Gamesa Renewable Energy, S.A.". Acceptable proposal.	For
9.2*	Amend Article 17 It is proposed to amend the Article 17 of the Articles of Association. Under the amendment the General Shareholders' Meeting may be held either in the current location, that is the municipality of Zamudio, or in the municipality of Bilbao. No serious concerns.	For
9.3*	Amend Article 49 It is proposed to amend Article 49 of Articles of Association in order to modify the fiscal year of the Company accordingly to the new reality of the group after the effectiveness of the Merger. It is proposed to modify the current fiscal year so that, hereinafter, it will commence on 1 October of each year and end on 30 September of the next year. As an exception to the foregoing, the fiscal year commencing on 1 January 2017 will be a nine-month period ending on 30 September 2017. Acceptable proposal.	For

9.4*	Approve the new text of the By-Laws It is proposed to modify the Articles of Association accordingly to the previous resolution. Standard proposal.	For
10.1*	Amend regulation of the General Meeting: Articles 1 and 5 It is proposed to amend the Articles 1 and 5 of the regulation of the General Meeting in order to reflect the Company name modification proposed under Resolution 9.1. Acceptable proposal.	For
10.2*	Amend regulation of the General Meeting: Article 19 It is proposed to amend the Article 19 of the regulation of the General Meeting in order to reflect the modification of the Company's meeting location under Resolution 9.2. Acceptable proposal.	For
10.3*	Approval of the new regulation of the General Meeting It is proposed to modify the regulation of the General Meeting accordingly to the previous resolution. Standard proposal.	For
11	Appoint the Auditors EY proposed. Non-audit fees represented 9.63% of audit fees during the year under review and 18.41% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.	For
12	Approve Remuneration Policy It is proposed to approve the remuneration policy with a binding vote. Although variable remuneration appears to be consistently capped, there are excessiveness concerns as the total potential variable remuneration exceed 200% of the salary. In addition, the Company has not disclosed quantified targets or performance criteria for its variable remuneration component, which may lead to overpayment against underperformance. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. On balance, Triodos abstain this resolution.	Abstain
13	Delegation of powers to implement agreements adopted by Shareholders at the General Meeting Standard Resolution	For
14	Approve the Remuneration Report It is proposed to approve the remuneration report with an advisory vote. The payout is in line with best practice, under 200% of the fixed salary. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. However, the Company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. On balance, Triodos abstain this resolution.	Abstain

*** = Special resolution**

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 1 - Approve Financial Statements

In November 2014, the Directive 2014/95/EU was published and Member States will have until end of 2016 to transpose the Directive into national legislation and companies will start reporting as of their financial year 2017. The Directive has legislative relevance for all the European Economic Area and as such should be implemented also by members of the European Free Trade Association. Under the Directive, companies should provide disclosure of non-financial information (policy and practice) in the annual report or on a separate report, made available at the latest 6 months after the date of the balance sheet. The European Commission has been tasked with publishing non-binding reporting guidelines by December 2016. Although the provisions contained in the Directive are not yet binding, they are considered to set the bar of best practice. PIRC maintains that corporations should not passively abide by minimum standards set in regulation, but actively exceed minimum thresholds and seek best practice. PIRC will accurately monitor the presence and the quality of non-financial information.

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