

## SIEMENS GAMESA RENEWABLE ENERGY SA

<b>MEETING DATE</b>	Wed, 27 Mar 2019 12:00	<b>TYPE</b>	AGM	<b>ISSUE DATE</b>	Mon, 18 Mar 2019
<b>MEETING LOCATION</b>	Mitxelena Auditorium of Bizkaia Aretoa in Bilbao, Avenida Abaindoibarra 3,				
<b>CURRENT INDICES</b>	FTSE EuroFirst				
<b>SECTOR</b>	Renewable Energy Equipment				

<b>PROPOSALS</b>		<b>ADVICE</b>
<b>1 Approve Financial Statements</b>	Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. Triodos supports this resolution.	<b>For</b>
<b>2 Receive the Directors Report</b>	Disclosure is considered adequate and the report was made available sufficiently before the meeting. Triodos supports this resolution.	<b>For</b>
<b>3 Approve Sustainability Report</b>	Disclosure is considered adequate and the report was made available sufficiently before the meeting. The Company's Sustainability programme is considered to be adequate in order to minimize the impact from material non-financial risks and aiming at better performance. Triodos supports this resolution.	<b>For</b>
<b>4 Discharge the Board</b>	Standard proposal. No serious governance concerns have been identified. Triodos supports this resolution.	<b>For</b>
<b>5 Approve the Dividend</b>	The Board proposes a dividend of EUR 0.02567 per share. The dividend is covered by earnings. Acceptable proposal.	<b>For</b>
<b>6 Elect Miguel Angel Lopez Borrego as Director</b>	Non-Executive Director. Not considered independent as the Director is Chairman and CEO of Siemens (Spain) which is a significant shareholder of the Company. There is sufficient independent representation on the Board. Triodos supports this resolution.	<b>For</b>
<b>7 Elect Pedro Azagra Blazquez as Director</b>	Independent Non-Executive Director. Triodos supports this resolution.	<b>For</b>
<b>8 Elect Rudolf Krammer as Director</b>	Independent Non-Executive Director. Triodos supports this resolution.	<b>For</b>
<b>9 Reelect Andoni Cendoya Aranzamendi as Director</b>	Independent Non-Executive Director. He is chair of the Remuneration committee which is not fully independent which Triodos does not support.	<b>Oppose</b>
<b>10 Reelect Gloria Hernandez Garcia as Director</b>	Independent Non-Executive Director. Triodos supports this resolution.	<b>For</b>
<b>11 Appoint the Auditors</b>	EY proposed. Non-audit fees represented 0.00% of audit fees during the year under review and 1.42% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.	<b>For</b>

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| <b>12 Approve Remuneration Policy</b>   | <b>Abstain</b> |
| <p>It is proposed to approve the remuneration policy with a binding vote. Although variable remuneration appears to be consistently capped, there are still excessiveness concerns as variable remuneration can potentially exceed 200% of salary. However, 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 abstains this resolution.</p>   |                |
| <b>13 Amend Restricted Stock Plan</b>   | <b>Oppose</b>  |
| <p>The Board proposes the approval of a new executive incentive plan. Under the plan, participants will be allotted shares or rights to shares. Performance targets have not been quantified at this time, which makes an informed assessment impossible and may lead to (partial) payment against (partial) failure.</p> <p>LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the Company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute Company underperformance and long-term share price falls. They are also a significant factor in reward for failure.</p> <p>Triodos opposes this resolution.</p>   |                |
| <b>14 Authorize Board to Ratify and Execute Approved Resolutions</b>  | <b>For</b>     |
| <p>Standard resolution.</p>   |                |
| <b>15 Advisory Vote on Remuneration Report</b>  | <b>Oppose</b>  |
| <p>It is proposed to approve the annual report on remuneration of Executive and Non-Executive Directors with an advisory vote. The Company discloses all elements of remuneration for Executives and Non-Executives. The payout is in line with best practice, under 200% of the fixed salary. 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. It is noted that, there are claw back clauses in place over the entirety of the variable remuneration component. Due to lack of disclosure, Triodos opposes this resolution.</p> |                |
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Researcher: Menelaous Paloumpis  
Email: [pircresearch@pirc.co.uk](mailto:pircresearch@pirc.co.uk)

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Pensions & Investment Research Consultants Limited  
8th Floor, Suite 8.02, Exchange Tower  
2 Harbour Exchange Square  
E14 9GE

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

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