

Annual Report 2015

03 Corporate Governance



ABENGOA

Innovative technology solutions for sustainability

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01 Annual report on corporate governance of the listed public limited companies



A. Ownership structure

A.1 Complete the following table on the company's share capital:

Date of Last Modification	Share capital (€)	Number of shares	Number of voting rights
26-10-2015	1,840,954.98	941,533,858	9,204,774,877

Indicate whether there are different types of shares with different associated rights:

Yes

Class	Number of shares	Nominal unit	Unit number of voting rights	Different rights
A	83,467,081	0.02	100	Without different rights
B	858,066,777	0.0002	1	See section H "Other Information of Interest" at the end of the report.

A.2 List the direct and indirect holders of significant ownership interests in your Company at year-end, excluding Directors:

Personal or Corporate name of the Shareholder	Number of direct voting rights	Indirect voting rights		% of total voting rights
		Direct owner of shares	Number of voting rights	
Inversión Corporativa, I.C, S.A.	4.197.517.040	Finarpisa, S.A.	568,379,032	45.60 %
Finarpisa, S.A.	568,379,032	-	-	6.17 %

Indicate the most significant movements in the shareholding structure of the company during the year:

Not applicable

Personal or Corporate name of the Shareholder	Date of transaction	Description of transaction
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A.3 Complete the following tables on company board members with voting rights through company shares:

Personal or Corporate name of the Director	Number of direct voting rights	Indirect voting rights		% of total voting rights
		Direct owner of shares	Number of voting rights	
José Domínguez Abascal	636,000	0	0	0.007
Antonio Fornieles Melero	16,400	0	0	0.000
Joaquín Fernández de Piérola Marín	0	0	0	0.000
Jose Joaquín Abaurre Llorente	9,870	0	0	0.000
José Luis Aya Abaurre (passed away on 12 February 2016)	465,301	0	0	0.005
Javier Benjumea Llorente	404,352	0	0	0.004
José Borrell Fontelles	71,695	0	0	0.001
Mercedes Gracia Díez	2,500	0	0	0.000
Ricardo Hausmann	7,250	0	0	0.000
Ricardo Martínez Rico	2,565	0	0	0.000
Claudi Santiago Ponsa	20,800	0	0	0.000
Ignacio Solís Guardiola	1,768,000	0	0	0.020
Alicia Velarde Valiente	41,600	0	0	0.000

See section H "Other Information of Interest" at the end of the report.

% total of voting rights held by the Board of Directors	0,037
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Complete the following tables regarding the Company's Board of Directors with rights over company shares:

Personal or Corporate name of the Director	Number of direct rights	Indirect rights		Number of equivalent shares	% of total voting rights
		Direct owner	Number of voting rights		

A.4 Indicate, where applicable, any family, business, contractual or corporate relations between owners of significant shareholdings, insofar as these are known by the company, unless they bear little relevance or arise from ordinary trading or course of business:

Personal or related Corporate Name	Type of relationship	Brief description
Inversión Corporativa, I.C., S.A Finarpisa, S.A.	Societal	Inversión Corporativa, I.C., S.A holds 99,99 % shares in Finarpisa, S.A.

A.5 Indicate, where applicable, any commercial, contractual or corporate relations between owners of significant shareholdings on the one hand, and the company and/or its group on the other, unless these bear little relevance or arise from ordinary trading or course of business:

Not applicable

Personal or related Corporate Name	Type of relationship	Brief description
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A.6 Indicate whether any shareholders' agreements affecting the company have been communicated to the company pursuant to Art. 530 and 531 of Spanish Corporate Law. If so, provide a brief description and list the shareholders bound by the agreement:

Yes

Participants of the agreement	% of equity capital affected	Brief description of pact
Finarpisa, S.A. Inversión Corporativa, I.C., S.A.	56.369 %	<p>On November 9, 2011, Inversión Corporativa IC, SA and Finarpisa SA signed an agreement to regulate the exercise of their respective voting rights in the general meetings of Abengoa in relation to the proposal, appointment, ratification, re-selection or substitution of the Director to represent First Reserve Corporation.</p> <p>This agreement was communicated to the CNMV as a relevant fact on 9 November 2011, under record no. 153062.</p> <p>By virtue of said agreement, Inversión Corporativa IC, SA and Finarpisa SA jointly agreed to vote in favor of: (a) the appointment of the candidate proposed to said Board to serve as Director designated by investor based on the co-optation procedure; and (b) the proposal to recommend the shareholders of Abengoa, during the next general meeting, to appoint, if need be, a replacement for the Director designated by investor on the Board of Directors.</p> <p>(ii) to vote in the corresponding general meeting of shareholders of Abengoa for the appointment of the candidate proposed by the Investor</p> <p>(iii) FRC or any of its subsidiaries holding Abengoa class B shares or any other instrument convertible in, or exchangeable for, Abengoa Class B shares may not propose or ask the Board of Directors to recommend that the shareholders make any kind of changes to the Company Bylaws which may adversely affect the equality rights of Class B shares and Class A shares as envisaged in the Bylaws.</p>

Participants of the agreement	% of equity capital affected	Brief description of pact
Finarpisa, S.A. Inversión Corporativa, I.C., S.A.	56.369 %	<p>On August 27, 2012, Inversión Corporativa IC, SA and its subsidiary, Finarpisa SA, amended the shareholders' agreement with the Abengoa shareholder, First Reserve Corporation.</p> <p>The amendment to this agreement was communicated to the CNMV as a relevant fact on 27 August 2012, under record no. 172757.</p> <p>The amendment was that FRC or any of its subsidiaries holding Abengoa class B shares or any other instrument convertible in, or exchangeable for, Abengoa Class B shares, issued in accordance with the Investment Agreement stipulations or with any other transaction document, may not propose or ask the Board of Directors to recommend that the shareholders make any kind of changes to the Company Bylaws which may adversely affect the equality rights of Class B shares and Class A shares as regards the distribution of dividends or analogous such as envisaged in the Bylaws. That they shall vote against such a proposal if submitted by any other shareholder or by the Board of Directors".</p>

Participants of the agreement	% of equity capital affected	Brief description of pact
Abengoa, S.A. Inversión Corporativa, I.C., S.A.	56.369 %	<p>On August 27, 2012, Abengoa S.A. entered into a shareholder agreement with its top shareholder, Inversión Corporativa, I.C., S.A. by virtue of which the latter warrants and undertakes the following, directly or indirectly, through its subsidiary, Finarpisa S.A.</p> <p>This agreement was communicated to the CNMV as a relevant fact on 27 August 2012, under record no. 172756.</p> <p>By virtue of said agreement, Inversión Corporativa, I.C., S.A., either directly or indirectly through its subsidiary Finarpisa S.A., agrees:</p> <p>(i) To vote in favor of the agreements regarding points 2nd, 3rd, 4th, 5th, 6th and 7th on the Agenda of the Shareholders' General assembly held on September 30, 2012, as long as it is first verified that the aforementioned agreements are approved by the majority of the shareholders of another class other than those of Inversión Corporativa;</p> <p>(ii) to not exercise its voting rights except up to a maximum of 55.93 % in cases in which, as a result of the exercise of the rights of conversion of Class A shares into Class B shares expected to be included in the Corporate Bylaws, the total percentage of the voting rights it holds are increased over the company's entire voting rights</p> <p>(iii) that the percentage of the number of shares with voting rights held at all times (whether such shares are Class A or Class B) over the company's total number of shares not be at any time lower than one fourth of the percentage of the voting rights that said shares may allocate to Inversión Corporativa in relation to the company's total number of voting rights; and that, should such be the case, Class A share should be transferred or converted into Class B, in the amount deemed necessary to sustain such proportion</p>

See section H "Other Information of Interest" at the end of the report.

Specify whether the company is aware of the existence of any concerted actions among its shareholders. If so, provide a brief description:

Not applicable

Participants of concerted action % of equity capital affected Brief description of agreement

Expressly indicate any amendments to, or terminations of such accords or concerted actions during the year:

No

A.7 Indicate whether any individual or corporate body currently exercises, or could exercise control over the company pursuant to Article 5 of the Spanish Securities Market Act. If so, please identify:

Yes

Personal or Corporate Name
Inversión Corporativa, I.C, S.A.
Comments
Inversión Corporativa, I.C, S.A. is the direct holder of 45.68 % of the equity capital of Abengoa, S.A. and an indirect holder of 6.17 % through its subsidiary, Finarpisa S.A. Inversión Corporativa, I.C, S.A. is bona fide owner of the 99.99 % shares of Finarpisa S.A.

A.8 Complete the following tables on the company's treasury stock:

At year end:

Number of direct shares	Number of indirect shares (*)	% Total on Capital Stock
5,662,480 (Class A shares)	5,662,480	6.152 %
0 (Class B shares)	0	0 %
5,662,480 (Total shares)	0	6.152 %

(*) Held through:

Name or corporate name of indirect holder of shares	Number of direct shares
Total:	

Provide details of any significant changes during the year, in accordance with Royal Decree 1362/2007:

Explain significant changes			
Communication Date	Total of direct shares acquired	Total of indirect shares acquired	% total on capital stock
08-01-2015	92,489,200	0	1.008
28-01-2015	91,948,018	0	1.002
24-02-2015	93,839,020	0	1.023
31-03-2015	95,088,362	0	1.037
08-04-2015	93,662,601	0	1.021
30-04-2015	94,168,947	0	1.027
14-05-2015	115,969,777	0	1.260
17-06-2015	95,142,700	0	1.033
23-07-2015	92,442,800	0	1.070
17-08-2015	98,408,800	0	1.088
27-08-2015	93,450,000	0	1.016
15-09-2015	92,210,100	0	1.003

A.9 Provide details of the conditions and current timeframes that shareholders confer upon the Board of Directors to issue, repurchase or transfer treasury stock.

The Ordinary General Meeting of Shareholders held on March 29 2015 authorized the Board of Directors to buy back the Company's shares, of any of the classes of shares stipulated in the company Bylaws, either directly or through its subsidiary or investor companies up to the maximum permitted by current laws at a rate set between one hundredth part of a euro (€ 0.01) as a minimum and twenty euros (€ 20) as maximum, with the specific power of substitution in any of its members. Said power shall remain in force for five (5) years from this very date, subject to article 144 and following of the Spanish Corporate Law. This authorization expressly includes the acquisition of shares that must be delivered directly to the company's employees or the option rights to which they are entitled. Thus, the authorization conferred upon the Board of Directors for the same purposes, by virtue of the decision taken at the Shareholders' Ordinary General Meeting held on Sunday, April 06, 2014, was specifically revoked.

On November 19 2007, the company signed a Liquidity Agreement regarding Class A shares with Santander Investment Bolsa, S.V. In replacement of said Liquidity Agreement, on January 10 2013, the company signed a Liquidity Agreement regarding class A shares, pursuant to the conditions set forth in Circular 3/2007, of December 19, of the CNMV. This Liquidity Agreement has been suspended since September 28 2015.

On November 8 2012, the company signed a Liquidity Agreement regarding Class B shares, with Santander Investment Bolsa, S.V., pursuant to the conditions set forth in Circular 3/2007, of December 19, of the CNMV. This Liquidity Agreement was terminated on April 21 2015.

As of December 31 2015, treasury stock amounted to 5,662,480 shares, all of which were Class A.

Regarding transactions performed during the financial year, the acquired treasury stock amounted to 86,671,439, out of which 9,997,508 were Class A and 76,673,931 Class B, and treasury stock sold amounted to 122,633,224, out of which 9,885,560 were Class A while 112,747,664 were Class B, The net result of the transactions amounted to 35,961,785 shares.

A.9 bis Estimated Floating Capital:

	%
Estimated Floating Capital	67.5 %

A.10 Indicate whether there are any restrictions on the transferability of stocks and/or any restrictions on the voting rights. In particular, issue report on the existence of any kind of restrictions that could impede complete takeover of the company through the acquisition of its shares on the market.

No

Description of the Restrictions

A.11 Indicate whether the General Shareholders’ Meeting agreed to implement any neutralization measures to prevent public takeovers pursuant to the provisions of Law 6/2007.

No

Where applicable, explain the approved measures and terms under which restrictions will be rendered ineffective:

A.12 Indicate whether the company has issued securities not negotiated on the community regulated market.

Yes

If so, indicate the various classes of shares and, for each class of shares, the rights and obligations entailed therein.

Class B shares are also listed in NASDAQ Global Select Market through “American Depositary Shares” represented by “American Depositary Receipts” (with five class B shares interchangeable by one American Depositary Share).

The ADS (American Depositary Shares) on Class B Shares of Abengoa, S.A. have been officially admitted for trade on the Nasdaq, American electronic stock market, since 17 October 2013.

B General meeting

B.1 Indicate and list the differences, if any, between the quorum required and what is set forth in the Spanish Corporate Law (LSC) for convening the General Shareholders' Meeting.

No

	% of quorum different to that set forth in art. 193 of the Spanish Corporate Law for general cases	% of quorum different to that set forth in art. 194 of the Spanish Corporate Law for special cases of art. 194 LSC
Quorum required in 1st call		
Quorum required in 2nd call		
Description of the differences		

B.2. Indicate and list the differences, if any, with regards to the system contemplated in Spanish Corporate Law (LSC) for signing corporate agreements

No

Describe how it is different from the system set forth in the LSC.

	Reinforced majority different to that set forth in article 201.2 of the Spanish Corporate Law for cases outlined in art 194.1 LSC	Other reinforced majority cases
% established by the company for signing agreements		
Describe the differences		

B.3 Indicate the rules applicable to the amendment of the company's bylaws. In particular, the majority required to amend the bylaws and, where applicable, the legal provisions for the protection of partner rights regarding the amendment of the bylaws shall be communicated.

Article 13 of the rules and regulations of the General Meeting establishes a special quorum that may enable the ordinary or extraordinary general assembly to validly agree on bond issuance, on capital increase or decrease, on changing, merging or splitting of the company and, in general, on any amendments whatsoever to the Bylaws, thus requiring, on the first call, the attendance of shareholders present or represented with at least fifty percent of the subscribed equity with voting rights. On the second call, only requiring the attendance of twenty-five percent of said capital. In the event of the attendance of shareholders with less than twenty-five percent of the subscribed capital with voting rights, decisions may only be taken with the favorable votes of two thirds of the capital present or represented in the Meeting".

Article 8 of the bylaws establishes certain rules and regulations for the purpose of protecting minority shareholders in bylaw amendment matters:

"1st Separate voting in matters regarding the amendment of bylaws or agreements and other operations that may negatively affect class B shares.

Bylaw or agreement amendments that may directly or indirectly damage or negatively affect the pre-emptive rights or privileges of class B shares (including any amendments to the precautionary bylaws regarding class B shares or any agreements that may damage or negatively affect class B shares in comparison with class A shares, or that may benefit or favorably affect class A shares in comparison with class B shares) shall require, in addition to being approved pursuant to the stipulations of these bylaws, the approval of a majority of class B shares in circulation at the time. For explanatory but by no means limiting purposes, said precaution shall entail as follows: the elimination or amendment of the precautions set forth herein on the principles of proportionality between the number of shares representing class A shares, those of class B and those of class C (if previously issued) over the total of the company's shares in the issuance of new shares or securities or instruments that may give rise to conversion, exchange or acquisition, or in any other manner, that may suppose a right to receive the company's shares; the partial or total exclusion, of a non-egalitarian nature for shares of class A, class B and class C (as the case may be), of the pre-emptive and other analogous rights that may be applicable by Law and by these bylaws; the repurchase or acquisition of the company's own shares that may affect class A shares, class B shares

and class C shares (as the case may be), in non-identical manner, in terms and conditions, in price or otherwise therein, and which may exceed what is produced under the framework of ordinary operation of treasury stock or which may cause amortization of shares or the reduction of capital in non-identical manner for class A, class B or class C shares (as the case may be); the approval of the company's structural modification that does not amount to treatment identity in all of its aspects for class A and class B shares; the exclusion of the shares of the company from trading on any secondary stock exchange or securities market except through the presentation of an offer of acquisitions for the exclusion from trading as envisaged in the considerations for the class A, class B and class C shares (as the case may be); the issuance of class C or of any other class of preferred or privileged shares that may be created in future.

For that purpose, separate voting rights shall not be required for the various existing classes of shares to decide on whether to totally or partially exclude, as the case may be, the pre-emptive and other analogous rights that may be applicable pursuant to the Law and to these bylaws, simultaneously and identically for class A, class B and, as the case may be, class C shares. "

[...]

"2nd Separate voting in matters regarding the amendment of bylaws or agreements and other operations that may negatively affect class C shares

Notwithstanding Article 103 of the Spanish Corporate Law, amendments of bylaws or agreements that may directly or indirectly damage or negatively affect the pre-emptive rights or privileges of class C shares (including any amendments to the precautionary bylaws relating to class C shares or to any agreement that may damage or negatively affect class C shares in comparison with class A and/or class B shares, or that may benefit or favorably affect class A and/or class B shares in comparison with class C shares) shall require, in addition to approval pursuant to the stipulations of these bylaws, approval by a majority of class C shares in circulation at the time. For explanatory but by no means limiting purposes, said precaution shall entail as follows: the elimination or amendment of the precaution set forth herein on the principles of proportionality between the number of shares representing class A shares, those of class B (if previously issued) and those of class C over the total of the company's shares in the issuance of new shares or securities or instruments that may give rise to conversion, exchange or acquisition, or otherwise, that may suppose a right to receive the company's shares; the partial or total exclusion, of a non-egalitarian nature for shares of class A and/or class B and class C of the pre-emptive and other analogous rights that

may be applicable by Law and these bylaws; the repurchase or acquisition of the company's own shares that may affect class A and/or class B shares with regards to class C shares, in non-identical manner, in terms and conditions, in price or in any other manner, and which may exceed what is produced under the framework of ordinary operation of treasury stock or which may cause amortization of shares or reduction of capital in non-identical manner for class A, class B (as the case may be) and class C shares; the approval of the company's structural modification that does not amount to treatment identity in all of its aspects for class A, class B shares (as the case may be) with regards to class C; the exclusion of the shares of the company from trading on any secondary stock exchange or securities market except through the presentation of an offer of acquisitions for the exclusion from the trading as envisaged in the considerations for class A, (class B as the case may be) and class C shares; the issuance of any other class of preferred or privileged shares that may be created in future.

Notwithstanding the provisions of Article 293 of the Spanish Corporate Law, whatever the case may be, the Company's agreements on capital increase under whichever modality and under any formula that may give rise to the first issuance of class C shares shall, in addition to its approval in accordance with the legal provisions and with Article 29 of these Bylaws, require the approval of the majority of class B shares that may be in circulation."

See section H "Other Information of Interest"

B.4 Give details of attendance at general shareholder meetings held in the financial year to which this report refers and also in the previous financial year:

Attendance Data					
Date of General Shareholders' Meeting	% of physical presence	% of proxy	% of absentee voting		Total
			Electronic voting	Other	
10-10-2015	64.399	3.328	0.0012	0.400	68.130
29-3-2015	64.651	6.784	0.00	0.305	71.74
6-4-2014	7.172	65.014	0.00	0.00	72.186

B.5 Indicate whether there are any restrictions in the Bylaws establishing a minimum number of shares needed to attend the General Shareholders' Meeting:

Yes

Number of shares required for attendance at the General Shareholders' Meeting	375
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See section H "Other Information of Interest"

B.6 Section repealed.

B.7 Indicate the address and how to access the company's website to obtain corporate governance and General Shareholders' Meeting information that should be made available to the shareholders through the company's website.

The address of the Abengoa SA website is www.abengoa.com/es and all the necessary and updated information relating to shareholders meetings can be found under the section of Shareholders and Corporate Governance.

The complete link to be followed:

http://www.abengoa.es/web/es/accionistas_e_inversores/juntas_generales/

In compliance with the provisions of article 539.2 of the Spanish Corporate Law, Abengoa approved the regulations for the electronic forum for shareholders in order to facilitate communication between shareholders regarding convening and holding all of the general shareholders' meetings. Shareholders may send the following prior to each general meeting:

- › Proposals intended for inclusion as part of the agenda outlined in the call for the general shareholders' meeting.
- › Requests for the inclusion of said proposals.
- › Initiatives to reach the required percentage to exercise minority voting rights
- › Requests for voluntary representation.

C Structure of the company's governing body

C.1 Board of Directors

C.1.1 Indicate the maximum and minimum number of Directors stipulated in the company bylaws:

Maximum number of Directors	16
Minimum number of Directors	3

C.1.2 Complete the following table with the Directors of the board:

Personal or Corporate Name of Director	Representative	Category of the Director	Seat on the Board	Date of 1st appt.	Date of last appt.	Election procedure
Mr. José Domínguez Abascal		Executive	Chairman	23/09/2015	10/10/2015	Appointed by co-optation and subsequently ratified and appointed in Shareholders' Meeting
Mr. Antonio Fornieles Melero		Independent	Vice-chairman Coordinating Director	19/01/2015	29/03/2015	Appointed by co-optation and subsequently ratified and appointed in Shareholders' Meeting
Mr. Joaquín Fernández de Piérola Marín		Executive	Director and General	27/11/2015	27/11/2015	Appointed by co-optation
Mr. José Joaquín Abaurre Llorente		Proprietary	Director	25/06/1988	7/04/2013	Voting Rights in Shareholders' Meetings
Mr. José Luis Aya Abaurre (passed away on 12 February 2016)		Proprietary	Director	25/06/1983	7/04/2013	Voting Rights in Shareholders' Meetings
Mr. Javier Benjumea Llorente		Executive	Director	25/06/2013	7/04/2013	Voting Rights in Shareholders' Meetings
Prof. Mr. José Borrell Fontelles		Independent	Director	27/07/2009	7/04/2013	Voting Rights in Shareholders' Meetings
Prof. Ms. Mercedes Gracia Díez		Independent	Director	12/12/2005	6/04/2014	Voting Rights in Shareholders' Meetings
Mr. Ricardo Martínez Rico		Independent	Director	24/10/2011	1/04/2012	Voting Rights in Shareholders' Meetings
Mr. Ricardo Hausmann		Independent	Director	6/04/2014	6/04/2014	Voting Rights in Shareholders' Meetings
Mr. Claudi Santiago Ponsa		Proprietary	Director	23/02/2012	1/04/2012	Voting Rights in Shareholders' Meetings
Mr. Ignacio Solís Guardiola		Proprietary	Director	15/04/2007	29/03/2015	Voting Rights in Shareholders' Meetings
Ms. Alicia Velarde Valiente		Independent	Director	6/04/2008	1/04/2012	Voting Rights in Shareholders' Meetings

Total number of Directors

13

Indicate the terminations that occurred on the Board of Directors during the period being reported:

Personal or Corporate name of the Director	Category of the Director at the time of removal	Leaving date
Aplidig, S.L. (Mr. José B. Terceiro)	Executive	29/01/2015
Mr. Manuel Sánchez Ortega	Executive	27/07/2015
Mr. Felipe Benjumea Llorente	Executive Chairman	23/09/2015
Ms. María Teresa Benjumea Llorente	Proprietary	10/10/2015
Mr. Fernando Solís Martínez-Campos	Proprietary	10/10/2015
Mr. Carlos Sundheim Losada	Proprietary	10/10/2015
Mr. Santiago Seage Medela	Executive	27/11/2015

See section H "Other Information of Interest"

C.1.3 Complete the following tables on the Directors and their different categories:

Executive directors	
Personal or corporate name of the Director	Position within the company structure
Mr. José Domínguez Abascal	Chairman
Mr. Joaquín Fernández de Piérola Marín	Director and General Director
Mr. Javier Benjumea Llorente	Director

Total number of Executive Directors	3
Total % of Directors	23.08 %

Independent directors

Personal or corporate name of the Director	Profile
Mr. Ignacio Solís Guardiola.	Inversión Corporativa, I.C., S.A.
Mr. José Joaquín Abaurre Llorente	Inversión Corporativa, I.C., S.A.
Mr. José Luis Aya Abaurre (passed away on 12 February 2016)	Inversión Corporativa, I.C., S.A.
Mr. Claudi Santiago Ponsa	First Reserve Corporation

Total number of proprietary Directors	4
% Total of Board of Directors	30.77 %

External independent directors

Personal or corporate name of the Director	Profile
Mr. Antonio Fornieles Melero	Antonio Fornieles Melero has focused almost his entire professional career on auditing. He joined the Spanish Institute of Chartered Accountants in 1987 and was appointed associate in KPMG in 1994. He was subsequently appointed as member of the firm's Partners Board, auditing manager for KPMG Spain and Chief Operations Officer for global auditing. Until he joined Abengoa, Antonio Fornieles Melero was responsible for the middle market program for all KPMG Spain offices. In January 2015, he was appointed Second Vice-Chairman and Coordinating Director of Abengoa; a position which he currently holds. He graduated with a Bachelor's Degree in Economics and Business Studies from the Complutense University of Madrid and a Diploma in Senior Leadership in Business Management from San Telmo International Institute. He has been a professor in the Faculty of Economics and Business Studies at the University of Cadiz, regularly lectures and gives talks in different universities and professional corporations on issues related to financial information, business management and corporate governance and ethics.
Prof. Mr. José Borrell Fontelles	Professor of Introduction of Economic Analysis at the Complutense University of Madrid. Aeronautical Engineering at the Polytechnic University of Madrid, Doctorate in Economics, Master's Degree in Operational Research from Stanford University, Master's Degree from the French Institute of Petroleum in Paris. He worked as an engineer for the Spanish Petroleum Company (1972-1981). Between 1982 and 1996 he was successively appointed Secretary-General for Budgetary Affairs, Secretary of State for Finance and Minister for Public Works, Telecommunications, Transport and the Environment. In the first half of his term in office between 2004 and 2009 he was elected President of the European Parliament and in the second half Chairman of the Development Assistance Committee.
Ms. Alicia Valarde Valiente	He studied in the ICE Pablo VI School where she finished with Honors. She completed a Bachelor's Degree in Law (1983-1987) in the San Pablo Center of University Studies (Complutense University) and obtained 21 Honors, 3 Distinctions and 1 Excellent for the 25 modules. In October 1987 she began preparing for the competitive exams to join the Spanish Association of Notaries under the guidance of Mr. Juan Bolás Alfonso. She sat the exam in 1990 and gained a place as notary after the first round of exams in April 1991. Since then she has worked in several notary offices and as of 2001 in Tarancón (Madrid). Meanwhile, since passing the competitive exams, she was delegated responsibility by Mr. Juan Bolás (appointed Dean of the School) to prepare Group No. 1 of candidates competing to become Notary Publics from the Madrid Academy of Preparation for Notaries, and has been carrying out this role since 2006. In the 1994-1995 academic year she began to teach classes on Civil Law in the Francisco de Vitoria University and continued doing so until 1999 (when her third child was born). Since 1999 she has continued to work closely with the university, giving guest lectures on the Master's Degree on Canon Law under the guidance of Mr. José M ^a Iglesias Altuna.
Prof. Ms. Mercedes Gracia Díez	Professor of Econometrics at the University Center of Financial Studies (CUNEF). She graduated from the Autonomous University of Madrid in 1978 with a Bachelor's Degree in Economics and completed a PhD in Economics at New York University in 1986. She has carried out her academic work in the Complutense University of Madrid (on leave since 2011) and has had several scientific papers published in international journals. She served as the Director of Balance Sheet Management at Caja Madrid from 1996 to 1999 and Head of the Economics and Law Division of the Interministerial Commission for Science and Technology from 1993 to 1996.
Mr. Ricardo Martínez Rico	Ricardo Martínez Rico is a founding member of Equipo Económico (2006) and has been serving as its Executive Chairman since 2008. Under his leadership the company offers strategic consultancy services to clients thanks to professional and personalized advice based on extensive knowledge of the economic, financial, tax and legal-regulatory spheres. Formerly, between 2005 and 2006, he directed the Economic and Commercial Office of Spain in Washington, with hands-on participation in commercial negotiations, analysis of American economy and support for Spanish companies in their incorporation to the American market, particularly through investments. He is also responsible for relations with multinational financial institutions: International Monetary Fund, World Bank and Inter-American Development Bank. After successfully executing public duties associated with various significant roles within the Ministries of Economy and Finance, at the start of 2003 he was appointed Secretary of State for Budgetary Affairs and Expenses. In this position, he managed and oversaw one of the largest portfolios of the Spanish Government, with a budget in excess of € 250 billion and a team of more than 3,000 people. He promoted four fundamental laws for Budgetary Consolidation in Spain. Alongside these efforts, he propelled liberalization policies, privatizations, private funding of infrastructure and structural reforms of the Spanish economy, all of which had extremely positive impacts on Spanish economic growth. He was also the Spanish representative in the European Committee on Budgets and in the European Commission on Regional Policy. He actively takes part in debates on international economy and economic policy in the media, specialist journals and seminars, and Spanish and North American business schools. He is one of the main drivers behind the RCC at Harvard Executive Program. This program focuses on the analysis of building a competitive advantage in the global market It is held every year at Harvard Business School and is now up to its thirteenth edition. He also sits on the Board of Directors of several Spanish companies. He is a Commercial Expert and State Economist (currently on voluntary leave). After studying in the German Institutes of Bilbao and Valencia (Colegio Alemán), he graduated in Business from the University of Zaragoza, both times obtaining the outstanding end-of-course award. He furthered his training in the London School of Economics, Harvard Kennedy School of Government and Wharton Business School.
Mr. Ricardo Hausmann	Professor Ricardo Hausmann, Venezuelan economist and academic, is the current Director of the Center for International Development and Professor at Harvard University. He formerly served as the first Chief Economist of the Inter-American Development Bank, where he created the Research Department. He also served in the capacity as Minister of Planning of Venezuela and as a member of the Board of the Central Bank of Venezuela. He was Professor of Economics at the IESA [Institute for Advanced Administration Studies] in Caracas, where he founded the Center for Public Policy.

Total number of independent external Directors	6
% Total of Board of Directors	46.15 %

Indicate whether any director classified as independent receives any amount or benefit from the company or from his/her own group, in any concept other than in remuneration as Director, or whether he/she maintains or has maintained a business relation with the company or with any company within its group during the last financial year, in his/her own name or as significant shareholder, Director or top executive of a company that maintains or has maintained such relationship.

As the case may be, the board shall include a statement outlining the reasons why it deems that said Director can perform his/her duties in the capacity as independent Director.

Personal or Corporate name of the Director	Description of relationship	Reasoned statement
Mr. Ricardo Martínez Rico	Service agreement signed between Abengoa S.A. and Equipo Económico S.L. by virtue of which said company is obliged to provide integral and strategic consultancy services for Abengoa and other companies within its group. Mr. Ricardo Martínez Rico is Chairman of Equipo Económico S.L.	In accordance with the definition of Independent Director, Mr. Ricardo Martínez Rico fulfils the independence requirements necessary for him to perform his duties in his capacity of independent director, since the money received is not significant in comparison with the yearly turnover of Equipo Económico.

Other external directors

Other external Directors will be identified and reasons will be explained as to why they cannot be considered independent or proprietary, and their connections with the company, its executives or shareholders will be outlined:

Not applicable

Personal or Corporate name of the Director	Reasons	Company, executive or shareholder with which the connection is held
Total number of other external Directors		
% Total of Board of Directors		

Indicate the variations, as the case may be, that occurred during the period in the category of each Director:

Personal or Corporate name of the Director	Date of Change	Previous category	Category
José Domínguez Abascal	27/11/2015	proprietary	Executive

See section H “Other Information of Interest”

C.1.4 Complete the following table with the information on the number of female Directors for the last four financial years, including the nature of such Directors:

	Number of Female Directors				% of total of Directors in each category			
	Financial Year t	Financial Year t-1	Financial Year t-2	Financial Year t-3	Financial Year t	Financial Year t-1	Financial Year t-2	Financial Year t-3
Executive	0	0	0	0	0	0	0	0
Proprietary	0	1	1	1	0	14.28	14.28	12.5
Independent	2	2	2	2	33.33	40	50	50
Other External	0	0	0	0	0	0	0	0
Total:	2	3	3	3	15.38	18.75	20	20

C.1.5 Explain, where applicable, the measures taken by the company to ensure that females are included on the Board of Directors in a number that allows for a balanced representation of men and women.

Explanation of the measures

Six of the members that comprised the Board of Directors at the closing of the financial year were independent and two of those are female. The Appointments and Remunerations Commission promotes the inclusion of females on to the Board of Directors, specifically focusing on the posts of independent Directors since the rest of the other member-posts that make up the Board are proprietary Director posts whose selections do not directly depend on the Commission. Thus, Abengoa ensured that the number of women is representative based on the number of independent members by applying the policy established in Article 1 of the regulations of the Appointments and Remunerations Commission which specifically outlines the quest for equal opportunities: “Article 1 - Composition and Structure”. [...] [] “The Appointments and Remunerations Commission shall establish procedures and, in the event of new vacancies, shall ensure that:

- › a) The selection process for board vacancies has no implicit bias against female candidates;

- › b) The company makes a conscious effort to include female candidates that meet the professional profile sought.”

It is the responsibility of the Appointments and Remunerations Commission to notify the Board about any issues of gender diversity. It is also obliged to establish a representation target for the less represented sex in the Company’s Board of Directors and draft guidelines on how to achieve this target.

Moreover, through the company’s Equality Framework Plan, Abengoa has defined a corporate strategy in the field of equal rights between male and female. Thus, all Abengoa companies and work centers take and use this Plan as a reference for developing and approving their own. In 2009, to ensure the practice of these values, Abengoa created the Equal Opportunity and Treatment Office (OITO) under the Equality Framework Plan. The mission of this office is to advocate gender equality with the whole organization, promoting, developing and managing the Equality Framework Plan and all plans associated with it.

In addition, the company created the Equal Opportunity and Treatment Commission, chaired by the Human Resources Director and integrated by the HR heads from the various areas and geographical locations of the business, as well as by the CSR director as permanent members, for the purpose of worldwide follow-up, and subsequent development of the issues relating to equal opportunity among male and female employees of Abengoa

C.1.6 Explain any measures that the Appointments Commission may have agreed upon to ensure that selection procedures refrain from implicit bias that would otherwise impede the selection of female directors, and that the company purposefully seeks to include and includes female candidates that meet the professional profile sought:

Explanation of the measures

The Appointments and Remunerations Commission objectively and transparently assesses the potential candidates based on merit criteria, promoting male and female equality and rejecting all kinds of direct or indirect discrimination based on sex.

The Commission, which includes women in its rank and file, assesses the competencies, knowledge and experience that the Board requires, and defines the aptitude and functions sought in the candidates to occupy the vacancy in question, evaluating the time and dedication such candidates may require to be able to diligently perform their duties, and then decide by majority vote.

If in spite of implementing the measures, as the case may be, the number of female Directors is still scarce or non-existent, explain the reasons to justify such circumstance:

Explanation of Reasons

Not applicable

C.1.6.bis Explain the conclusions reached by the Appointments Commission with regard to the verification of compliance with the director selection policy. And specifically, with regard to how this policy is pursuing the goal of having at least 30 % of total board places occupied by women directors before the year 2020.

Not applicable, as the company did not have a director selection policy for the financial year 2015.

C.1.7 Explain the manner in which shareholders with significant shares are represented on the board.

Shareholders with significant shares are represented by proprietary (dominion) Directors who exercise their functions based on the company’s code of conduct and on the other regulations deemed applicable to all members of the board.

C.1.8 Explain, where applicable, the reasons why proprietary directors were appointed at the request of shareholders with stakes amounting to less than 3 % of the share capital:

Personal or Corporate name of the Shareholder	Reason
First Reserve Corporation (Mr. Claudi Santiago Ponsa)	<p>On 9 November, 2011, Inversión Corporativa IC S.A. and Finarpisa SA, in the capacity of shareholders of Abengoa, signed an agreement to regulate the exercise of their respective voting rights in the Abengoa general shareholders' meetings regarding the proposal, appointment, ratification, re-selection or substitution of the Director to represent First Reserve Corporation.</p> <p>By virtue of said commitment, among other things, Inversión Corporativa I.C., S.A. and Finarpisa, S.A., jointly agreed on the following:</p> <p>(i) to vote on the following through their representatives on the Board of Directors of Abengoa: (a) the appointment of the candidate proposed to said board to serve as Director designated by investor based on the co-optation procedure envisaged in the Spanish Corporate Law; and (b) the proposal to recommend that during the next meeting of the general Meeting the Shareholders of Abengoa appoint, as the case may be, a replacement for the Director designated by investor on the Board of Directors.</p> <p>(ii) to vote in the corresponding general assembly of shareholders of Abengoa in favor of the appointment of the candidate proposed by Investor to serve as investor's representative on the Board of Directors.</p>

Detail any failure to address formal requests for board representation made by shareholders with stakes equal to or exceeding that of others at whose request proprietary members were appointed. If so, explain the reasons why the request was not carried out:

Not applicable

Personal or Corporate name of the Shareholder	Reason

C.1.9 Indicate whether any Director resigned from his/her post before the end of term of office, if reasons were given to the Board and if so, how, and, if reasons were given in writing, explain the reasons given, at least, by the Director him/herself:

Name of Board Member	Reason for resignation
Aplidig, S.L. (Mr. José B. Terceiro)	Submitted his resignation in writing dated 19/01/2015 without stating his reasons
Mr. Manuel Sánchez Ortega	Submitted his resignation in writing to the Secretary of the Board of Directors dated 27/07/2015 as a result of undertaking a new professional position
Mr. Felipe Benjumea Llorente	Submitted his resignation in writing to the Board of Directors dated 23/09/2015 as a result of his resignation as Executive Chairman and partly due to certain commitments made by the Company with certain financial bodies
Ms. María Teresa Benjumea Llórente	Submitted her resignation in writing to the Chairman of the Board of Directors dated 10/10/2015 partly due to certain commitments made by the Company with financial bodies
Mr. Fernando Solís Martínez-Campos	Submitted his resignation in writing to the Chairman of the Board of Directors dated 10/10/2015 partly due to certain commitments made by the Company with financial bodies
Mr. Carlos Sundheim Losada	Submitted his resignation in writing to the Chairman of the Board of Directors dated 10/10/2015 partly due to certain commitments made by the Company with financial bodies
Mr. Santiago Seage Medela	Submitted his resignation in writing to the Board of Directors dated 27/11/2015 as a result of starting work for Abengoa Yield plc as Managing Director

C.1.10 Indicate, where applicable, the powers delegated by any Chief Executive Officers:

Personal or Corporate name of the Director	Brief description
Mr. José Domínguez Abascal (Executive Chairman)	All powers of the Board except those of a legal and statutorily non-delegable nature

See section H "Other Information of Interest"

C.1.11 Identify, where applicable, the Directors holding administrator or management posts in other companies forming part of the company group listed on the stock market:

Personal or Corporate name of the Director	Corporate name of entity of group	Post	Does he/she hold executive responsibilities?
Mr. José Domínguez Abascal	Abengoa Solar, S.A.	Physical representative of Abengoa S.A.	No
	Sociedad Inversora en Energía y Medioambiente, S.A.	Physical representative of Abengoa S.A.	No
	Europea de Construcciones Metálicas, S.A.	Physical representative of Abengoa S.A.	No
	Abeinsa Ingeniería y Construcción Industrial, S.A.	Director	No
	Abengoa Energy Crops, S.A.	Director	No
	Fotovoltaica Solar Sevilla, S.A.	Director	No
	Abengoa Biotechnology Research S.A.	Director	No
	Abengoa Solar Research S.A.	Director	No

Personal or Corporate name of the Director	Corporate name of entity of group	Post	Does he/she hold executive responsibilities?	
Mr. Joaquín Fernández de Piérola Marín	Abengoa Servicios, S.A. de C.V.	Chairman	No	
	Gestión Integral de Recursos Humanos, S.A.	Chairman	No	
	Abengoa Concessions, S.L.	Chairman	Yes	
	Abengoa Concessions Investments, Ltd.	Director	Yes	
	Abengoa México O&M, S.A. de C.V.	Chairman	No	
	Abeinsa Monterrey VI, S.A. de C.V.	Chairman	No	
	Servicios Auxiliares de Administrativos Tabasco, S.A. de C.V.	Chairman	No	
	Consultora de Servicios y Proyectos Centronorte, S.A. de C.V.	Chairman	No	
	Concesionaria del Acueducto El Zapotillo, S.A. de C.V.	Alternate Executive Chairman	No	
	Construcciones Metálicas Mexicanas Comemsa, S.A. de C.V.	Chairman	No	
	Abengoa Servicios Industriales, S.A. de C.V.	Chairman	No	
	Abeinsa Juárez N-III, S.A. de C.V.	Chairman	No	
	Mr. Javier Benjumea Llorente	Abengoa Bioenergía, S.A.	Chairman	No

C.1.12 Provide details, where applicable, of company Directors who also sit on the boards of other entities listed on different official stock markets to their group, of which the company is aware:

Mr. Antonio Fornieles Melero is a member of the Board of Directors of the company Oryzon Genomycs, S.A.

Personal or Corporate name of the Director	Corporate name of the listed entity	Post
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C.1.13 Indicate, and if so, explain whether the company has established rules regarding the maximum number of Boards on which its own Directors may sit:

No

Explanation of the rules

See section H “Other Information of Interest”

C.1.14 Section repealed.

C.1.15 Indicate the overall remuneration of the Board of Directors:

Comprehensive remuneration of the Board of Directors (in thousands of euros)	32,213
Amount of the comprehensive remuneration for the concept of accumulated pension entitlements for current directors (in thousands of euros)	0
Amount of the comprehensive remuneration for the concept of accumulated pension entitlements for former directors (in thousands of euros)	0

C.1.16 Identify any senior management staff member who is not also an executive Director and indicate the total remuneration they received during the financial year:

Personal or Corporate name	Post
Alfonso González Domínguez	Director of Ingeniería y Construcción Industrial and Iberoamérica
Antonio José Vallespir de Gregorio	Director of Abengoa Bioenergía
Carlos Cosin Fernández	Director of Abengoa Water
Manuel Doblaré Castellano	Director of Abengoa Research
Armando Zuluaga Zilbermann	Director of Abengoa Solar
Enrique Aroca Moreno	General Director of Simosa IT
Daniel Alaminos Echarri	Secretary General
Miguel Ángel Jiménez-Velasco Mazarío	Director of Compliance
Álvaro Polo Guerrero	Director of Human Resources

Personal or Corporate name	Post
Luis Fernández Mateo	Director of Organizations and Budget
Jesús Ángel García-Quílez Gómez	Co-CFO Financial Markets
Juan Carlos Jiménez Lora	Director Planning and Control and Remunerations
Luis Enrique Pizarro Maqueda	Director of Internal Audits
Enrique Borrajo Lovera	Director of Consolidation
Ignacio García Alvear	Co-CFO Capital Markets & IR
German Bejarano García	Director of International Institutions Relations

Total remuneration for senior management (in thousands of euros)	€ 7,163 thousand euros
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C.1.17 Identify, where applicable, the Directors of the Board who are also Directors of the Board for significant shareholding companies and/or entities of their group:

Personal or Corporate name of the Director	Corporate name of significant shareholder	Post
Mr. José Domínguez Abascal	Inversión Corporativa, IC, S.A.	Director
Mr. Javier Benjumea Llorente	Inversión Corporativa, IC, S.A.	Director
Mr. José Luis Aya Abaurre (passed away on 12 February 2016)	Inversión Corporativa, IC, S.A.	Director
Mr. José Joaquín Abaurre Llorente	Inversión Corporativa, IC, S.A.	Director
Mr. Ignacio Solís Guardiola	Inversión Corporativa, IC, S.A.	Director

See section H “Other Information of Interest”

Provide details, where applicable, of any relevant relations other than those contemplated in the previous section, between members of the Board of Directors and significant shareholders and/or group entities:

Not applicable

Personal or Corporate name of associate Director	Personal or Corporate name of significant associate Director	Description of relationship

C.1.18 Indicate whether any of the rules and regulations of the board were amended during the financial year:

Yes

Description of amendments

By virtue of the Board of Directors' decision taken on January 19 2015, Article 22 of the Board of Directors Regulations was amended to add the following paragraph:

"The Board of Directors will be entitled to designate the lead independent director referred to in article 529 septies of the Spanish Corporate Law as second vice-chairman of the Board of Directors".

Likewise, by virtue of the Board of Directors' decision taken on February 23 2015, the Board of Directors Regulations were amended to fully adapt the content thereof to the most recent reforms of the Spanish Corporate Law and, in particular, to add the latest improvements in terms of corporate governance introduced by Law 31/2014 dated December 3, whereby the Spanish Corporate Law is amended to improve corporate governance; to update references made in the regulations to repealed law or that to which the Company as of today's date is not subject; and in general terms, to standardize the terminology used throughout the Articles of the Regulations.

In particular, it was agreed upon to remove the preamble and amend articles 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 14, 16, 17, 18, 19, 20, 21, 22, 23, 26, 27, 28 and 29 of the Board of Directors' Regulations as well as to draft the Revised Text thereof.

Lastly, by virtue of the Board of Directors' decision made on 23 September 2015, article 30 was added to the Board of Directors' Regulations in order to regulate the creation of the Investment Commission:

"Article 30. Investment Commission

The Board of Directors shall establish and sustain an Investment Commission to be governed by the following provisions:

- › (a) The Investment Commission shall comprise a minimum of three directors appointed by the Board of Directors, at the proposal of the Executive Chairman of the Board and following a report from the Appointments and Remunerations

Commission. The majority of the appointed directors should be external independent Directors. The Board of Directors shall also appoint a Chairman from among the independent directors that make up the Commission. The post of Secretary of the Investment Commission shall be undertaken by whoever carries out the post of Technical Secretary-General of the Company or by the person who, as the case may be, appoints the Board of Directors for such purpose.

- › (b) The members of the Investment Commission shall exercise their posts while their appointment as directors of the Company remains in force, unless otherwise agreed by the Board of Directors. The renewal, reelection and designation of the directors of the Investment Commission shall be governed by the terms of agreement reached by the Board of Directors.
- › (c) Notwithstanding any other obligations that may be assigned at any time by the Board of Directors, the Investment Commission shall be responsible for:
 - (i) Controlling and monitoring commitments for capex. Capex is defined as the investment in capital or equivalent instruments in projects which require cash outflow of the Company. To this end, the Investment Commission must propose, prior to approval by the Board of Directors, any investment commitment for capex in new projects. The Commission shall have sole authorization to propose new capex investments in new projects to the Board of Directors. The Board of Directors shall abstain from approving any capex investment projects that have not been proposed by the Commission.
 - (ii) Follow-up of the budget and external capex objectives that the Company has established at each moment.
 - (iii) Reporting on the commitments to increase and reduce financial debt and follow-up the Company's financial deleveraging policy.
 - (iv) Reporting on the dividend distribution policy and the amendments thereof.
- › (d) The Investment Commission may operate according to the rules that, where applicable, are defined by the Board of Directors in a specific regulation."

See section H "Other Information of Interest"

C.1.19 Indicate the procedures for the selection, appointment, reappointment, appraisal and removal of Directors. Provide details of the authorized bodies, the procedures to follow and criteria to use in each of the procedures.

The Appointments and Remunerations Commission is the competent body for drafting, insofar as independent directors are concerned, and reporting on, in the case of all other directors, the proposal to be presented to the Board of Directors for appointment by co-optation or for subsequent submission before the General Shareholders' Meeting, as well as proposals for their re-election or discharge by the General Shareholders' Meeting, applying criteria of independence and professionalism set forth in the Board of Directors' Regulations and the Commission's Regulations, and ensuring that they hold the recognized creditworthiness and suitable knowledge, prestige and professional experience to perform their duties.

The performance appraisal of the Board of Directors and its Commissions is overseen and organized by the Appointments Commission through substantiated reports filed to the Board during the meeting held in the following first quarter, after the previous financial year-end and after obtaining or at least knowing the accounting estimate for the financial year closing and upon receipt of the auditor's report since both are essential as assessment criteria, proposing, based on the result of the appraisal, a plan of action to correct the identified shortcomings.

With regards to the procedures for selecting and appointing independent Directors, the Appointments and Remunerations Commission is the body in charge of selecting profiles that best represent the needs of the different interest groups among professionals of different fields and of renowned national and international prestige. The procedure for selecting them is based on merits and on the intention to cover any vacancy with professional profiles that are not linked to any specific interests.

Thus, the Appointments and Remunerations Commission performs annual inspections to verify the sustenance of the conditions met for the appointment of the Director and the nature and typology assigned to said member, and then includes the information in the annual report on corporate governance. The Appointments Commission likewise strives to ensure that the selection procedures for filling vacancies refrain from implicit biases that may hinder the inclusion of females that fit the required profile among the potential candidates. Its functions also include reporting to the Board of Directors on appointments, re-elections, terminations and remuneration for senior management, as well as proposing to the Board the general remuneration policy and incentives for Directors and senior management, individual remuneration of Directors, the other contractual terms and conditions of each Executive Director and the basic contractual conditions for senior management, as well as informing the Board of Directors beforehand on all proposals to be submitted to the General Shareholders' Meeting for the appointment or dismissal of Directors, even in cases of co-optation by the Board of Directors itself.

C.1.20 Explain to what extent the annual evaluation of the Board has led to important changes being made to its internal structure and the procedures applicable to its activity:

There were no significant amendments made as a result of the annual evaluation of the Board.

Description of amendments

C.1.20.bis Describe the evaluation process and the areas assessed by the Board of Directors with support, where applicable, from an external consultant, with regards to its diversity and competencies, the operation and composition of its commissions, the performance of the Executive Chairman of the Board of Directors and the Chief Executive Officer of the company, as well as the performance and contribution of each director.

The evaluation was carried out from two clearly defined and different perspectives: that of the Board of Directors and its commissions, and the individual performance of directors.

› Performance of the Board of Directors and its commissions

With the intention of gathering the opinions and concerns of directors with regard to certain significant issues in terms of the performance of the Board of Directors and its commissions, the Secretaries of the Board of Directors and the Appointments and Remuneration Commission have sent all Abengoa directors (acting in that capacity and, where applicable, as members of commissions to which they have been appointed) a questionnaire.

The main assessment indicators of the questionnaires distributed to directors of the company are as follows:

- › (a) The members of the governing body are aware of the changes in the business environment and are kept abreast of all developments with regard thereto.
- › (b) The members of the governing body are aware of the strategic direction of the business.
- › (c) The members of the governing body are regularly informed by senior management of any progress made regarding the Company's strategic plan.
- › (d) The members of the governing body are informed of and participate in the resolution of Company problems.

- › (e) The profiles of members making up the governing body are adequate to address the needs of the Company, providing added value and representing the interests of different stakeholders.
- › (f) The members of the governing body are aware of the Company's primary risks.
- › (g) The members of the governing body receive the necessary documentation regarding business development and participate therein.
- › (h) The members of the governing body have access to reports on the work carried out by the commissions.

In addition, as part of the performance assessment of the Board of Directors and its commissions, the Chairwoman of the Appointments and Remuneration Commission held individual meetings with Abengoa directors (acting in that capacity and, where applicable, as members of commissions to which they have been appointed).

Furthermore, the Secretary of the Appointments and Remuneration Commission collected the information deemed necessary from the Secretary of the Board of Directors and the respective secretaries of the Board of Directors' commissions, having provided them with attendance forms for the respective meetings held.

In the performance assessment of the Board of Directors and its commissions, the Appointments and Remuneration Commission also took account of the first-hand knowledge acquired by the members of the aforementioned commission through serving in the capacity as members of the Company's Board of Directors and of the commissions to which each one is appointed.

- › Individual performance assessment of directors

With the aim of assessing the individual performance of the Abengoa directors, the Chairman of the Appointments and Remuneration Commission held various working sessions with the Chairman of the Board of Directors and the Chairmen of the commissions. During these working meetings, they conducted detailed analyses of the participation and individual performance of each Company director in light of their roles and responsibilities which, depending on the different categories to which they belong, are assigned to them by law and the Company's internal corporate governance regulations.

C.1.20.ter Give details of, where applicable, any business dealings that the consultant or any members of its corporate group maintain with the company or members of its corporate group.

Not applicable

C.1.21. Indicate the cases where Directors are obliged to resign.

In accordance with the provisions in article 13 of the Board of Directors' Regulations, Directors are removed from office when the term for which they were appointed comes to an end, and in all other cases deemed appropriate by Law, the Bylaws or the Board of Directors' Regulations.

Directors are obliged to surrender their posts to the Board of Directors and to formalize their resignation, if the board deems it convenient, in the following cases:

- › (a) If they fall within any of the grounds for incompatibility or prohibition as prescribed by the law.
- › (b) If deemed severely liable by any public authority for infringing upon their obligations as Directors.
- › (c) If the Board itself requests so due to a Director having infringed upon his/her obligations

See section H "Other Information of Interest"

C.1.22. Section repealed.

C.1.23 Does the company require reinforced majorities other than the legal majorities for any type of decision?:

No

If so, provide a description of the differences.

C.1.24 Explain whether or not there are specific requirements other than those relating to Directors to be appointed Chairman of the Board of Directors.

No

Description of the differences

C.1.25 Indicate whether or not the Chairman has the deciding vote:

Yes

Matters in which there is a deciding vote

In the event of draws.

C.1.26 Indicate whether or not the bylaws or board regulations establish any age limit for Directors:

No

Age limit for Chairperson	Age limit for Chief Executive	Age limit for Director
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C.1.27 Indicate whether or not the bylaws or board regulations establish a limited mandate for independent Directors, other than that established by the law:

No

Maximum number of years of mandate	
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C.1.28 Indicate whether or not the Bylaws or the Board of Directors' Regulations establish specific regulations for delegating voting rights on the Board of Directors, how it is done and, in particular, the maximum number of delegations that may be conferred upon a Director, as well as whether or not any restriction has been established with regard to the categories in which it is possible to delegate, beyond the constraints imposed by the legislation. Where applicable, give a brief outline of these regulations.

Article 10 of the Board of Directors' Regulations governs the delegation of voting rights in the following way:

"Members of the Board of Directors may only delegate their representation to another member of the Board. Non-executive Directors may only be represented by other non-executive members of the Board of Directors. Representation of absent Directors may be

granted by means of written communication of any nature addressed to the Chairmanship, which is sufficiently competent to accredit the representation granted and the identity of the represented Director.

C.1.29 Indicate the number of board meetings held during the financial year. Likewise indicate, where applicable, the number of times the Board met without the Chairman in attendance. Proxies granted specific instructions for meetings shall be counted as attendances.

Number of board meetings	42
Number of board meetings without the attendance of the Chairman	0

If the Chairman is an executive director, indicate the number of meetings held, without the attendance or representation of any executive director and under the chairmanship of the Coordinating Director.

Number of meetings	0
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Indicate the number of meetings held by the different board commissions during the financial year:

Number of meetings of the Executive Commission	Not applicable
Number of meetings of the Audit Commission	12
Number of meetings of the Appointments and Remunerations Commission	12
Number of meetings of the Appointments Commission	Not applicable
Number of meetings of the Remunerations Commission	Not applicable
Number of meetings of the Strategy and Technology Commission	4
Number of meetings of the Investment Commission	1

C.1.30 Indicate the number of Board meetings held during the financial year with all members in attendance. Proxies granted specific instructions for meetings shall be counted as attendances:

Number of meetings with all members in attendance	31
% of attendance of the total amount of votes throughout the financial year	76.19

C.1.31 Indicate whether or not the individual and consolidated financial statements submitted for approval to the Board of Directors have been previously certified:

Yes

Identify, where applicable, the person(s) who has/have certified the individual and consolidated financial statements to be prepared by the Board:

Name	Post
Enrique Borrajo Lovera	Director of Consolidation

C.1.32 Explain the mechanisms, if any, put in place by the board of directors to prevent the board-prepared individual and consolidated financial statements from being presented at the general shareholders' meeting with reservations in the audit report.

The risk control system, the internal auditing services and the audits commission, to which the others report, are set up as frequent and regular monitoring and supervision mechanisms that prevent and, if appropriate, resolve potential situations which, if not addressed, could lead to incorrect accounting treatment. Thus, the Audit Commission receives regular information from the external auditor on the Audit Plan and on the results of its execution, and ensures that senior management acts on its recommendations.

See section H "Other Information of Interest"

C.1.33 Does the Secretary of the Board hold the status of the Director?

No

If the Secretary does not hold the status of the Director, complete the following table:

Personal or Corporate name of the Secretary	Representative
Mr. Daniel Alaminos Echarri	NA

C.1.34 Section repealed.

C.1.35 Indicate, where applicable, the specific mechanisms established by the company to preserve the independence of the external auditors, financial analysts, investment banks and rating agencies.

Article 27 of the Board of Directors' Regulations establishes that the role of the Audit Commission is to ensure the independence of the external auditor, which includes, among other matters, ensuring that the Company and the auditor respect the regulations in force with regard to the provision of services other than those concerning auditing, the limits on the focus of the auditor's services, and in general, other regulations in place to ensure independence of auditors.

In any case, the Audit Commission should annually receive from external auditors the declaration of their independence from the company or companies related directly or indirectly.

See section H "Other Information of Interest"

Insofar as financial analysts and investment banks are concerned, the company has an internal application procedure in place with three tenders for the procurement thereof; in turn the company draws up a mandate letter where the exact terms and conditions of the procured work are outlined.

Insofar as rating agencies are concerned, the Company has the rating from the three current agencies with their corresponding mandate letters.

C.1.36 Indicate whether the company changed its external auditor during the financial year. If so, identify the incoming and outgoing auditors:

No

Outgoing auditor	Incoming auditor

In the event of disagreements with the outgoing auditor, please provide details:

No

Explanation of the disagreements

C.1.37 Indicate whether or not the auditing firm carries out other tasks for the company and/or its corporate group other than those of an auditing nature. If this is the case, state the amount of fees received for these tasks and the percentage of the fees invoiced to the company and/or its corporate group:

Yes

	Company	Group	Total
Fees for non-audit work (in thousands of euros)	376	2.063	2.439
Fees for non-audit work/total amount invoiced by the audit firm (in %)	72 %	36 %	63 %

C.1.38 Indicate whether or not the audit report of the annual financial statements for the previous financial year contain reservations or qualifications. If so, indicate the reasons given by the Chairman of the Audit Commission to explain the content and scope of these reservations or qualifications.

No

Explanation of the reasons

C.1.39 Indicate the number of financial years that the current auditing firm has completed continuously carrying out the audits of the annual financial statements of the Company and/or its corporate group. In addition, indicate the percentage represented by the number of financial years audited by the current auditing firm over the total number of financial years in which the annual financial statements have been audited:

	Company	Group
Number of continuous financial years subject to audit	4	4
Number of financial years audited by the current auditing firm / Number of financial years that the Company has been audited (in %)	0.16	0.16

C.1.40 Indicate and, where applicable, provide detail of the procedure whereby Directors can avail of external expertise:

Yes

Explanation of the reasons

The Board of Directors has access to external, legal or technical consultants, depending on its needs, which may or may not be arbitrated through the Secretary of the Board. The second paragraph of Article 19 of the Regulations of the Board of Directors sets forth that:

“Through the Chairperson of the Board of Directors, Board Members shall be empowered to submit a proposal by majority to the Board of Directors to engage the services of a legal, accounting, technical, financial, commercial or any other kind of consultants deemed necessary in the interests of the Company to provide assistance in the exercise of their duties in dealing with specific problems of certain magnitude and complexity linked with the exercise of such duties”.

C.1.41 Indicate and, as the case may be, provide detail of the procedure by which Directors can obtain the necessary information in advance to prepare for meetings of the governing bodies:

Yes

Explanation of the reasons

Availability of the information before each Board meeting via an online platform that can be accessed by all of the Directors. In addition, via this platform Directors have access at all times to consult the internal regulations and basic legislation applicable to the role and responsibility of the Director, which offers them sufficient knowledge of the Company and its internal rules.

C.1.42 Indicate and, where applicable, provide detail of whether the company established rules that oblige directors to report and, where appropriate, resign in cases where the image and reputation of the company may be at stake:

Yes

Explain the rules

Article 13 of the Board of Directors’ Regulations sets forth the following: “Directors are obliged to surrender their posts to the Board of Directors and to formalize their resignation, if the board deems it convenient, in the following cases: (a) If they fall within any of the grounds for incompatibility or prohibition as prescribed by law; (b) If deemed severely liable by any public authority for infringing upon their obligations as Directors; and (c) If the Board itself requests so due to a Board member having infringed upon his/her obligations as Director.”

Section (q) of Article 14.2 of the same Regulation also establishes the obligation of the directors to inform the company of all legal and administrative claims and of any other claims that, given the magnitude, may severely affect the reputation of the company.

See section H “Other Information of Interest”

C.1.43 Indicate whether any member of the Board of Directors has informed the company that they have been tried or formally accused of any of the offences stipulated in Article 213 of the Spanish Corporate Law:

No

Name of Board Member	Criminal Case	Comments
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Indicate whether the Board of Directors analyzed the case. If answered yes, explain with reasons the decision taken on whether or not the Director should continue in his/her post or, where applicable, state the actions taken or plan to be taken by the Board of Directors until the date of this report.

Not applicable

Decision taken/action carried out	Reasoned explanation
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C.1.44 Provide details of the significant agreements implemented by the company which enter into force, whether amended or expired as a result of a change of control in the company deriving from a takeover bid, and their effects.

The Company has not implemented any significant agreements that enter into force, whether amended or expired as a result of a change of control in the Company deriving from a takeover bid.

While it is true that the Company has signed agreements in which change of control clauses are set forth, these clauses are not necessarily triggered as a result of a takeover bid but rather in the event that “control” of the Company is obtained. Control is understood as the ability or power (whether it be by share ownership, power of attorney, contract, agency or any other way) to (i) vote for or control the vote of more than 50 % of voting rights that may be exercised in the Company’s General Meeting; (ii) appoint or dismiss more than 50 % or all members of the Company’s Administrative Body; or (iii) establish guidelines on the Company’s operating and financial policies that must be complied with by administrators or equivalent staff; or ownership of more than 50 % of capital in the form of common shares or any other type that, where applicable, hold voting rights. These agreements may be terminated in the event of a change of majority control, not necessarily triggered by a takeover bid.

C.1.45 Identify in aggregate terms and provide details of the agreements reached between the company and its directors and management or employees which contain guarantee or protection clauses or provide for compensation in the event of resignation or unfair dismissal or if the contractual relationship terminates due to a takeover bid or any other type of transaction.

Number of beneficiaries	
2	
Type of beneficiary	Description of the agreement
Chief Executive (Mr. Joaquín Fernández de Piérola Marín)	The business contract of the Chief Executive entitles him to compensation of an amount equivalent to 100% of the remuneration received by the aforementioned in the previous financial year, both in the event of early termination of his contractual relationship with the company (where not due to non-compliance of any obligations corresponding to the Chief Executive or exclusively due to his will) and compensation due to a post-contractual non-competition agreement. Both types of compensation are incompatible. As a result, if the Chief Executive receives severance pay due to early termination, he/she would not be entitled to receive compensation due to a non-competition agreement. Any breach of this non-competition obligation shall, at all times, lead to the compensation sum received by the Chief Executive being given back, regardless of the reason why it was received.

Number of beneficiaries	2
Type of beneficiary	Description of the agreement
Executive Chairman (Mr. José Domínguez Abascal)	The Executive Chairman's business contract entitled him, in the event that the company were to dismiss him, to choose between (i) severance pay due to early termination/post-contractual non-competition agreement, which in the case of the Executive Chairman amounted to a sum equivalent to 100% of the remuneration accrued in the previous financial year, or reinstatement in his previous position. Additionally, the Executive Chairman's business contract entitled him to receive, as a one-off compensation payment corresponding to the 2016 financial year, a sum equal to the gross amount of his fixed annual remuneration which is 700,000 euros, subject to the following during the 2016 financial year: -An agreement being reached with the financial and/or commercial creditors in the process of restructuring the company's balance sheet; and/or -An agreement being reached with investors, where applicable, for them to become Abengoa shareholders or which, in some way, strengthens the structure of the company capital and/or provides a solution for the current financial situation the company is faced with, in one or both of these cases, preventing the company from having to declare insolvency proceedings during the 2016 financial year or, if not prevented, enabling the company to regain solvency and halt the proceedings, also during the 2016 financial year.

See section H "Other Information of Interest"

Indicate whether or not these agreements must be communicated to and/or approved by the bodies of the Company or its corporate group:

	Board of Directors	General Meeting
Body that authorizes the clauses	X	

	YES	NO
Is the General Meeting informed about the clauses?	Yes, through the Annual Remuneration Report.	

Number of beneficiaries	
Type of beneficiary	Description of the agreement

C.2 Commissions of the Board of Directors

C.2.1 Give details of all Commissions of the Board of Directors, their members and the proportion of executive, proprietary, independent or other external directors comprising them:

Not applicable

Executive commission

Name	Post	Category
% of executive Directors		
% of proprietary Directors		
% of independent Directors		
% of external Directors		

Explain the functions that are assigned to this Commission, describe the procedures and rules for organization and operation thereof and summarize its most important actions during the financial year.

Not applicable

Indicate whether or not the composition of the executive commission reflects the participation of the different categories based on their category on the board:

Not applicable

If not, explain the composition of the executive commission.

Audit commission

Name	Post	Category
Mr. Antonio Fornieles Melero	Chairman	Independent
Prof. Mr. José Borrell Fontelles	Member	Independent
Ms. Alicia Velarde Valiente	Member	Independent
Prof. Ms. Mercedes Gracia Díez	Member	Independent

% of proprietary Directors	0
% of independent Directors	100
% of external Directors	0

Explain the functions that are assigned to this Commission, describe the procedures and rules for organization and operation thereof and summarize its most important actions during the financial year.

The Audit Commission shall be exclusively made up of non-executive Directors appointed by the Board of Directors; two of which, at least, should be independent Directors and one of them will be appointed in light of his/her knowledge and experience in accounting, auditing or both.

They will meet whenever necessary to carry out their duties or once every quarter, at least. The Commission shall also meet whenever convened by the Chairman, on his own initiative or at the request of any of the members, who may also suggest that the Chairman include a certain issue in the agenda of the following meeting.

The agreements established by the Audit Commission will be adopted in a fair fashion when the majority of the members present or represented in the meeting vote in favor thereof. In the event of draws, the Executive Chairman shall cast the deciding vote.

The following duties, among others, are assigned to the Audit Commission:

- › 1. To report on the Annual Accounts, as well as on the quarterly and half-yearly financial statements that must be issued to the regulatory or supervisory bodies of the securities markets, with express mention of the internal control systems, verification of compliance and monitoring through internal audit and, when applicable, on the accounting criteria applied.
- › 2. To inform the Board of Directors of any change in the accounting criteria, and any risks either on or off the balance sheet.

- › 3. To inform the General Shareholders' Meeting about any matters or questions which arise on issues within its power.
- › 4. To propose the appointment of external financial auditors to the Board of Directors for subsequent submission before the General Shareholders' Meeting.
- › 5. To oversee internal auditing services. The Commission will have full access to internal auditing and will report on the selection, dismissal, renewal and removal process of its director, on the setting of his/her salary scale, as well as the budget for this department.
- › 6. To know the process of the Company's financial reporting and internal monitoring systems.
- › 7. To liaise with the external auditors in order to obtain information on any matters that could jeopardize their independence and on any other matters that may be in relation to the financial auditing process.
- › 8. To summon the Directors it deems appropriate to the meetings of the Commission to report on issues to the extent the Audit Commission deems fit.
- › 9. To prepare annual reports on the activities of the Audit Commission itself and to include it in the Management Report.
- › 10. With respect to internal control and reporting systems:
 - (a) To monitor the preparation process and the integrity of the financial report with regard to the Company and, where applicable, the group of which Abengoa is parent company (hereinafter, the "Group"), verifying compliance with legal requirements and the correct application of accounting criteria, and appropriately specifying the scope of consolidation.
 - (b) To periodically revise the internal control and risk management systems so that the main risks, including those of a tax nature, are identified, managed, and properly disclosed, as well as to discuss significant shortcomings of the internal control system identified in the audit with the financial auditor.
 - (c) To supervise and ensure the independence and effectiveness of the duties of internal audits, with full access thereto; to propose the selection, appointment, re-selection and dismissal of heads of internal audits; to propose the budget for said unit, and set the salary scale of its Director; to obtain regular information on the activities and the budget of the unit; and to ensure that the senior management considers the conclusions and recommendations in its reports.

- (d) To establish and supervise a mechanism by which the staff may confidentially and, if necessary, anonymously report any irregularities, especially those of a financial or accounting nature, detected in the course of their duties, with potentially serious implications for the company.
- (e) To summon any Company employee or manager, and even order them to appear before the Commission without the presence of any other senior officer.
- (f) The Audit Commission shall inform the Board, prior to the latter adopting the corresponding decisions, about the following matters:
 - › (i) The financial information that all listed companies must periodically disclose. The Commission must ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, may ask the external auditor to conduct a limited review.
 - › (ii) The creation or acquisition of shares in special purpose entities or entities resident in countries or territories considered tax havens, and any other similar transactions or operations which, due to their complexity, might impair the transparency of the Group.
 - › (iii) Related party transactions.
- (g) To supervise compliance with the Internal Code of Conduct in relation to the Securities Market and the Policy on the Use of Relevant Information and the Rules of Corporate Governance.
- › 11. With regard to the external auditor:
 - (a) To propose the selection, appointment, re-selection and replacement of external auditors, including the conditions of their hiring, to the Board of Directors to submit said proposal to the General Shareholders' Meeting for approval.
 - (b) To be regularly informed by the external auditor on the progress and findings of the audit plan and to ensure that senior management follow up on its recommendations.
 - (c) To make sure the external auditor remains independent and, for that purpose:
 - › (i) The Company should notify the National Securities Market Commission of any change of auditor as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for them.

- › (ii) The Commission must ensure that both Company and auditor respect the current regulations on providing services other than auditing, the limits on the focus on the auditor's services and, in general, other standards and regulations set forth to ensure the independence of auditors.

In any case, the Commission should annually receive from external auditors the declaration of their independence from the Company or companies with a direct or indirect connection thereto, as well as information on additional services of any kind provided and the corresponding fees received from these companies by the external auditor or by the individuals or companies with a connection thereto in accordance with the provisions set forth in the legislation on financial auditing.

- › (iii) If an external auditor resigns, the Commission must investigate the circumstances leading to the resignation.
- (d) To annually issue, prior to the issuance of the financial auditing report, a report stating the judgment on the independence of the financial auditor. This report should always state the value of the additional services provided and referred to in the previous(c).(ii) section, individually and all together, different to the legal audit and with regard to the independent status or to the governing auditing regulations.
- (e) To ensure that the Group auditor is entrusted with conducting the audits for the individual group companies.

During the 2015 financial year, the main interventions of the Audit Commission were as follows:

- › Follow-up of the work carried out in the framework of the process of phasing out situation 5 bis.
- › Follow-up of development of the feasibility study carried out by Alvarez & Marsal as part of the restructuring process initiated and caused by situation 5 bis.

Identify the Director of the Audit Commission who has been appointed in light of his/her knowledge and experience in accounting, auditing or both, and state the number of years that the Chairman of this commission has been carrying out the role.

Name of the Director with experience	Mr. Antonio Fornieles Melero
Number of years in Chairman role	1

See section H “Other Information of Interest”

Appointments and remuneration commission

Name	Post	Category
Prof. Ms. Mercedes Gracia Díez	Chairwoman	Independent
Ms. Alicia Velarde Valiente	Member	Independent
Prof. Mr. José Borrell Fontelles	Member	Independent
Mr. Antonio Fornieles Melero	Member	Independent

% of proprietary Directors	0
% of independent Directors	100
% of external Directors	0

Ms. Gracia Díez was appointed member of the Commission in a meeting of the Board of Directors of Abengoa, S.A. held on 12 December 2005, and elected as Chairwoman in a meeting of the Appointments and Remuneration Commission held on 17 March 2015; the Secretary was appointed in the meeting of the Appointments and Remuneration Commission held on 23 June 2014.

Mr. Antonio Fornieles Melero ceased to be a member of the Commission on 1 March 2016 due to his appointment as the new Executive Chairman of the company’s Board of Directors, replacing Mr. José Domínguez Abascal, leaving the Commission with three members at present.

Explain the functions that are assigned to this Commission, describe the procedures and rules for organization and operation thereof and summarize its most important actions during the financial year.

The Appointments and Remuneration Commission has four independent directors and its Chairwoman was appointed from among the independent directors. Therefore, the requirements established in Spanish Corporate Law are met. In addition, in accordance with the provisions of article 2 of the Internal Regulations, the position of Chairperson of the Commission must go to an independent director.

The functions and competencies of the Appointments and Remuneration Commission are as follows:

- › 1. To assess the competencies, knowledge and experience required in order to carry out the role of member of the Board of Directors of Abengoa. Therefore, it defines the roles and capabilities required of the candidates to fill each vacancy and assesses the time and dedication required for them to properly perform their duties.
- › 2. To establish a representation target for the least represented sex in the Board of Directors and to draft guidelines on how to achieve this target.
- › 3. To present proposals before the Board of Directors to appoint independent directors by co-optation or for submission for approval before the General Shareholders’ Meeting, as well as proposals for their re-election or discharge by the General Shareholders’ Meeting.
- › 4. To present proposals to appoint all other directors by co-optation or for submission for approval before the General Shareholders’ Meeting, as well as proposals for their re-election or discharge by the General Shareholders’ Meeting.
- › 5. To verify on an annual basis that the conditions are met for the appointment of a director and for the nature and typology assigned to him/her. This information is to be included in the annual report.
- › 6. To report on the appointment and discharge proposals of top executives and the basic terms and conditions of their contracts.
- › 7. To examine and organize the succession of the Chairman of the Board of Directors and the Chief Executive of the company and, where necessary, make recommendation proposals to the Board of Directors to ensure the planned and orderly fashion of said succession.

- › 8. To propose to the Board of Directors a remuneration policy for directors, general directors or those with executive responsibilities reporting directly to the Board, and for Executive Commissions or Chief Executives, as well as the individual remuneration and other contractual terms and conditions of executive directors, ensuring it is adhered to.
- › 9. To organize and oversee the annual performance appraisal of the Board of Directors and its commissions and propose, based on the result of the appraisal, a plan of action to correct the identified shortcomings.
- › 10. To prepare an annual report on the activities of the Appointments and Remuneration Commission, to be included in the management report.

The Appointments and Remuneration Commission shall meet when necessary to carry out the above functions and, at least, once every quarter. It shall also meet whenever convened by the Chairman. Lastly, the meeting shall be valid when all members are present and agree to hold the session.

During the 2015 financial year, the Commission held twelve meetings. Among the important issues dealt with were the proposals for the appointment and renewal of members of the Board of Directors, as well as ensuring that the conditions required for the appointment of Directors and the nature and typology assigned to them were met.

The Commission shall be considered validly constituted when the majority of its members are present. Proxies may only be granted to non-executive directors.

The agreements adopted shall be valid when the majority of the members of the Commission, present or represented, vote in favor thereof. In the event of a tie, the Chairman of the Commission shall cast the deciding vote.

The director of remuneration in the company shall attend the meetings held by the Commission in the capacity of secretary.

During the 2015 financial year, the main interventions of the Appointments and Remuneration Commission were as follows:

- › Proposal to the Board of Directors for the appointment by co-optation of Mr. Antonio Fornieles Melero, with the status of independent Director, to fill the vacancy resulting from the resignation of the until then director of the company Aplidig, S.L.

- › Report to the Board of Directors on the appointment of Mr. Antonio Fornieles Melero as Second Vice-Chairman, Coordinating Director and member of both the Audit and Appointments and Remuneration Commissions of the company's Board of Directors.
- › Report to the Board of Directors on the new regulation of remuneration systems for administrators of listed companies.
- › Report to the Board of Directors on the appointment of Mr. Manuel Sánchez Ortega, Chief Executive of the company, as First Vice-Chairman of the company's Board of Directors.
- › Report to the Board of Directors on the appointment of Mr. Ignacio García Alvear as new Director of Investor Relations of the company, replacing Ms. Bárbara Sofía Zubiria Furest.
- › Proposal to the Board of Directors, for approval, on the individual remuneration and other contractual terms and conditions of executive directors.
- › Proposal to the Board of Directors, for approval, regarding the annual report on director remuneration (IAR), including the remuneration policy for directors and top executives of the company.
- › Submit to the Board of Directors, for approval, the results of the annual performance appraisal of the Board of Directors and its commissions.
- › Proposal to the Board of Directors for the appointment of Mr. Antonio Fornieles Melero as Chairman of the Audit Commission.
- › Proposal to the Board of Directors for the appointment of Ms. Mercedes Gracia Díez as Chairwoman of the Appointments and Remuneration Commission, replacing Mr. José Borrell Fontelles.
- › Report to the Board of Directors on the appointment of Mr. Santiago Seage Medela as new Chief Executive of the company, replacing Mr. Manuel Sánchez Ortega.
- › Report to the Board of Directors on the settlement of paid items to Mr. Manuel Sánchez Ortega, as a result of the end of his tenure as Chief Executive of the company.
- › Proposal to the Board of Directors for the appointment of Mr. Santiago Seage Medela as First Vice-Chairman of the Board of Directors and the incorporation of Ms. María Teresa Benjumea Llorente onto the Board of Directors, both replacing Mr. Manuel Sánchez Ortega.

- › Report to the Board of Directors on the settlement of paid items to Mr. Felipe Benjumea Llorente, as a result of the end of his tenure as Executive Chairman of the company.
- › Favorable report to the Board of Directors regarding the proposal to appoint Mr. José Domínguez Abascal as proprietary director and non-executive Chairman of the Board of Directors.
- › Favorable report to the Board of Directors regarding the following changes to the structure of the company’s management: appoint Mr. José Domínguez Abascal as executive Chairman of the Board of Directors, appoint by co-optation Mr. Joaquín Fernández de Piérola Marín as director to fill the vacancy created by the resignation of Mr. Santiago Seage Medela, and appoint Mr. Joaquín Fernández de Piérola Marín as General Director of the company.
- › Favorable report to the Board of Directors regarding the new executive director business contracts for Mr. José Domínguez Abascal and Mr. Joaquín Fernández de Piérola Marín.

See section H “Other Information of Interest”.

Strategy and technology commission

Name	Post	Category
Mr. José Borrell Fontelles	Chairman	Independent
Mr. José Luis Aya Abaurre (passed away on 12 February 2016)	Member	External proprietary
Mr. José Joaquín Abaurre Llorente	Member	External proprietary
Mr. Ricardo Martínez Rico	Member	Independent

% of executive Directors	0
% of proprietary Directors	50
% of independent Directors	50
% of external Directors	0

On 7 March 2016, the Board of Directors of Abengoa appointed the company Inayaba S.L., represented by Ms. Ana María Abaurrea Aya, as member of this Commission, replacing Mr. José Luis Aya Abaurre.

Explain the functions that are assigned to this Commission, describe the procedures and rules for organization and operation thereof and summarize its most important actions during the financial year.

The Strategy and Technology Commission shall comprise at least three Directors appointed by the Board of Directors. More than half of the members shall be non-executive. The head of the General Technical Secretariat in the company shall attend the meetings held by the Commission in the capacity of coordinator.

The functions and competencies of the Strategy and Technology Commission are as follows:

- › (i) To jointly analyze any basic matters relating to technology and strategy that can affect Abengoa, including the preparation or assignment of studies on products or services that constitute or may constitute Abengoa’s portfolio.
- › (ii) To perform prospective analysis on the possible evolution of Abengoa’s businesses based on either personal or third party technological developments.
- › (iii) To supervise the R+D policy and investments and Abengoa’s strategic lines of technology development.
- › (iv) To analyze and supervise the main activities related to Abengoa’s technology, such as patent portfolios, their management, innovation introduction, etc.
- › (v) To gather information on the organization and personnel of the Company through the Executive Chairman of Abengoa.
- › (vi) To inform the Board of Directors, or its Executive Chairman, on as many matters as required in relation to Abengoa’s strategic and technology development.
- › (vii) All other matters relating to aspects of its authority that may be requested by the Board of Directors or its Executive Chairman.

During the 2015 financial year, the main interventions of the Strategy and Technology Commission were as follows:

- › Statement regarding the main challenges Abengoa’s businesses face for 2015.
- › Statement regarding Abengoa’s main technological challenges for 2015.
- › Strategic Management in Abengoa.

See section H “Other Information of Interest”

Investment commission

Name	Post	Category
Mr. Antonio Fornieles Melero	Chairman	Independent
Mr. José Domínguez Abascal	Member	Executive
Ms. Mercedes Gracia Díez	Member	Independent

% of executive Directors	33.33
% of proprietary Directors	0
% of independent Directors	66.66
% of external Directors	0

On 7 March 2016, the Board of Directors of Abengoa appointed Ms. Alicia Velarde Valiente as Chairwoman of this Commission, replacing Mr. Antonio Fornieles Melero. Furthermore, in the same session of the Board of Directors, Mr. Joaquín Fernández de Piérola Marín was appointed member of this Commission, replacing Mr. José Domínguez Abascal.

Explain the functions that are assigned to this Commission, describe the procedures and rules for organization and operation thereof and summarize its most important actions during the financial year.

The Investment Commission shall comprise a minimum of three directors appointed by the Board of Directors, at the proposal of the Executive Chairman of the Board and following a report from the Appointments and Remunerations Commission. The majority of the appointed directors should be external independent Directors.

The Investment Commission is responsible for:

- › (i) Controlling and Monitoring commitments for capex. Capex is defined as the investment in capital or equivalent instruments in projects which require cash outflow of the Company. To this end, the Investment Commission must propose, prior to approval by the Board of Directors, any investment commitment for capex in new projects. The Commission shall have sole authorization to propose new capex investments in new projects to the Board of Directors. The Board of Directors shall abstain from approving any capex investment projects that have not been proposed by the Commission.

- › (ii) Follow-up of the budget and external capex objectives that the Company has established at each moment.
- › (iii) Reporting on the commitments to increase and reduce financial debt and follow-up the Company’s financial deleveraging policy.
- › (iv) Reporting on the dividend distribution policy and the amendments thereof.

During the 2015 financial year, the main interventions of the Investment Commission were as follows:

- › Analysis and approval of different investments, which include projects in South Africa, Chile, Mexico and the USA.

See section H “Other Information of Interest”

C.2.2 Complete the following table using the information relating to the number of female Directors who have served on the Board of Directors’ Commissions over the past four financial years:

	Number of Female Directors			
	Financial Year t Number %	Financial Year t-1 Number %	Financial Year t-2 Number %	Financial Year t-3 Number %
Executive Commission	N/A	N/A	N/A	N/A
Audit Commission	2 (50)	2 (66.66)	2(40)	2 (40)
Appointments and Remunerations Commission	2 (50)	2 (66.66)	2(40)	2(40)
Appointments Commission	N/A	N/A	N/A	N/A
Remunerations Commission	N/A	N/A	N/A	N/A
Strategy and Technology Commission	0	0	N/A	N/A
Investment Commission	1 (33.33)	N/A	N/A	N/A

C.2.3 Section repealed.

C.2.4 Section repealed.

C.2.5 Indicate, where applicable, the existence of regulations of Commissions of the Board, where they can be reached for consultations and any amendments that may have been made during the financial year. Also state whether annual reports were voluntarily prepared on the activities of each commission.

Both the Audit Commission and Appointments and Remunerations Commission have their own internal operating regulations available on the Company's website.

The last amendment to both texts during the financial year took place on 18 May 2015 for the purpose of including the same amendments that were already approved for the Bylaws in accordance with recent amendments to the Spanish Corporate Law and, in particular, to add the latest improvements in terms of corporate governance introduced by Law 31/2014 dated 3 December, whereby the Spanish Corporate Law is amended to improve corporate governance.

See section H "Other Information of Interest"

These Commissions prepare their own annual report on activities, having published the Audit Commission's activity report in the 2015 financial year as part of the annual report corresponding to the 2014 financial year

C.2.6 Section repealed.

D Connected transactions and intra-group transactions

D.1 Explain, where applicable, the approval procedure for connected and intra-group transactions.

Reporting procedure for the approval of connected transactions.

Before the Board of Directors takes the relevant decisions, the Audit Commission must have informed said Board of the transactions with connected parties.

Upon prior receipt of the Audit Commission report, the Board of Directors is required to approve the transactions carried out between the Company or companies in its group with Directors, or with shareholders, individually or in partnership with others, involving a share legally considered as majority, including shareholders represented in the Company's Board of Directors or the Board of Directors of other companies belonging to the same group or with connected individuals.

The affected Directors or those representing or connected to affected shareholders should abstain from the deliberation and voting process of the agreement in question. Only transactions that simultaneously meet the following three characteristics shall be exempt from this approval:

- › (i) They are governed by standardized agreements that are applied on across-the-board bases to a high number of clients;
- › (ii) They go through at market rates, generally set by the person supplying the goods or services; and
- › (iii) their amount does not exceed one percent of the Company's annual revenues.

Only in duly justified circumstances of urgency may decisions corresponding the previous matters be adopted by the delegated bodies or individuals. In this case, they should be ratified in the first Board meeting that is held following the adoption of the decision.

D.2 Give details of transactions deemed significant due to their amount or relevant due to their type that are made between the company or companies in its group and the significant shareholders in the company:

Personal or Corporate name of significant shareholder	Personal or Corporate name of the company or entity of its group.	Nature of the relationship	Type of transaction	Amount (thousands of euros)
Inversión Corporativa IC, S.A.	Abengoa S.A.	Significant shareholder	Securities loan	95.259.077 class B shares (thousand of euros)

D.3 Specify the transactions that are significant by amount or those which are relevant due to their type that are made between the company or companies in its Group and the company's Directors or Executives:

Personal or Corporate name of Directors or Executives	Personal or Corporate name of connected party	Connection	Nature of transaction	Amount (thousands of euros)
Felipe Benjumea Llorente	Blanca de Porres Guardiola	Spouse of Felipe Benjumea Llorente	Technical consultancy contract for the optimization of CPA catering services between the company of the Simosa Group and Blanca de Porres Guardiola.	95
Ricardo Martínez Rico	Equipo Económico, S.L.	Chairman of Equipo Económico S.L.	Integral and strategic consultancy service agreement signed between Equipo Económico, S.L., Abengoa S.A., Abengoa Concessions, S.L. and Abeinsa Ingeniería y Construcción Industrial, S.A.	319

Personal or Corporate name of Directors or Executives	Personal or Corporate name of connected party	Connection	Nature of transaction	Amount (thousands of euros)
				1,086
				During the 2015 financial year, there were no amounts invoiced pursuant to this agreement.
Felipe Benjumea Llorente	Felipe Benjumea Llorente	Former Executive Chairman and brother of an Executive Director	Consultancy agreement signed on 23 September 2015 between Felipe Benjumea Llorente and Abengoa, S.A. valid until 31 December 2016	

See section H "Other Information of Interest"

D.4 Report on the significant transactions between the company and other entities belonging to the same group provided they are not eliminated during the preparation of the consolidated financial statements and are not part of the normal company transactions with regards to its purpose and conditions.

At any rate, a report shall be issued on any intra-group transaction with entities in countries or territories classified as tax havens:

Not applicable

Corporate name of entity of group	Short description of transaction	Amount (thousands of euros)

D.5 Indicate the amount of the transactions carried out with other connected parties

Not applicable

D.6 Provide details of any mechanisms in place to detect, determine and resolve possible conflicts of interest between the company and/or its group and its Directors, executives or significant shareholders

In accordance with the provisions of the Board of Directors' Regulations, Directors are obliged to inform the Board of any situation of potential conflict in advance, and to abstain until the conflict is resolved.

D.7 Is more than one company of the Group listed in Spain?

No. However, Abengoa Yield, plc., a company pertaining to the Group, is listed in the US, in Nasdaq.

Identify the subsidiary companies that are listed in Spain:

Listed subsidiary companies

Indicate whether the respective business lines and possible business relations among such companies have been publicly and precisely defined, as well as those of the listed subsidiary with the other companies in the group;

Yes

Define any business relations between the parent company and the listed subsidiary company, and between the latter and the other companies in the group.

Abengoa Yield, Plc. is a company belonging to the Abengoa, S.A. Group in which the latter holds 41.86 %.

Abengoa Yield, Plc has entered into the following agreements:

- › A ROFO agreement entered into between Abengoa, S.A. and Abengoa Yield regarding any proposed sale, transfer or other disposition of any of Abengoa's contracted renewable energy, conventional power, electric transmission or water assets in operation located mainly in the United States, Canada, Mexico, Chile, Peru, Uruguay, Brazil, Colombia and the European Union.
- › Executive services agreement (resolved on 15 January 2016) between Abengoa Concessions SL and Abengoa Yield.

- › Financial support services agreement between Abengoa Yield and Abengoa Concessions SL.
- › Trademark license agreement between Abengoa, S.A. and Abengoa Yield.
- › Call agreement for Abengoa Yield of up to 100 million euros in assets at 12 % profitability in 2015 between Abengoa, S.A. and Abengoa Yield.
- › Non-binding MOU between Abengoa and Abengoa Yield on corporate governance.

State the mechanisms envisaged to resolve any conflicts of interests between the listed subsidiary and the other companies in the group:

Mechanisms to resolve possible conflicts of interests

Protocol for authorizing and supervising connected Transactions between Abengoa, S.A. and Abengoa Yield plc. approved by the Board of Directors of Abengoa, S.A. based on the proposal by its Audit Commission on 26 May 2014.

See section H “Other Information of Interest”

E Risk management and monitoring systems

E.1 Explain the scope of the Company's Risk Management System, including those of a fiscal nature.

Abengoa's risk management system is a global and dynamic system. The scope of action of this system covers the entire organization and its whereabouts on a more permanent basis, and compliance with it is compulsory for all the company's employees, managers and Directors. It works comprehensively and continuously, consolidating this management according to the area, business unit or activity, subsidiaries, geographical areas and support areas at corporate level.

Abengoa's risk management system is designed to mitigate all the risks to which the company may be exposed as a result of its activities. The structure of Abengoa's Risk Management is based on three pillars:

- › The Common Management Systems specifically designed to mitigate business risks.
- › Internal control procedures aimed at mitigating risks derived from the elaboration of the financial report and at improving the reliability of such report, designed in accordance with the SOX Act (Sarbanes-Oxley Act)
- › The universal risk model which is the methodology that Abengoa uses to identify, compress and assess the risks that affect the company. The purpose is to obtain an integral vision of them, designing an efficient system of response that is in line with the business objectives.

These two elements form an integrated system that allows for appropriate management of the risks and their mitigating controls at all the levels of the organization.

In addition, the internal auditing unit is in charge of ensuring compliance with and the good functioning of these systems.

E.2 Indicate the Company's bodies which are in charge of devising and executing the Risk Management System, including that of a fiscal nature.

The duty of elaborating and executing the risks management system is basically exercised by the Audit Commission specifically through the internal auditor and the risks manager.

The risks manager is in charge of analyzing projects and businesses in the efforts and in aspects regarding the identification and quantification of risks of any nature.

On the other hand, the internal audits department is in charge of supervising and ensuring the correct functioning of the risks management system.

E.3 Specify the main risks, including those of a fiscal nature, which could affect the attainment of business objectives.

In the process of identifying, understanding and assessing the risks affecting the company, the following risks factors, some of which are outlined in Form 20-F, filed with the SEC on 23 February 2015, have been taken into account:

General Risks

- › Abengoa operates in a sector of activity particularly linked with the economic cycle.
- › Risks derived from depending on regulations in support of activities relating to renewable energy, bioethanol production and also research- and development-related activities.
- › Solar power generation.
- › Biofuel consumption.
- › Risks derived from the sensitivity entailed in the supply of raw materials for biofuel production and the volatility of the price of the final product.
- › Risks derived from delays and cost overruns in activities of an Engineering and construction nature due to the technical difficulties of the projects and the lengthy duration of their execution.
- › Risks linked to the activities of concession-type infrastructural projects operating under regulated tariffs or extremely long-term license agreements.
- › Incomes derived from long-term agreements: risks derived from the existence of clauses and/or renewal of license agreements processed by Abengoa, termination of pending engineering and construction projects and non-renewals of biofuel distribution agreements.
- › The variations in the cost of energy may bear negative impact on the company results.
- › Risks derived from the development, construction and exploitation of new projects.

- › Abengoa's activities may be negatively affected in the event that public support for such activities diminishes.
- › Construction projects regarding the engineering and construction activities and the facilities of concession-type infrastructural and industrial production activities are dangerous places of work.
- › Risks derived from joining hands with third parties for the execution of certain projects

Risks that are specific to Abengoa

- › Risk relating to the possibility that Abengoa could request insolvency proceedings in the event that the company does not reach a refinancing agreement with its main financial creditors before 28 October 2016.
- › Risks related to Abengoa's short and medium-term liquidity needs.
- › Risks related to selling the shareholding or the loss of control of Abengoa Yield.
- › Abengoa operates with enormous levels of indebtedness.
- › Risks arising from the need to generate positive cash flows.
- › Risks derived from the demand for capital intensive investments in fixed assets (CAPEX), which increase the need for external finance for the execution of pending projects.
- › Risk entailed in obtaining reduced net profit derived from assets rotation
- › Risks arising from Abengoa's credit rating downgrade.
- › Risks arising from Abengoa's dividend policy.
- › The company has a controlling shareholder.
- › The renewable energy sector products and services are part of a market subject to intensive conditions of competition.
- › The results of the engineering and construction activity depend significantly on the growth of the company in the concession-type infrastructural and industrial production activities.
- › Fluctuations in interest rates and their hedging may affect the results of the company.

- › Fluctuations in the currency exchange rates and their hedging may affect the results of the company.
- › Risk of litigation and other legal processes.

Risks derived from internationalization and from country risks

- › Abengoa's activities fall under multiple jurisdictions with various degrees of legal demands requiring the company to undertake significant efforts to ensure its compliance with them.
- › Insurance coverage underwritten by Abengoa may be insufficient to cover the risks entailed in the projects, and the costs of the insurance premiums may rise.
- › The activities of the company may be negatively affected by natural catastrophes, extreme climate conditions, unexpected geological conditions or other physical kinds of conditions, as well as by terrorist acts perpetrated in some of its locations.
- › The practices of tax evasion and product alteration on the Brazilian fuel distributions market may distort the market prices.

E.4 Indicate whether or not the company has a risk tolerance level, including for risks of a fiscal nature.

Abengoa has a risk tolerance level established at corporate level.

The universal risks model is a tool used for identifying and evaluating all risks affecting Abengoa. All the risks contemplated therein are evaluated considering probability and impact indicators.

Based on such parameters, the risks are classified as follows:

- › Minor risks: risks that occur frequently but bear little economic impact. These risks are managed to reduce their frequency only if managing them is economically viable.
- › Tolerable risks: risks that occur infrequently and bear little economic impact. These risks are monitored to ensure that they remain tolerable.
- › Severe risks: frequent risks that bear extremely high impact. These risks are managed immediately although, due to the risk management processes implemented by Abengoa, it is unlikely that Abengoa needs to tackle these types of risks.
- › Critical risks: risks that occur infrequently but bear extremely high economic impact. These risks have a contingency plan since, when they arise, their impact is extremely high.

E.5 Identify the risks, including those of a fiscal nature, that have materialized during the financial year.

Abengoa endured certain risks during the 2015 financial year, the most significant of which are described below.

Energy and the environment are part of the activities in which Abengoa is engaged. This activity is performed in changing surroundings, with regulations, subsidies or tax incentives that can be changed or even legally challenged. Throughout recent financial years and especially that of 2015, various amendments to regulations took place in the jurisdictions where Abengoa operates (mainly in the United States and Brazil), mainly in relation to activity concerning renewable energy generation and biofuel production, which affected the profitability of Abengoa's current and future projects, the conditions to effectively compete with non-conventional renewables and other kinds of energy, and the ability to complete some ongoing projects.

However, investments in fixed assets (capex) which are higher than those anticipated in projects with a high return but which are extremely demanding in terms of capital in Brazil, Chile and Mexico have impacted on Abengoa's liquidity position and have led to a significant drop in the shares and debt instruments pertaining to Abengoa listed on the stock exchange during the 2015 financial year. All of this has limited access to capital markets and, at the same time, led to a deceleration in the rate of approval of working capital renewals (non-recourse factoring and confirming) by some financial entities, which has all led to a reduction in the liquidity position.

All of the aforementioned, along with Abengoa's high levels of debt, led the company to launch an action plan in September 2015, with measures aimed at reducing the leverage and improving the liquidity position, whereby a set of measures were approved in the Abengoa Extraordinary General Shareholders' Meeting on 10 October 2015, including a capital increase proposal with the aim of increasing the company's own funds by a cash amount of (face value plus premium) of 650,000,000 euros, in order to reinforce the company's liquidity situation and reduce its levels of debt.

The fact that it was not possible to carry out the planned capital increase due to no agreement being reached between the company and the placement financial entities and potential investors led the company to begin a negotiation process with its creditors with the aim of reaching an agreement to guarantee its financial sustainability, pursuant to Article 5 bis of the Spanish Insolvency Law. For these purposes, the company submitted the communication set out in Article 5 bis of the Spanish Insolvency Law to the Commercial Court of Seville on 25 November 2015.

On 28 March 2016 Abengoa submitted before the Commercial Court of Seville a request for approval of the Standstill Agreement which had been supported by the 75.04% of financial creditors that had been addressed.

E.6 Explain the response and supervision plan for the main risks the Company faces, including those of a fiscal nature.

There is a specific action plan in place for each of the risks identified, which could encompass various departments of the company.

The following committees are in charge of the executive supervision of the company's main risks:

- › Risks Management Committees by Business Units.
- › Critical Projects Committees.
- › Risks Management Committees with the Executive.
- › Projects Committee.
- › Special Situations Committees

F Internal risk monitoring and management systems in relation to the process of financial reporting (system of internal control over financial reporting) (SCIIF)

Describe the mechanisms entailed in the risks monitoring and management system in relation to the company's financial reporting (System of Internal Control over Financial Reporting) process.

F.1 The control environment of the company

Report on, pointing out the main characteristics of, at least:

F.1.1. The bodies and/or functions in charge of: (i) the existence and maintenance of an appropriate and effective SICFR; (ii) its introduction; and (iii) its supervision.

The System of Internal Control over Financial Reporting, (hereinafter, SICFR), is part of Abengoa's general system of internal control and is set up as a system prepared to provide reasonable assurance of the reliability of the published financial report. The body in charge of it, pursuant to the Regulations of Abengoa's Board of Directors, is the Board of Directors and, within it, the duty of supervision is conferred to the Audit Commission in accordance with its own regulations.

Thus, the Board of Directors is in charge of setting up and maintaining a compulsory Audit Commission as inferred from Article 27 of the Bylaws of the Board of Directors.

According to the foregoing Article, the functions entrusted by the Board of Directors to the Audit Commission, with regard to the SICFR, entail: "Monitoring the preparation process and the integrity of the financial report concerning the Company and, where applicable, the group of which Abengoa is parent company (hereinafter, the "Group"), verifying compliance with legal requirements and the correct application of accounting criteria, and appropriately specifying the scope of consolidation".

Additionally, and in accordance with the same Article, included among the functions of the Board and, by delegation, the Audit Commission, is that which entails "Periodically revising the internal control and risk management system so that the main risks, including those a fiscal nature, are identified, managed, and properly disclosed, as well as discussing significant shortcomings of the internal control system identified in the audit with the financial auditor".

F.1.2. Provide details of the following elements, if any, especially in relation to the process of elaborating the financial report:

Departments and/or mechanisms in charge of: (i) designing and revising the organizational structure; (ii) clearly defining the lines of responsibility and authority, with an appropriate distribution of duties and tasks; and (iii) ensuring the existence of sufficient procedures for its correct announcement throughout the entity.

As stipulated by the Board of Directors' Regulations, it is in charge of

- › Defining the structure of the Group of companies;
- › On the proposal of the company's Chief Executive, the appointment and possible dismissal of senior executives, as well as establishing the basic conditions of its contracts, including their remuneration and, where applicable, their compensation clauses.
- › The core components of its mission should be to approve the Company's strategy and the organization required for its execution, and to ensure that management attains the objectives while pursuing the Company's interests and corporate purpose.
- › Through the relevant departments, strive for the correct and integral announcement of the relevant information regarding the Company including but not limited to that related to the call for the General Shareholders' Meeting, its agenda and contents of the proposed agreements, relevant facts, agreements signed by the last General Shareholders' Meeting held, the internal regulations of corporate governance and the Annual Report. The means of communication will be the most adequate for ensuring that unrestricted announcements are made and in a timely manner, including the Company's webpage.

- › Code of conduct, body of approval, degree of publication and instruction, principles and values including (indicating whether there is specific mention of the recording of transactions and the elaboration of the financial report), body in charge of analyzing breaches and of proposing the correct actions and sanctions.

At Abengoa there is a code of ethics and professional conduct approved by the Board of Directors and available on the Intranet in both Spanish and English, which outlines the ethical and responsible behavior that must be assumed in the execution of Company activities and in managing the businesses, by the management team and all the professionals of Abengoa and its subsidiaries. Abengoa runs a continuous on-the-job training program in which Code of Conduct courses are given. It is compulsory for all employees to attend these courses and to show proof by signing attendance sheets, meanwhile the Company ensures that all Abengoa employees have received and understood said information.

Abengoa's Code of Conduct:

- The highest standards of honesty and ethical behavior, including appropriate and ethical procedures for dealing with actual or possible conflicts of interests between professional and personal relationships.
- The most complete, just, precise, timely and intelligible communication in all periodic reports that Abengoa must submit to the organs of Administration or in all reports that may be made.
- Compliance with the applicable laws, standards, rules and regulations.
- The tackling of actual or possible conflicts of interests and providing guidance to ensure that employees, managers and Directors report such conflicts to Abengoa.
- The interruption of the poor use or poor application of Abengoa's properties and business opportunities.
- The maximum level of confidentiality and fair trade in and outside Abengoa.
- The immediate internal reporting of any breach of said Code of Conduct and the appropriate reporting of all illegal behaviors.

All information made public and all media releases deemed to be affecting Abengoa must first be approved by the Board of Directors or by the manager who may have been previously entrusted with performing such duty.

Its appropriate follow-up is a source of profitability and security in the execution of the activities of Abengoa. These regulations ensure the veracity and reliability of the financial report.

The Board of Directors is in charge of, and, by virtue thereof, its Chairman, established Commissions, delegated commissions or, in turn, Managers entrusted therewith, the classification of the breaches of the Common Management Systems.

Whistle blowing channel, which enables reporting of irregularities of financial and accounting nature to the Audit Commission, in addition to possible breaches of the code of conduct and irregular activities in the organization. The reports may be filed confidentially.

An important aspect of responsibility and transparency is to provide a mechanism by which any interested party may safely and confidentially report irregularities, unethical or illegal conducts that, in his/her opinion, occur in the execution of the Company's activities.

In this manner and following the guidelines provided in section 301 of the Sarbanes-Oxley Act, the Audit Commission decided to establish specific procedures for:

- The reception, safeguard and treatment of complaints or reports that the company may receive in relation to the accounting, internal monitoring of the accounting or auditing matters.
- Employees of the company to be able to confidentially or anonymously send information in good faith on the dubious or arguable policies of accounting and auditing.

In this sense, Abengoa has a double mechanism for receiving complaints or reports:

- An internal channel, which is available to all employees, so that they can notify any alleged irregularity in accounting or audits or breaches of the code of conduct. The communication channel is by e-mail or ordinary mail.
- An external channel, available to anyone outside the company, so that they can notify any alleged irregularities, fraudulent actions or breaches of Abengoa's Code of Conduct through the website (www.abengoa.com).

Abengoa and its various business groups have been operating a whistleblower channel since 2007. Pursuant to the requirements of the Sarbanes-Oxley Act, whereby interested parties may report possible irregularities on accounting, auditing or internal controls over financial

reporting, to the Audit Commission. A register is kept of all communications received in relation to the whistleblower, subject to the necessary guarantees of confidentiality, integrity and availability of the information.

Training programs and regular updates for the personnel involved in the preparation and revision of the financial report, as well as in the evaluation of the System of Internal Control over Financial Reporting, which should at least cover accounting regulations, auditing, internal risks monitoring and management.

The Human Resources Management works together with the Economic-Financial Management to impart regular training, both internally and externally, to the personnel involved in the preparation of the Financial Statements of the Group.

The training programs are fundamentally focused on the correct knowledge and update on the International Financial Reporting Standards (IFRS) and on the laws and other rules and regulations on the Internal Control over Financial Reporting (Common Management Systems).

Both the Internal Audits Management and the Global Risks Management keep themselves informed and up-to-date on the latest on Risks management and Internal Control, especially on Financial Reporting.

During the 2015 financial year, the Departments related to the preparation, revision and reporting of financial information received various publications of updates to the accounting and financial standards, internal control and tax, including courses by internal experts in relation to the update of accounting standards.

F.2 Financial reporting risk assessment

At least reporting the following:

F.2.1. Describe the main characteristics of the risks identification process, including those of error or fraud, with regards to:

If the process exists and is documented.

Abengoa has introduced a process for identifying and evaluating risks: the Universal Risks Model (URM) which is updated on a regular basis. This model numbers the risks identified by

the organization, classified into categories and sub-categories, assigns indicators to each to enable them to measure their probability and impact and to define the degree to which they may be tolerated.

And finally, the types of risks related to the accounting and submission of the financial report, the management of debt and equity financing, planning and budgeting and the tax strategy of transactions:

Indicate whether the process covers all of the objectives of financial reporting, (existence and occurrence; integrity; evaluation; presentation, breakdown and comparability; and rights and obligations), and whether it is updated and at what frequency.

The URM is designed to cover all risks that are identified. Among them there is a group that refer to the preparation and submission of the financial report, accounting records, the management of debt and equity financing, planning and budgeting and the tax strategy of transactions:

Identified risks are covered and mitigated by Abengoa's internal monitoring system. All risks previously linked with the process by which the financial information is prepared are under control in such a way that it may be guaranteed that the financial information appropriately adheres to the requirements of existence, occurrence, integrity, evaluation, presentation, breakdown and comparability.

Indicate whether there is a process for identifying the consolidation perimeter, considering, amongst other things, the possible existence of complex corporate structures, instrumental or special purpose entities.

The consolidation perimeter of Abengoa is subject to revisions during each quarterly closing. The Consolidation department is in charge of analyzing companies that enter and those that exit said perimeter. Both the creation and acquisition of companies, as well as their sale or dissolution, are subject to internal authorization processes that permit the clear identification of all entries and exits to and from the consolidation perimeter.

Indicate whether or not the process considers the effects of other types of risks (operational, technological, financial, legal, fiscal, reputation, environmental, etc.) in the manner in which they affect the financial statements.

As already mentioned, the URM is the methodology to identify, understand and assess the risks that may affect Abengoa. The purpose is to obtain an integral vision of them, designing an efficient system of response that is in line with the Company's business objectives.

It is made up of 56 risks belonging to 20 categories. These are grouped into 4 large areas (financial risks, strategic risks, regulatory risks and operational risks).

All the risks of the model are evaluated based on two criteria:

- Occurrence Probability: Degree of frequency at which to be sure that a specific cause will expose Abengoa to an event with negative impact.
- Impact on Entity: Set of negative effects on the strategic goals and objectives of Abengoa.

Which corporate governance body supervises the process?

The financial information preparation process is the ultimate responsibility of the Board of Directors. In accordance with the Board of Directors' Regulations, the integrity and exactitude of the financial reports presented to the Board of Directors for approval must first be certified by the Chairman of the company's Board of Directors and by the Director of the Department of Corporate Consolidation and Audits.

Likewise, as set forth in section F.5 of this document, the Board of Directors entrusts the Audit Commission with the duties of supervising the system of internal control and monitoring which ensures that the preparation of the financial information strictly follows the required standards.

F.3 Control Activities

Give a report on, pointing out the main characteristics, whether or not the following is at least included:

F.3.1. Procedures for reviewing and authorizing the financial reporting and the description of the System of Internal Control over Financial Reporting to be published in the stock markets, indicating those in charge, as well as the documents describing the cash flows of activities and controls (even in connection with fraud risks) of the various types of transactions that could substantially affect the financial statements, including the accounting closure proceedings and the specific revision of the judgments, estimates, assessments and relevant projections.

In accordance with the Board of Directors' Regulations, the integrity and exactitude of the Annual Accounts presented to the Board of Directors for approval must first be certified by the Chairman of the company's Board of Directors and by the Director of the Department of Corporate Consolidation and Audits.

Once the Board of Directors receives the corresponding reports and after the necessary clarifications, it shall clearly and precisely, in terms that aid comprehension of its content, prepare the annual accounts, the management report and the resolution on the application of the company's profit/loss outcome, as well as the consolidated annual accounts and management report, and the financial reports which the company must regularly publish, due to being a listed company, ensuring that these documents depict the true state of the asset, the financial situation and the profit and loss outcome of the company, in accordance with the stipulations of the applicable Law.

Before signing the annual accounts required by Law, the Directors shall keep a record of all the reservations they deem relevant. Otherwise, it will be understood that they had all the necessary information available to approve this preparation of the annual accounts.

Directors must sign statements of responsibility on the content of the annual financial report and, in turn, on any intermediate financial reports which the company must regularly publish due to being listed.

Thus, the Board of Directors will decide on and take as many actions and measures deemed necessary to ensure the Company's transparency on financial markets, promoting correct information on the prices of the Company's shares, supervising financial-related information regularly made public and performing as many duties as may be required due to the company's status as a listed company.

The process or structure effectively followed in certifying the financial report, done on a quarterly basis, reflects the manner in which the financial report is generated at Abengoa.

In this structure, the information to be reported is prepared by company heads, then revised by heads of the respective Business Units and by the respective Corporate area heads who certify both the reliability of the financial report on the area under their charge - which is what they submit for consolidation at group level- as well as the effectiveness of the internal control system set up to reasonably ensure this reliability. Finally, the Company's Chief Executive and the Directors of Internal Audits and Corporate Consolidation certify the reliability of the consolidated accounts to the Board of Directors in the quarterly Audit Commission. With the support of the management team in Internal Audits, this Commission

supervises the entire certification process, and then submits its conclusions from said analysis to the Board of Directors in the sessions when the accounts will be officially prepared. The information will then be published in the National Securities Market Commission (CNMV) once submitted to the Commission.

The legal consultants department of Abengoa SA meet regularly in committee with the different legal consultants of the various subsidiaries of Abengoa to be informed of the legal situations of ongoing litigations and later report to the Chairman's office where subsequent discussions are held during the Board of Directors meetings on the situations posing the most significant conflicts.

F.3.2. Policies and procedures of internal control of information systems (especially on safety and security of access, monitoring of changes, operating them, operational continuity and separation of functions) that back the entity's relevant processes with regards to the drafting and publication of the financial report.

Among the controls studied for mitigating or managing the risks of error in financial reporting are those related to the most relevant computer applications, like controls relating to user access permissions or to the integrity of information transfer between applications.

In addition, Abengoa follows guidelines or standards and procedures of internal control over information systems in relation to acquiring and developing software, acquiring systems infrastructure, installing and testing software, managing changes, managing service levels, managing services performed by third parties, systems security and access to them, managing incidents, managing operations, the continuity of operations and the segregation of functions. Said guidelines and procedures -which in some cases are different based on geographical scope and which are in the process of gradual homogenization- are applied to all information systems including those that house the relevant processes of the generation of financial report, and to the infrastructure necessary for its functioning.

In geographical areas where Abengoa operates, the entire internal network of computer infrastructure is controlled by a Department of internal professionals who are responsible for defining and executing the group's IT and telecommunications strategy, as well as user support, systems operation and IT security. Abengoa has an Internet Technology (IT) security system in place that envisages the recovery of relevant information in the event of a system crash. This security system is managed through the aforementioned internal IT Department.

F.3.3. Policies and procedures of internal control aimed at supervising the management of activities sourced out to third parties, including the aspects of evaluation, calculation or assessment entrusted to independent experts, which could materially affect the financial statements.

In general terms, Abengoa does not retain third party subcontractors to perform significant tasks that directly affect financial reporting. Third-party assigned assessments, evaluations or calculations that could materially affect the financial statements are considered activities deemed relevant for generating a financial report that may lead, as the case may be, to the identification of risks of priority errors, thus requiring the design of associated internal controls.

Abengoa has a method of approval through an authorization that grants Executive support which, among other things, must be acquired by the Department that needs to outsource a service. Such contracts are subject to reviews before being signed, including their analysis and internal approval of the fundamental hypothesis to be used.

F.4 Information and communication

Give a report on, pointing out the main characteristics, whether or not the following is at least included:

F.4.1. A specific function entrusted with defining, continuously updating accounting policies (area or department of accounting policies) and resolving doubts and conflicts derived from their interpretation, maintaining constant communication with those in charge of the transactions in the organization, continuously updating the accounting policies manual and reporting to the units through which the entity operates.

Abengoa operates with an Accounting Policies Manual. This manual establishes the accounting policies criteria that must be observed when the company is preparing the financial report using the financial reporting framework established by the International Financial Reporting Standards adopted by the European Union.

The manual is available to all employees of Abengoa.

The manual is also subject to regular updates for the purpose of including all new applicable rules and regulations. The department of Consolidations and Accounting Policies is responsible for updating the manual which was last updated during the 2015 financial year.

F.4.2. Mechanisms of collecting the information and preparing the financial report with standard formats to be applied to and used by all units of the Company or Group, which support the main financial statements and notes, as well as the information given on the SICFR.

All the entities that make up Abengoa's consolidated group use the same financial information reporting tools and applications, regardless of the information system being used for the maintenance of the accounting records. Said tools, which are regularly supervised by the Consolidation Department, ensure that the financial information reported by companies is complete, reliable and consistent. Thus, the information reported during the closing of financial years includes all breakdowns deemed necessary for the preparation of consolidated financial statements and their explanatory notes.

F.5 Supervision of system operation

Give a report pointing out the main characteristics of at least:

F.5.1. The activities of supervising the System of Internal Control over Financial Reporting performed by the Audit Commission, and on whether the entity has an internal audit system that is able to support the commission in supervising the internal control system, including the SICFR. Also provide information on the scope of the assessment of the SICFR during the financial year and on the process by which the head of the assessment reports the results, whether the entity has an action plan that outlines the possible corrective measures, and whether its impact on the financial reporting has been considered.

The Board of Directors is in charge of ensuring the appropriate registration of the operations in the accounting records, of maintaining a structure of internal control and accounting for the purpose of preventing and detecting errors and irregularities. In accordance with the Board of Directors' Regulations, the Audit Commission is entrusted with the following duties, amongst others:

- › To report on the Annual Accounts, as well as on the quarterly and half-yearly financial statements that must be issued to the regulatory or supervisory bodies of the securities markets, with express mention of the internal control systems, verification of compliance and monitoring through internal audit and, where applicable, on the accounting criteria applied.

- › Monitoring the preparation process and the integrity of the financial report with regards to the company and, where applicable, the group, verifying compliance with legal requirements and the correct application of accounting criteria, and appropriately specifying the scope of consolidation.
- › To periodically revise the internal control and risk management systems so that the main risks are identified, managed, and properly disclosed, as well as to discuss significant shortcomings of the internal control system identified in the audit with the financial auditor.
- › To supervise and ensure the independence and effectiveness of the duties of internal audits, with full access thereto; to propose the selection, appointment, re-selection and dismissal of heads of internal audits; to propose the budget for said unit, and set the salary scale of its Director; to obtain regular information on the activities and the budget of the unit; and to ensure that the senior management considers the conclusions and recommendations in its reports.

The Audit Commission's functions also entail supervising the internal audit service and obtaining information on the financial reporting process, the internal control systems and the risks for the Company.

On the other hand, with regards to supervising the internal controls system, the aims of the internal audit duties are as follows:

- › To prevent the group companies, projects and activities from exposure to audits risks such as fraud, capital losses, operational inefficiencies and, in general, any risks that may affect the smooth operation of the business.
- › To ensure the continuous application of the standards, appropriate procedures and efficient management in accordance with the Common Management Systems.

Abengoa's internal audit department originated as an independent global function, reporting to the Board of Directors' Audit Commission, with the main aim of supervising Abengoa's internal monitoring and significant risk management systems.

Abengoa's internal audit service is structured around seven functional areas:

- › Internal control
- › Financial Auditing
- › Project Auditing
- › Monitoring Auditing of specific risks

- › Fraud Prevention Auditing
- › Non-Financial Auditing
- › Systems Auditing

The general goals of internal auditing are as follows:

- › To prevent the group companies, projects and activities from exposure to audits risks such as fraud, capital losses, operational inefficiencies and, in general, any risks that may affect the smooth operation of the business.
- › To ensure the continuous application of the standards, appropriate procedures and efficient management in accordance with the Common Management Systems.
- › To create value for Abengoa and its business units, promoting the construction and maintenance of synergies and the monitoring of optimal management practices.
- › To coordinate working criteria and approaches with external auditors to achieve optimum efficiency and profitability of both functions.
- › Analysis and processing of the complaints received through whistleblowing and reporting the conclusions of the work performed to the Audit Commission.
- › To evaluate the Companies' audit risk in accordance with an objective procedure.
- › To develop Work Plans using appropriate scopes for each situation.

Abengoa's internal auditor services are in line with the international standards for the professional practice of internal auditing of the Institute of Internal Audit (IIA).

Likewise, Abengoa has been a member of ACFE Corporate Alliance as of financial year 2014. This association helps companies with tools and specific training focused on the fight against fraud and corruption, as well as resources to obtain the CFE (Certified Fraud Examiner) certification for internal auditors assigned to this area.

F.5.2. Indicate whether or not there is a discussion procedure by which, (in accordance with the stipulations of the NTA), the accounts auditor, the internal audits' office and all the other experts, may inform the Company's senior management, its Audit Commission and its directors, on the significant weaknesses identified in the internal control during the revision of the financial statements or of all other documents to which they were assigned. Also report on whether or not there is an action plan for correcting or mitigating the weaknesses uncovered.

The internal audit office regularly informs senior management and the Audit Commission about the weaknesses identified regarding internal control in revisions performed on the processes during the financial year, and on the implementation of the action plans put in place to ensure the mitigation of said weaknesses.

On the other hand, the accounts auditor of the group retains direct access to the group's senior management, holding regular meetings both to obtain the information necessary for the execution of its duties as well as to report on the weaknesses detected in (internal) control during the auditing. External auditors will submit an annual report to the economic-financial director and the Audit Commission detailing the weaknesses they detected regarding internal control while carrying out their work.

F.6 Other relevant information

During the 2015 financial year, the external auditors issued the following reports which are an integral part of the Annual Report:

- › Audit report on the consolidated accounts of the Group, as required by regulations.
- › Audit report on internal audit compliance under PCAOB (Public Company Accounting Oversight Board) standards, as required under section 404 of the Sarbanes-Oxley Act (SOX)

F.7 Report from the External Auditor

Issue report on:

F.7.1. whether the external auditor revised the SICFR information issued to the markets and, if so, the entity must include the corresponding report as annex but, if not, it must provide the reasons.

Abengoa applies all the rules and regulations dictated by the (CNMV) Stock Market Authorities. This fact implies that for the past six financial years Abengoa has been strictly complying with the reference indicators included in the document of the CNMV's "Systems of Internal Control over Financial Reporting.

Voluntarily since 2007 and mandatorily as of 2014, Abengoa has submitted its internal control systems to an independent external evaluation which issues an audit opinion under the PCAOB (Public Company Accounting Oversight Board) standards, and also to audits to ascertain compliance with section 404 of the Sarbanes-Oxley Act (SOX). This standard is a compulsory law for all companies listed in the United States and is aimed at ensuring the reliability of the financial reporting of these companies and at protecting the interests of their shareholders and investors, by setting up an appropriate internal control system.

The auditor of the individual and consolidated annual financial statements of Abengoa, for the financial year ending Thursday, December 31, 2015, is Deloitte S.L. which is also the Group's main auditor.

G Degree of compliance with corporate governance recommendations

Indicate the company's degree of compliance with the recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not or is only partially followed, the Company should include a detailed explanation of its reasons in such a way that the shareholders, investors and the market in general, are provided with sufficient information to assess the performance of the company. Explanations of a general nature shall not be acceptable

1. The Bylaws of listed companies should not limit the votes that can be cast by a single shareholder, nor impose other obstacles to impede the takeover of the company by means of share purchases on the market.

Compliant

See sections: A.10, B.1, B.2, C.1.23 and C.1.24

2. If a parent and a subsidiary company are listed, both should provide detailed disclosure on:

- › a) Their respective types of activities, and any business dealings between them, including between the listed subsidiary and other companies in the group;
- › b) The mechanisms in place to resolve possible conflicts of interest.

Compliant

See sections: D.1, D.4 and D.7

3. During the annual general meeting the Chairman of the Board should verbally inform shareholders in sufficient detail of the most relevant aspects of the Company's corporate governance, supplementing the written information circulated in the annual corporate governance report, in particular:

- › a) Changes taking place since the previous Annual General Meeting.

- › b) The specific reasons why the company does not follow any Good Governance Code recommendations and, if applicable, any alternative procedures followed in its stead.

Explain

Since a recommendation was included in the new Code of Good Governance of February 2015, published on a date when the Company's Annual General Meeting for the 2015 financial year had already taken place, the Company will comply with this recommendation in the next General Shareholders' Meeting to be held in the 2016 financial year.

4. The Company should draw up and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position.

This policy should be disclosed on the Company's website, complete with details of how it has been put into practice and the identities of the relevant players or those responsible for its implementation.

Partially compliant

The Company strictly complies with the market abuse regulations and assures that it treats all shareholders equally who are in the same situation, even though there was no communication policy or contact with shareholders, institutional investors and proxy advisors during the 2015 financial year.

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the company approved a communication policy and contact with shareholders, institutional investors and proxy advisors. This policy is published on the company's corporate website.

5. The Board of Directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20 % of capital at the time of such delegation.

When a board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its

website explaining the exclusion as envisaged in company legislation.

Partially compliant

The proposal for the delegation of powers to issue shares or convertible securities presented by the Board of Directors before the 2015 financial year General Meeting does not comply with this recommendation given that the financial structure of the Company and the need to maintain sufficient levels of own funds compared to its volume of activity and its market position, which requires flexibility to undertake this kind of issuance at any time, the Company has deemed it necessary for the delegation to be for the maximum amount permitted by law.

Notwithstanding the foregoing, the mandatory reports on the exclusion of pre-emptive subscription rights which the commercial law makes reference to concerning the delegations currently in force were published immediately and are available on the Company's website.

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the Annual General Meeting, even if their distribution is not obligatory:

- › a) Report on auditor independence.
- › b) Reviews of the operation of the Audit Commission and the Appointment and Remuneration Commission.
- › c) Audit Commission report on third-party transactions.
- › d) Report on Corporate Social Responsibility Policy.

Partially compliant

The Company draws up a report on auditor independence (included in the Audit Commission Report that is published as part of the Annual Report), annual reports on the operation of the commissions, as well as an annual report on Corporate Social Responsibility.

Insofar as the report on connected transactions is concerned, the Audit Commission is obliged to report on related-party transactions and, as a matter of fact, this is the case in practice as all of the relevant information is outlined in the minutes of the Commission's minutes. In addition, the Company reports on the connected transactions made during the period set forth in the Annual Report on Corporate Governance.

However, in the 2015 financial year, only the following reports, forming part of the 2014 Annual Report, were published on their website with enough notice before the Annual General Meeting: (i) the Audit Commission Report; and (ii) the Report on Corporate Social Responsibility.

The reports mentioned in this recommendation are expected to be published on the website with sufficient notice for the 2016 Annual General Meeting.

7. The company should broadcast its general meetings live on the corporate website.**Explain**

The company did not broadcast the General Shareholders' Meetings held in 2015 live through the website, nor does it plan to broadcast those held in 2016. Nevertheless, the company sufficiently publicizes the General Shareholders' Meetings on the BORME [Official Gazette of the Commercial Registry], the CNMV website and its own corporate website. Likewise, the Company, in line with the legislation in force and its own internal regulations, facilitates participation of all shareholders at the General Meeting having recently included in its internal regulations the possibility to attend general meetings via remote online communication

8. The Audit Commission should strive to ensure that the Board of Directors can present the Company's accounts to the General Meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the Chairman of the Audit Commission and the auditors should give a clear account to shareholders of their scope and content.

Partially compliant

Among other duties, the Audit Commission is obliged to liaise with the external auditor, regularly receive information from him/her regarding the auditing plan and results of its implementation, and verify that senior management adheres to the recommendations and therefore the Company partially complies with this recommendation. However, in order to guarantee that the Audit Commission wholly complies with this obligation, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Board of Directors' Regulations and the Audit Commission's Regulations were amended to expressly include this function within the framework of their competencies.

9. The Company should publish its conditions and procedures for admitting share ownership, the right to attend General Meetings and the exercise or delegation of voting rights, and display them permanently on its website.

Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.

Compliant

10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the General Meeting, the Company should:

- › a) Immediately circulate the supplementary items and new proposals.
- › b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the Board of Directors.
- › c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the Board of Directors, particularly regarding presumptions or deductions about the direction of votes.
- › d) After the General Shareholders' Meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.

Not applicable.

In the General Meetings held during the financial year 2015 no shareholder exercised such right.

11. In the event that a company plans to pay for attendance at the General Meeting, it should first establish a general, long-term policy in this respect.

Not applicable.

In the General Meetings held during 2015 no pay for attendance were processed.

12. The Board of Directors should perform its duties with unity of purpose and

independent judgment, treating all shareholders equally who are in the same position. It should be guided at all times by the Company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximizing its economic value.

In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

Compliant

The Board of Directors should perform its duties with unity of purpose and independent judgment, according the same treatment to all shareholders in the same position. It should be guided at all times by the Company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximizing its economic value. Likewise, it should ensure that the Company abides by the laws and regulations in its dealings with stakeholders; performing its obligations and contracts in good faith; respecting the customs and good practices of the sectors and territories in which it operates; and upholding any additional social responsibility principles to which it may have voluntarily subscribed.

13. The Board of Directors should have an optimal size to operate efficiently and maximize participation. The recommended range is between five and fifteen members.

Compliant

See section: C.1.2.

14. The Board of Directors should approve a director selection policy that:

- › a) Is concrete and verifiable;
- › b) Ensures that appointment or re-election proposals are based on a prior analysis of the Board's needs.
- › c) Favors a diversity of knowledge, experience and gender.

The results of the prior analysis of board needs should be written up in the Appointment Commission's explanatory report, to be published when the General Meeting that will ratify the appointment and re-election of each director is convened.

The director selection policy should pursue the goal of having at least 30 % of total board places occupied by women directors before the year 2020.

The Appointment Commission should run an annual check on compliance with the director selection policy and set out its findings in the Annual Report on Corporate Governance.

Partially compliant

Although the company did not have a director selection policy approved in the 2015 financial year, in practice, the Company's selection policy considers both the needs of the Board of Directors as well as the diversity of knowledge, experience and gender, making sure that the selection procedure refrains from implicit biases that may hinder the inclusion of female directors. In addition, the Board of Directors issues a report upon every appointment and based on a previous report from the Appointments and Remunerations Commission with regard to the candidate in question.

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved a director selection policy which complies with the criteria of the recommendation in the Code of Good Governance.

15. Proprietary and independent Directors should occupy an ample majority of board places, while the number of executive Directors should be the required minimum bearing in mind the complexity of the corporate group and the percentage of ownership the executive Directors hold in the equity.

Compliant.

See section C.1.2 and C.1.3

16. The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.

This criterion can be relaxed:

- › a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.
- › b) In companies with a plurality of shareholders represented on the board but not otherwise related.

Compliant

See section C.1.2 and C.1.3

17. Independent directors should be at least half of all Directors.

However, when the company does not have a large market capitalization, or when a large cap company has shareholders individually or concertedly controlling over 30 percent of capital, independent directors should occupy, at least, a third of board places.

Compliant.

See section C.1.2 and C.1.3

18. Companies should disclose the following details of directors on their websites and keep them regularly updated:

- › a) Background and professional experience.
- › b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.
- › c) Statement of the director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or with whom they have links.
- › d) Dates of their first appointment as a Director and subsequent re-elections.
- › e) Shares held in the company, and any options thereon.

Compliant

19. Following verification by the Appointments Commission, the Annual Corporate Governance Report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

Partially compliant

Although the Annual Corporate Governance Report explains the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3 percent of capital, as well as the reasons for rejection of formal requests for a board place from shareholders whose equity stake is equal to or greater than that of others who applied and were successfully appointed as proprietary directors, the Appointments and Remuneration Commission did not explicitly include the function of verifying the annual corporate governance report in its regulations.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 28 of the Board of Directors' Regulations and article 3 of the Appointments and Remuneration Commission's Regulations to expressly reflect this function of the Appointments and Remuneration Commission.

20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter category's number should be reduced accordingly.

Compliant.

The Company effectively complies with this recommendation. Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 13 of the Board of Directors' Regulations to expressly include this case of dismissal of proprietary Directors.

21. The Board of Directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where they find just cause, based on a proposal from the Appointment Commission In particular,

just cause will be presumed when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a Director, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in Directorship ensue from the proportionality criterion set out in recommendation 16.

Compliant

The Company effectively complies with this recommendation. Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 13 of the Board of Directors' Regulations to expressly include this recommendation regarding independent Directors.

22. Companies should establish rules obliging directors to disclose any circumstance that might harm the organization's name or reputation, tendering their resignation as the case may be, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent trial.

The moment a director is indicted or tried for any of the offences stated in company legislation, the board of directors should open an investigation and, in light of the particular circumstances, decide whether or not he or she should be called on to resign. The board should give a reasoned account of all such determinations in the annual corporate governance report.

Compliant

The Board of Directors' Regulations establish that, as part of the duty of loyalty amongst other obligations therein, Directors must inform the company of all legal and administrative claims as well as any others that, given their magnitude, may severely affect the reputation of the Company. Therefore, it is established that whenever any Director is severely penalized by any public authority for having breached their obligations as Directors, they are obliged to surrender their post to the Board.

As a result, the Company has established the appropriate channels in order to ensure their image and reputation are safeguarded at all times.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to articles 13 and 14 of the Board of Directors' Regulations to expressly include these obligations concerning Directors.

23. Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.

When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.

Compliant

24. Directors who give up their position before their tenure expires, by resignation or otherwise, should state the reasons in a letter remitted to all Directors. Regardless of whether such resignation is filed as a significant event, the reason must be explained in the annual corporate governance report.

Compliant

25. The Appointment Commission should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The Board of Directors regulations should lay down the maximum number of company boards on which directors can serve.

Partially compliant

Abengoa ensures that Directors dedicate the necessary time and effort to their role. In addition, all Abengoa Directors carry out their Director roles exclusively for the Company, and are not Directors of any other listed companies that do not belong to the Group

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 14 of the Board of Directors' Regulations to expressly include the maximum number of company boards (excluding companies belonging to the Group) on which directors can serve.

26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.

Compliant

See section: C.1.29.

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Compliant

See sections C.1.29 and C.1.30

28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.

Compliant

29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.

Compliant

30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programs when circumstances so advise.

Compliant

31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.

For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly recorded in the minutes, of the majority of directors present.

Compliant.

The Board of Directors sessions are announced with sufficient notice, whereby all items on the agenda are clearly indicated and all information required to enable the Directors to prepare for the sessions is provided through the "Director portal". In terms of the decisions or agreements that are not included on the agenda but which are effectively subject to majority consent, this recommendation was not included in the Company's internal rules on governance in the 2015 financial year.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 10 of the Board of Directors' Regulations to expressly include that when, for reasons of urgency, the chairman wishes to present decisions or resolutions for board approval that were not on the meeting agenda, this will require the express prior consent, duly recorded in the minutes, of the majority of directors present.

32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.

Compliant

33. The chairman, as the person charged with the efficient functioning of the Board of Directors, in addition to the functions assigned by law and the company's bylaws,

should prepare and submit to the board a schedule of meeting dates and agendas; organize and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.

Partially compliant

The Company effectively complies with this recommendation.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 21 of the Board of Directors' Regulations to expressly include these functions within the powers of the Chairman of the Board of Directors.

34. When a lead independent director has been appointed, the bylaws or Board of Directors regulations should grant him or her the following powers over and above those conferred by law: chair the Board of Directors in the absence of the chairman or vice chairman give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chairman's succession plan.

Partially compliant

The Company effectively complies with this recommendation.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 21 of the Board of Directors' Regulations to expressly include these functions within the powers of the Coordinating Director.

35. The board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.

Partially compliant

The Company effectively complies with this recommendation.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 23 of the Board of Directors' Regulations to expressly include these functions within those performed by the Secretary of the Board.

36. The Board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:

- › a) The quality and efficiency of the Board's operation.
- › b) How its commissions operate and who is in them.
- › c) The diversity of Directorship and competences making up the Board.
- › d) The performance of the Chairman of the Board of Directors and the Company's Chief Executive.
- › e) The performance and contribution of individual Directors, paying close attention to the heads of the various Board Commissions.

The evaluation of board commissions should start from the reports they send the Board of Directors, while that of the board itself should start from the report of the Appointment Commission.

Every three years, the Board of Directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the Appointment Commission.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Partially compliant

The Board of Directors undergoes an annual performance evaluation procedure, establishing a plan of action to correct the shortcomings detected.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to articles 4 and 28 of the Board of Directors' Regulations to expressly include the requirement for assistance from an external consultant at least once every three years to carry out the evaluation.

37. When an executive commission exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary to the executive commission.

Not applicable.

38. The Board should be kept fully informed of the business transacted and decisions made by the executive commission. To this end, all Directors should receive a copy of the commission's minutes.

Not applicable.

39. All members of the Audit Commission, particularly its chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters. A majority of Commission places should be held by independent directors.

Compliant

See section: C.2.1.

40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the Audit Commission, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the Audit Commission.

Partially compliant

The Company has an internal audit unit which ensures that the internal reporting and control systems work properly although it does not functionally report to the chairman of the Audit Commission, rather to the Commission itself as a whole. Nonetheless, this effectively does not affect compliance of its duties with the required independence of judgment since, among other issues, the Audit Commission is made up entirely of independent directors.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 27 of the Board of Directors' Regulations and article 3 of the Audit Commission's Regulations to reflect that the internal audit unit reports to the Chairman of the Audit Commission.

41. The head of the unit handling the internal audit function should present an annual work program to the Audit Commission, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.

Compliant

42. The Audit Commission should have the following functions over and above those legally assigned:

- › **1. With respect to internal control and reporting systems:**
 - **a) Monitor the preparation process and the integrity of the financial information relating to the company and, where appropriate, the group, checking for compliance with legal provisions, accurate demarcation of the consolidation perimeter, and correct application of accounting principles.**
 - **b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programs, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular information on its activity; and verify that senior management are acting on the findings and recommendations of the reports.**
 - **c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.**
- › **2. With regard to the external auditor:**
 - **a) Investigate the issues leading to the resignation of the external auditor, should this come about.**

- **b) Ensure that the remuneration of the external auditor does not compromise their quality or independence.**
- **c) Ensure that the company notifies any change of external auditor to the CNMV as a relevant fact, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.**
- **d) Ensure that the external auditor has a yearly meeting with the board in full to inform them of the work undertaken and developments in the company's risk and accounting positions.**
- **e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence.**

Partially compliant

As is stated in the Board of Directors' Regulations, as well as in the Audit Commission's Regulations, the latter has been entrusted with the vast majority of the duties set out in this recommendation. Effectively, this commission, whether directly or with the help of the internal audit unit, is responsible for supervising and monitoring the internal reporting and control systems, as well as relations with the external auditor.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 27 of the Board of Directors' Regulations and article 3 of the Audit Commission's Regulations to expressly reflect the functions of the Audit Commission included in this recommendation.

43. The Audit Commission should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.

Compliant

44. The Audit Commission should be informed of any fundamental changes or corporate transactions the company is planning, so the commission can analyze the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Compliant

45. Risk control and management policy should identify at least:

- › a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), with the inclusion of contingent liabilities and other off-balance-sheet risks under financial or economic risks.
- › b) The determination of the risk level the company sees as acceptable.
- › c) The measures in place to mitigate the impact of identified risk events should they occur.
- › d) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Compliant

See section E.

46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:

- › a) Ensure that risk control and management systems are functioning correctly and, more specifically, that any major risks the company is exposed to are correctly identified, managed and quantified.
- › b) Participate actively in the preparation of risk strategies and in key decisions about their management.
- › c) Ensure that risk control and management systems are mitigating risks effectively in the framework of the policy drawn up by the Board of Directors.

Partially compliant

Although Abengoa has a department that deals with the function of risk control and management, said function was not under the direct supervision of the Audit Commission.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 27 of the Board of Directors' Regulations and article 3 of the Audit Commission's Regulations to expressly reflect that the function of risk control and management is now under the direct supervision of the Audit Commission.

47. Appointees to the Appointment and Remuneration Commission – or of the Appointment Commission and Remuneration Commission, if separately constituted – should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.

Compliant

See section: C.2.1.

48. Large cap companies should have separate Appointments and Remunerations Commissions.

Explain

The Company has not yet included this recommendation given that the members of the commissions would be the same and the issues to be dealt with would be very closely linked.

49. The Appointments Commissions should consult the Chairman of the Board and the company's Chief Executive, especially on matters relating to Executive Directors.

When there are vacancies on the board, any director may approach the Appointment Commission to propose candidates that it might consider suitable.

Compliant

50. The remuneration commission should operate independently and have the following functions in addition to those assigned by law:

- › a) Propose the basic conditions for senior officer contracts to the board.

- › **b) Monitor compliance with the remuneration policy set by the company.**
- › **c) Periodically review the remuneration policy for Directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other Directors and senior officers in the company.**
- › **d) Ensure that any potential conflicts of interest do not undermine the independence of any external advice given to the commission.**
- › **e) Verify the information on Director and senior officers' pay contained in various corporate documents, including the annual report on Directors' remuneration.**

Partially compliant

As is stated in the Board of Directors' Regulations and in the Appointments and Remunerations Commission's Regulations, the latter has been entrusted with the vast majority of the duties set out in this recommendation and effectively performs all of them.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Company approved an amendment to article 28 of the Board of Directors' Regulations and article 3 of the Appointments and Remunerations Commission's Regulations to expressly reflect the functions of the Appointments and Remunerations Commission included in this recommendation.

51. The remuneration commission should consult with the company's chairman and chief executive, especially on matters relating to executive directors and senior officers.

Compliant

52. The terms of reference of supervision and control commissions should be set out in the Board of Directors regulations and aligned with those governing legally mandatory board commissions as specified in the preceding sets of recommendations. They should include at least the following terms:

- › **a) Commissions should be formed exclusively by non-executive Directors, with independent Directors in the majority.**
- › **b) They should be chaired by independent directors.**
- › **c) The board should appoint the members of such commissions with**

regard to the knowledge, skills and experience of its Directors and each commission's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first board plenary following each commission meeting.

- › **d) They may seek external advice whenever they consider necessary in order to carry out their duties.**
- › **e) Minutes of all meetings should be taken and a copy made available to all Directors.**

Partially compliant

The company effectively complies with all of these recommendations with the exception of the recommendation stating that the commissions should be made up of non-executive Directors, since one of the members of the Investment Commission is an executive Director.

53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board commission or split between several, which could be the audit commission, the Appointment Commission, the corporate social responsibility commission, where one exists, or a dedicated commission established ad hoc by the board under its powers of self-organization, with at the least the following functions:

- › **a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.**
- › **b) Oversee the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders.**
- › **c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.**
- › **d) Review the company's corporate social responsibility policy, ensuring that it is geared towards value creation.**
- › **e) Monitor corporate social responsibility strategy and practices and assess the extent of their compliance.**
- › **f) Monitor and evaluate the company's interaction with the various groups of stakeholders.**

- › **g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.**
- › **h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.**

Partially compliant

The company effectively complies with this recommendation as the Board of Directors, whose duties include establishing general company policies and strategies, is supported by the Audit Commission regarding performing their duties.

Notwithstanding the foregoing, after the close of the financial year, by virtue of a decision made by the Board of Directors dated [X] March 2016, the Company approved an amendment to article 27 of the Board of Directors' Regulations and article 3 of the Audit Commission's Regulations to expressly reflect the functions included in this recommendation as pertaining to the Audit Commission.

54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:

- › **a) The goals of its corporate social responsibility policy and the support instruments to be used.**
- › **b) The corporate strategy with regards to sustainability, the environment and social issues.**
- › **c) Specific practices in matters relating to: shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and prevention of unlawful conduct.**
- › **d) The methods or systems for monitoring the results of the specific practices referred to above, and identifying and managing related risks.**
- › **e) The mechanisms for monitoring non-financial risk, ethics and business conduct.**
- › **f) Channels for stakeholder communication, participation and dialogue.**
- › **g) Responsible communication practices that prevent the manipulation of information and protect the company's honor and integrity.**

Compliant

55. The company should report on corporate social responsibility developments in its directors' report or in a separate document, using an internationally accepted methodology.

Compliant

56. Director remuneration should be sufficient to attract and retain individuals with the desired profile and compensate the commitment, skills and responsibility that the post demands, but not so high as to compromise the independent judgment of non-executive directors.

Compliant

57. Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Compliant

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- › **a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.**
- › **b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.**

- › c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Compliant

59. A large part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.

Non-compliant

The variable compensation policy does not provide for a large part of the variable remuneration components being deferred for a long enough period to ensure that predetermined performance criteria have effectively been met, notwithstanding the fact that it can be provided for once the Company has overcome its present circumstances.

60. Remuneration linked to company earnings should consider the possible deductions reflected in the external auditor's report and should reduce said results.

Compliant.

61. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Non-compliant

As of 31 December 2015, the variable remuneration of Abengoa's executive directors does not specifically include the award of shares or share-based financial instruments. Accrual of compensation corresponding to multi-annual extraordinary variable compensation schemes that the Chief Executive is a beneficiary of and, therefore, his right to receive it (but not the compensation amount in itself) depends on the market value of Abengoa's class B shares not falling below certain values in the last quarter that each scheme is in force. Consequently, Abengoa considers that the characteristics of the variable compensation linked to these schemes do not comply with Recommendation 61 of the Code.

62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.

The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Not applicable

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.

Compliant

64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the predetermined performance criteria.

Compliant

H Other information of interest

1. Provide a brief detail of any other relevant aspects in the matter of the corporate governance of the company or entities of the group that have not been included in the other sections of this report, but that the inclusion of which is necessary for the compiling of a more complete and reasonable information on the structure and practices of governance in the entity or group.

2. In this section, you may also include any other information, clarification or detail related to the above sections of the report, to the extent that these are deemed relevant and not reiterative.

Specifically, indicate whether the company is subject to non-Spanish legislation with regard to corporate governance and, if so, include the information it is obliged to provide and which is different from that required in this report.

3. The company may also indicate whether it voluntarily adhered to other codes of the principles of ethics or other good practices, international, sector or otherwise. As the case may be, the company shall identify the code in question and the date of adherence. In particular, it shall mention whether it has adhered to the Code of Good Tax Practices of 20 July 2010.

A.1 - Rights inherent in Class A and B shares

Article 8 of Abengoa's Bylaws regulates the different rights inherent in its Class A and B shares. The extraordinary general shareholders' meeting held on the second call on September 30, 2012, agreed to amend Article 8 of Abengoa's Bylaws to include a mechanism for voluntarily converting class A shares into class B shares. Below is the aforementioned subsection of the aforementioned Article 8 which includes the right of voluntary conversion:

" [...] A.3) The Right of conversion into Class B Shares

Each Class A Share entitles its owner the right to convert it into a Class B Share until December 31, 2017.

Owner may exercise its right of conversion by notifying the company or, better still, as the case may be, the agency designated for such, through the corresponding participating entity of the Securities Registration, Compensation and Liquidation Management Company (Iberclear), by any media that permits the issuance of remittance and reception receipts, of

notification, deemed irrevocably and unconditionally submitted, reflecting the total number of class A shares owned by said owner and the exact number of class A shares over which said owner wishes to exercise the inherent rights of conversion, in order for the Company to execute the agreements necessary for effecting the aforementioned conversion and to subsequently inform the CNMV by issuing the corresponding Notice of Significant Event.

The aforementioned notice shall include the corresponding Certificate of Ownership and Legitimacy for the Class A Shares issued by an entity that must be participant in the Iberclear Management Systems, or through an intermediary or depository or financial entity managing the shares under the terms set forth in the regulations governing securities representation by means of book-entry or through any other equivalent means of accreditation to which the Company grants sufficient validity for that purpose.

The exercise of the inherent conversion rights of a class A shares shall be understood as the company's stock capital being reduced in the amount of the difference between the face value of the class A shares for which the inherent rights are exercised and the face value of the same number of class B shares, an amount that will increase the restricted reserve which the company would already have set aside for that purpose and in accordance with Article 335.c) of the Corporate Law.

The Board of Directors, with the specific faculty of substitution by the Chairman or the Chief Executive, shall be empowered to determine the period, frequency and procedure for exercising the inherent conversion rights, including, if applicable, the decision of adequacy of the aforementioned equivalent means of accreditation, as well as all other aspects that may be deemed necessary for the proper and correct exercise of said right, which shall all be appropriately communicated through the corresponding notice of significant event. [...]"

A.3

It is hereby stated that, after the close of the financial year, the director Mr. José Luis Aya Abaurre passed away on 12 February 2016. Furthermore, on 8 March 2016 the Company's Board of Directors agreed to cover the vacancy left on the Board due to the death of Mr. José Luis Aya Abaurre by co-optation, thereby appointing the company Inayaba, S.L. as Director and Ms. Ana Abaurrea Aya as individual representative.

B.3 / B.5 Reinforcement to guarantee minority rights

In the interest of reinforcing minority rights, Abengoa submitted a series of bylaw amendments to the extraordinary general shareholders' meeting for approval for the purpose of ensuring that the so-called "defense of minority rights" does not suffer infringements for the mere fact that two different classes of shares exist with different face values simply because the lesser face value of the class B shares would entail that it is more difficult to obtain the percentages of the stock capital required for the exercise of some policy rights. Thus, the general shareholders' meeting approved the amendments of Abengoa's bylaws in the manner set forth below to envisage that all rights are exercised considering the number of shares as basis for the percentage, and not the stock capital. These rights, such as, for example, the right to convene a general shareholders' meeting or request the exercise of a corporate liability action, requires ownership of a specific percentage of stock capital in the nominal sense (3 % in the aforementioned cases).

In particular, the extraordinary general shareholders' meeting approved the amendment of the bylaws with the aim of reflecting that shareholders be required to own three hundred and seventy-five (375) shares, regardless of whether they are class A or B, to attend the general meeting of the company's shareholders; that shareholders be allowed to request publication of a supplement to the call for an ordinary general meeting of shareholders including one or more points on the agenda and to submit proposals for decisions on issues already included or that should be included in the agenda of the convened meeting based on the number of shares owned by the shareholders; that (i) shareholders who own 1 % of the share capital or 1 % of the voting shares be able to request the presence of a Notary Public to endorse the minutes of the general shareholders' meeting; (ii) shareholders who own 3 % of the share capital or 3 % of the voting shares be able to request the convening of the general shareholders' meeting that is to decide upon the corporate liability action against directors or exercise the corporate liability action without or against the decision made by the board in the general meeting; that the company's Board of Directors convene the general shareholders' meeting when requested by shareholders representing 3 % of the share capital or 3 % of the voting shares; that the company's Board of Directors extend the general shareholders' meeting if requested by the shareholders representing 25 % of the capital present or represented in the board meeting or 25 % of the voting shares and that the company's chairman of the board may cancel the right to information as established in Article 197 of the Spanish Corporate Law if requested so by shareholders representing less than 25 % of the paid-in capital or 25 % of the company's voting shares if this percentage is lower than the voting shares, and, in his opinion, publishing this information is unnecessary to protect partner rights, or there are objective reasons to be considered that could be used for purposes outside the company, or publishing it is detrimental to the company or the connected companies.

C.1.2

It is hereby stated that, after the close of the financial year, the director Mr. José Luis Aya Abaurre passed away on 12 February 2016. Furthermore, on 8 March 2016 the Company's Board of Directors agreed to cover the vacancy left on the Board due to the death of Mr. José Luis Aya Abaurre by co-optation, thereby appointing the company Inayaba, S.L. as Director and Ms. Ana Abaurrea Aya as individual representative.

It is hereby stated that, after the close of the financial year, on 1 March 2016, Abengoa's Board of Directors adopted the following agreements:

- › Appoint Mr. Antonio Fornieles Melero, who until present held the positions of Vice-Chairman and Coordinating Director, as Executive Chairman, delegating all powers to him except those which cannot be delegated by Law, until attaining the status of Executive Director.
- › Delegate all powers, except those which cannot be delegated by Law, to the Managing Director, Mr. Joaquín Fernández de Piérola Marín, thereby becoming Chief Executive.
- › Remove Mr. José Domínguez Abascal as Chairman, whereby he remains as director with the category of other external director.

Furthermore, on 8 March 2016 Abengoa's Board of Directors adopted the following agreements:

- › Appoint Mr. Joaquín Fernández de Piérola Marín as First Vice-Chairman of the Board of Directors, thereby merging this position with that of Managing Director (CEO).
- › Appoint Ms. Alicia Velarde Valiente as Second Vice-Chairwoman and Coordinating Director.

C.1.3

It is hereby stated that, after the close of the financial year, the director Mr. José Luis Aya Abaurre passed away on 12 February 2016. Furthermore, on 8 March 2016 the Company's Board of Directors agreed to cover the vacancy left on the Board due to the death of Mr. José Luis Aya Abaurre by co-optation, thereby appointing the company Inayaba, S.L. as Director and Ms. Ana Abaurrea Aya as individual representative.

It is hereby stated that, after the close of the financial year, on 1 March 2016, Abengoa's Board of Directors adopted the following agreements:

- › Appoint Mr. Antonio Fornieles Melero, who until present held the positions of Vice-Chairman and Coordinating Director, as Executive Chairman, delegating all powers to him except those which cannot be delegated by Law, until attaining the status of Executive Director.
- › Delegate all powers, except those which cannot be delegated by Law, to the Managing Director, Mr. Joaquín Fernández de Piérola Marín, thereby becoming Chief Executive.
- › Remove Mr. José Domínguez Abascal as Chairman, whereby he remains as director with the category of other external director.

Furthermore, on 8 March 2016 Abengoa's Board of Directors adopted the following agreements:

- › Appoint Mr. Joaquín Fernández de Piérola Marín as First Vice-Chairman of the Board of Directors, thereby merging this position with that of Managing Director (CEO).
- › Appoint Ms. Alicia Velarde Valiente as Second Vice-Chairwoman and Coordinating Director.

As a result, as of the date of approval of this report, the Company has a total of 3 Executive Directors, 4 external Proprietary Directors, 5 external Independent Directors and 1 external Director (others).

C.1.10

It is hereby stated that, after the close of the financial year, on 1 March 2016, Abengoa's Board of Directors adopted the following agreements:

- › Appoint Mr. Antonio Fornieles Melero, who until present held the positions of Vice-Chairman and Coordinating Director, as Executive Chairman, delegating all powers to him except those which cannot be delegated by Law, until attaining the status of Executive Director.
- › Delegate all powers, except those which cannot be delegated by Law, to the Managing Director, Mr. Joaquín Fernández de Piérola Marín, thereby becoming Chief Executive.

- › Remove Mr. José Domínguez Abascal as Chairman, whereby he remains as director with the category of other external director.

Furthermore, on 8 March 2016 Abengoa's Board of Directors adopted the following agreement:

- › Appoint Mr. Joaquín Fernández de Piérola Marín as First Vice-Chairman of the Board of Directors, thereby merging this position with that of Managing Director (CEO).

C.1.13

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, article 14 of the Board of Directors' Regulations was amended to expressly include the maximum number of company boards (excluding companies belonging to the Group) on which its directors can serve.

C.1.17

It is hereby stated that, after the close of the financial year, the director Mr. José Luis Aya Abaurre passed away on 12 February 2016.

Furthermore, on 26 February 2016 Mr. José Domínguez Abascal stood down as Director of Inversión Corporativa IC, S.A.

C.1.18

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, certain articles of the Board of Directors' Regulations were amended to adapt its content to the new corporate governance recommendations included in the Code of Good Governance for Listed Companies approved by virtue of a decision made by the CNMV Board on 18 February 2015.

C.1.21

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, article 13 of the Boards' Regulations was amended to include additional cases where Directors are obliged to surrender their posts to the Board of Directors.

C.1.32

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Boards' Regulations and the Audit Commission's Regulations were amended to explicitly include the following within the Audit Commission's functions: "Strive to ensure that the Board of Directors can present the Company's accounts at the General Shareholders' Meeting without limitations or qualifications in the external auditor's report, whereby the Chairman of the Audit Commission, along with the external auditor, must explain the scope of any such limitations or qualifications to the shareholders".

C.1.35

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Boards' Regulations and the Audit Commission's Regulations were amended to explicitly include the following within the Audit Commission's functions: "Ensure that the remuneration of the external auditor does not compromise their quality or independence".

C.1.42

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, articles 13 and 14 of the Boards' Regulations was amended to include (i) an additional case where Directors are obliged to surrender their posts to the Board of Directors "in cases where the image and reputation of the company may be at stake" and (ii) the Directors' obligation to inform the Board of any criminal charges brought against them, as well as any other related legal proceedings.

C.1.45.

After the close of the financial year, on 1 March 2016, Abengoa's Board of Directors removed Mr. José Domínguez Abascal as Executive Chairman, whereby he remains as director with the category of other external director.

On 2 March 2016, Mr. José Domínguez Abascal chose to be reinstated in his previous position, thereby not receiving any amount set out in his business contract as severance pay due to early termination/post-contractual non-competition agreement.

On 7 March 2016, the company's Board of Directors determined, on the motion of its Appointments and Remuneration Commission, that on the date of his removal as Executive Chairman of Abengoa, the conditions required for payment of said one-off compensation had not been met, and consequently, there are no grounds for payment thereof.

C.2.1

It is hereby stated that, after the close of the financial year, on 1 March 2016, Abengoa's Board of Directors appointed Mr. Antonio Fornieles Melero, who until present had held the positions of Vice-Chairman and Coordinating Director, as Executive Chairman, thereby attaining the status of Executive Director and no longer forming part of the Audit Commission. Furthermore, on 8 March 2016 Abengoa's Board of Directors appointed Ms. Alicia Velarde Valiente as Second Vice-Chairwoman and Coordinating Director, also appointing her as Chairwoman of the Audit Commission.

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Board of Directors' Regulations and the Audit Commission's Regulations were amended to adapt the content to the new corporate governance recommendations included in the Code of Good Governance for Listed Companies approved by virtue of a decision made by the CNMV Board on 18 February 2015. More specifically, the Audit Commission's functions were expanded and it is stated that the majority of Audit Commission members must be independent Directors, bearing in mind, while appointing members, their knowledge and experience regarding accounting, auditing and risk management.

It is hereby stated that, after the close of the financial year, on 1 March 2016, Abengoa's Board of Directors appointed Mr. Antonio Fornieles Melero, who until present had held the positions of Vice-Chairman and Coordinating Director, as Executive Chairman, thereby attaining the status of Executive Director and no longer forming part of the Appointment and Remuneration Commission.

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Board of Directors' Regulations and the Appointment and Remuneration Commission's Regulations were amended to adapt the content to the new corporate governance recommendations included in the Code of Good Governance for Listed Companies approved by virtue of a decision made by the CNMV Board on 18 February 2015. More specifically, the Appointment and Remuneration Commission's functions were expanded and it is stated that the majority of Appointment and Remuneration Commission

members must be independent Directors, bearing in mind, while appointing members, any knowledge, skills and experience they hold specific to the roles they will carry out.

It is hereby stated that, after the close of the financial year, the director Mr. José Luis Aya Abaurre passed away on 12 February 2016. Furthermore, on 8 March 2016 the Company's Board of Directors agreed to cover the vacancy left on the Board due to the death of Mr. José Luis Aya Abaurre by co-optation, thereby appointing the company Inayaba, S.L. as Director and Ms. Ana Abaurrea Aya as individual representative. She was also appointed as a member of the Strategy and Technology Commission.

It is hereby stated that, after the close of the financial year, on 1 March 2016, Abengoa's Board of Directors adopted the following agreements, which affect certain Investment Commission members:

- › Appoint Mr. Antonio Fornieles Melero, who until present held the positions of Vice-Chairman and Coordinating Director, as Executive Chairman, delegating all powers to him except those which cannot be delegated by Law, until attaining the status of Executive Director, thereby no longer forming part of the Investment Commission.
- › Remove Mr. José Domínguez Abascal as Chairman, whereby he remains as director with the category of other external director, thereby no longer forming part of the Investment Commission.

Furthermore, on 8 March 2016 Abengoa's Board of Directors adopted the following agreements which affect certain members of the Investment Commission:

- › Appoint Mr. Joaquín Fernández de Piérola Marín as First Vice-Chairman of the Board of Directors, thereby merging this position with that of Managing Director (CEO). He was also appointed as a member of the Investment Commission in replacement of Mr. José Domínguez Abascal.
- › Appoint Ms. Alicia Velarde Valiente as Second Vice-Chairwoman and Coordinating Director, also appointing her as member and Chairwoman of the Investment Commission.

C.2.5

After the close of the financial year, by virtue of a decision made by the Board of Directors dated 30 March 2016, the Audit Commission's Regulations and the Appointment and

Remuneration Commission's Regulations were amended to adapt the content to the new corporate governance recommendations included in the Code of Good Governance for Listed Companies approved by virtue of a decision made by the CNMV Board on 18 February 2015.

D.3

It is hereby stated that, after the close of the financial year, on 1 March 2016, Abengoa's Board of Directors agreed to terminate the service provision agreement entered into between Abengoa and Mr. Felipe Benjumea Llorente on 23 September 2015.

D.7

It is hereby stated that, after the close of the financial year, on 7 January 2016, Abengoa Yield, plc informed the Securities and Exchange Commission of the United States that it was changing its corporate name to Atlantica Yield.

Other information

In 2013, Abengoa started to draw up a "corporate compliance" program which it continued to develop in 2014 and 2015.

The concept of "corporate compliance" was introduced in adherence to international practices and to specific compulsory legal rules and regulations, especially practiced in Anglo-Saxon Law and, from December 2014 onwards, in Spain. Up until the Transparency Law and, most recently, Law 31/2014, of December 3, which amends the Corporate Law to improve corporate governance, became effective and enforceable in Spain, good governance recommendations were only as such, recommendations. They were not binding even though, on the international markets, companies were legally obliged to comply with certain codes of conduct to prevent fraud, among other bad practices. Notwithstanding the above, due to the increase in getting closer to the international markets as well as to the recent promulgation of Law 31/2014, it is now necessary, on the one hand, to harmonize the international practice with the Spanish laws, thus introducing the concept of criminal liability for legal entities and, on the other, to adapt the various company standards to the new amendments introduced in the Corporate Law.

The goal and objective that Abengoa hopes to attain by creating this program and by adapting its standards to the recent amendments in the Corporate Law on the aspect of corporate governance is for the Board of Directors and the management to apply and

practice ethics, legality and efficacy in business transactions (good governance), with the organization’s systematic focus on evaluating and managing risks, and to ensure that the organization and its employees comply with the existing laws, regulations and standards, including the company’s behavioral standards (regulatory compliance), with Abengoa exercising the due control and providing a strategic vision to tackle the legal needs of the organization. The creation of a regulatory compliance monitoring program by introducing an effective system of good governance and crime prevention is an inevitable resource for the reputation of Abengoa.

Abengoa’s corporate compliance program establishes standards and procedures for detecting and preventing bad corporate practices, with the Board of Directors acting as the authority in supervising the implementation and improvement of the compliance program and creating the internal post of compliance officer. An appropriate “corporate compliance program” requires an evaluation of the criminal, social and corporate good governance risks, a monitoring authority, a follow-up, action and surveillance program, as well as an important ongoing training program for employees.

This Annual Corporate Governance Report was approved by the company’s Board of Directors at its meeting held on _____.

Indicate whether Directors voted against or abstained from voting for or against the approval of this Report.

No

Personal or corporate name of director who did not vote in favor of approving this report	Reasons (against, abstention, absence)	Explain the reasons
<hr/>		

02

Annual report on the remuneration of Board directors



A. The company's remuneration policy for the ongoing year

A.1. Abengoa's remuneration policy for the ongoing financial year (2016)

In Abengoa, S.A. (hereinafter, "Abengoa" or the "Company" or "Corporation") it is considered important to maintain policies geared towards proposing long-term professional careers in the Group of which Abengoa is the parent company (hereinafter, the "Group") and, at the same time, promoting the Company and its Group's long-term profitability and sustainability, maintaining a reasonable proportion with the importance of the Company, its economic situation at all times and the market standards of companies with similar magnitude. Abengoa's business transactions and operations are conducted in extremely competitive fields in which the achievement of goals and objectives greatly depend on the quality, work capacity, dedication, and the business knowledge of the persons holding the key posts and leading the organization.

These premises determine the Group's remuneration policy in general, that of the directors, in particular, and especially that of the executives, which should make it possible to attract and retain the most distinguished professionals.

Consequently, the aim of the remuneration policy for members of the Board is as follows:

- › Remuneration for the supervisory and decision-making duties performed as members of the Board of Directors should be appropriate to reward the dedication, qualification, and the responsibility required for the performance of the duties of member of the Board, bearing in mind the duties performed on the Board of Directors and the Commissions on which they serve.
- › Regarding the remuneration of executive directors for performing their executive duties:
 - (i) Ensure that the overall remuneration package and its structure are competitive in comparison with the international sector and compatible with our vocation of leadership.
 - (ii) Maintain an annual variable component linked to the achievement of specific and quantifiable objectives that are in line with the interests of shareholders.

The criteria for establishing a director remuneration policy are in conformity with the provisions of the Spanish Corporate Law (Articles 217 to 219, 249 and 529o to 529r), those of the Bylaws (Article 39) and those of the Regulations of the Board of Directors (Article 20), establishing various criteria depending on whether or not the director performs executive duties:

- › Remuneration of members of the Board for their condition as such

The position of director is remunerated following the stipulations of article 39 of the Bylaws. The remuneration may consist of a fixed amount agreed by the General Assembly, which is not necessarily equal for all members. They could also receive an allotment of a share in the Company's profits, of between 5 and 10 percent maximum of the annual profit after subtracting the dividend for the financial year at hand, which shall not be under 4 percent of the paid-in capital in accordance with article 48 of the Bylaws, plus reimbursement of expenses from trips undertaken in the performance of duties entrusted by the Board, and remuneration for Board Commission memberships and, where applicable, for holding the office of Chairperson of the Board.

The maximum annual amount of remuneration payable to the entire Board of Directors for their condition as such shall therefore not exceed the amount of the result of adding, as the case may be, the amount of shares in the company profits, travel expenses and allowance for Commission membership or for holding the office of Chairperson, to the fixed amount agreed upon by the General Assembly. The preceding, understood notwithstanding the remuneration payable to executive members of the Board for the performance of executive duties attributed to such office, different from supervisory and decision-making duties performed by mere members of the Board of Directors.

Determining the remuneration of each Board director for his/her condition as such shall remain the duty of the Board of Directors who, for the purpose thereof, shall consider the duties and responsibilities attributed to each director, their membership of Board Commissions and all other objective circumstances deemed relevant.

- › Remuneration for the performance of duties other than those attributed to directorship.

This includes director remuneration for performing executive duties or those of another nature, other than those of supervision and decision-making exercised on the Board or its Commissions.

This remuneration is compatible with receiving payment as set forth in the bylaws and any allowances which they may be due given their condition as members of the Board of Directors.

Remuneration packages for the performance of executive duties include the following basic elements:

› (a) Fixed remuneration

This amount must be in line with that received by executive directors of companies comparable to Abengoa on the market according to the leadership position Abengoa strives to achieve. In order to determine this, market studies conducted by external consultants are taken into account.

Fixed remuneration consists of a fixed gross amount paid annually, divided into twelve equal monthly payments.

› (b) Variable annual remuneration (bonus)

Variable annual remuneration (or bonus) for executive directors is essentially linked to achieving targets. **Said targets are linked to the Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)**. Based on these criteria, a range of total variation of the variable remuneration of executive directors is estimated at the start of financial year.

Variable remuneration corresponds to the annual bonus and is paid in one single payment (accrued for all purposes in the financial year it is settled, where applicable).

The relative weight and the criteria for determining the variable remuneration for executive directors are based on the following:

- › Market references based on information provided regarding remuneration by renowned market consultants.
- › The main criteria for accrual of variable annual remuneration is achieving the EBITDA target, whether for Abengoa in general or, for executive directors holding non-general responsibilities, commensurate with that of their area of responsibility.
- › At the end of the financial year, this basic quantitative element will be considered together with other qualitative non-financial elements aimed at creating long-term value, which may vary from year to year, such as, for example, compliance with the company's internal corporate governance regulations and its policies on risk control and management, which then allows for adjustment of the decision on the actual amount of variable remuneration.

The Chief Executive, Mr. Joaquín Fernández de Piérola Marín, is a beneficiary of the extraordinary variable compensation schemes for executives described in section A.4 and following herein, remuneration that is not tied to the company's share value under the terms and conditions envisaged in article 219 of Spanish Corporate Law, even though the right to receive, rather than the amount to be received in itself, initially depends on whether the company's Class B shares attain specific price quotations goals, a prerequisite, nevertheless, that the Appointments and Remuneration Commission of the Company can decide to overlook if exceptional circumstances occur on the stock market that may be deemed justifiable by the aforementioned. Therefore, there are no significant changes in the remuneration policy of the Board of Directors for this ongoing financial year in comparison to the remuneration policy applied in past financial years, insofar as directors' compensation still does not include share packages or share options.

A.2. Process to determine the remuneration policy

By virtue of the directive issued by the Board of Directors, the remuneration policy for Abengoa's Board of Directors, stated in this report, shall be prepared, discussed and formulated by the Appointments and Remuneration Commission, with the resulting proposal then being submitted to the Board of Directors at the start of each financial year for subsequent submission for approval to the Company's Ordinary General Shareholders' Meeting, at least once every three years.

Below are the current members of the Appointments and Remuneration Commission, and, as such, the main participants in defining the remuneration policy:

Mercedes Gracia Díez	Chairwoman	Independent Director
José Borrell Fontelles	Member	Independent Director
Alicia Velarde Valiente	Member	Independent Director
Juan Carlos Jiménez Lora	Secretary	Non-board member

Ms. Gracia Díez was appointed member of the Commission in a meeting of the Board of Directors of Abengoa, S.A. held on 12 December 2005, and elected as Chairwoman in a meeting of the Appointments and Remuneration Commission held on 17 March 2015; the Secretary was appointed in the meeting of the Appointments and Remuneration Commission held on 23 June 2014.

Mr. Antonio Fornieles Melero is no longer a member of the Commission as of 1 March 2016 due to his appointment as the new Executive Chairman of the company's Board of Directors, replacing Mr. José Domínguez Abascal.

Consequently, the Appointments and Remuneration Commission has three independent directors and its Chairwoman was appointed from among the independent directors. Therefore, the requirements established in Spanish Corporate Law are met. In addition, in accordance with the provisions of article 2 of the Internal Regulations, the position of Chairperson of the Commission must go to an independent director.

No external consultants were involved in determining the remuneration policy, notwithstanding the fact that the previous section A.1.(b) stated that in order to determine the variable remuneration of executive directors, market references are taken into account based on information regarding remuneration provided by renowned market consultants.

A.3. Fixed components of remuneration

In Abengoa, only the executive directors have fixed remuneration as compensation for the performance of their executive duties. In 2015, the amount accrued as salaries for executive directors amounted to €3.298 million euros.

Both the allowance of the Board of Directors as well as the amounts payable for commission membership or chairmanship, are payable solely for attendance. Below are the amounts accrued in 2015 for said items:

- › Allowances of the Board of Directors: €1.782 million euros.
- › Membership or chairmanship of commissions: €355,000 euros.

Likewise, certain executive directors are offered life and accident insurance coverage for which the Company paid premiums to the value of €2,100 euros in 2015.

A.4. Variable components of the remuneration systems

To date, the variable annual remuneration (or bonus) for executive directors has been essentially linked to achieving EBITDA-related targets, as well as other qualitative non-financial elements aimed at creating long-term value. Based on these criteria, a range of total variation of the variable remuneration of executive directors is estimated at the start of financial year. The variable remuneration corresponds to the annual bonus payable in one single payment.

The total amount of bonuses accrued by executive directors during the 2015 financial year amounted to €10.719 million euros.

Regarding the 2016 financial year, bearing in mind the company's present circumstances, there is no variable compensation system specified for any of its executive directors, although the contract of Mr. Fernández de Piérola (who was appointed Chief Executive on 1 March 2016) establishes that the Board of Directors, on the motion of its Appointments and Remuneration Commission, may establish variable annual compensation for him in the event that his assigned annual targets are met.

In the same way, the Appointments and Remuneration Commission is analyzing whether or not it is convenient to begin a study on possible variable compensation linked to achieving targets related to the restructuring process the company is currently immersed in, in order to, in turn, propose to the Board of Directors that any applicable agreements be adopted, including considering the Chief Executive as a potential beneficiary of this compensation.

Extraordinary Variable Compensation Plans for Executives

There are currently two extraordinary long-term variable compensation plans for Executives.

1. Extraordinary Variable Compensation Plan for Executives, January 2014

This plan, which replaces and leaves invalid the Extraordinary Plan previously approved in February 2011, was itself approved by the Board of Directors of the Company in January 2014 as proposed by the Appointments and Remuneration Commission.

The plan includes the Chief Executive, Mr. Joaquín Fernández de Piérola Marín, among other executives, as a beneficiary, and is due to expire on 31 December 2017.

The following conditions are established for payment thereof:

- › a) that the beneficiary remain in employment with the company until the plan ends.
- › b) that the beneficiary be entitled to receive the annual bonus for each financial year of the period in question.
- › c) the degree of compliance (in terms of objectives) shall be 20% annually, notwithstanding the requirement to remain as an employee of the Company until 31 December 2017.

- › d) that the 2017 Business Group's and/or Abengoa's consolidated budget be complied with based on the Strategic Plan in force at the time.
- › e) that the average trading price of Abengoa's Class B shares not be lower than a specified value for the last three months of 2017.

In the event that a beneficiary of said plan ceases to be such before the maturity deadline (whether voluntarily or as consequence of a legal dismissal), said beneficiary shall not be entitled to any payments whatsoever pursuant to the plan.

In the event of the passing of a beneficiary, the plan shall be halted with the heirs entitled to the total or consolidated amount owed to said beneficiary for the financial year prior to his/her passing, calculated based on the category of the executive.

In the event of a beneficiary's retirement as a result of reaching the age established by law or due to complete permanent disability (preventing him/her from doing any other kind of work) before the Plan's scheduled maturity date, said beneficiary shall be entitled to the amount consolidated during the completed financial years preceding such retirement, as long as the other established conditions are met.

At the end of the 2015 financial year, the recognized accumulated expense regarding the plan was reversed due to considering compliance with all of the requirements established unlikely as a result of the current situation the Company is facing, which has brought along the communication set out in article 5 bis of the Spanish Insolvency Law 22/2003, of 9 July (hereinafter, "Insolvency Law "). Notwithstanding the foregoing, in the event that the plan is executed, the Chief Executive, Mr. Joaquín Fernández de Piérola Marín, as a beneficiary of the plan, would receive the sum that corresponds to him from the Company, up to a maximum of 520,000 euros. The amount that actually corresponds to him shall be determined by the Company's Appointments and Remuneration Commission upon maturity of the plan, after having checked fulfillment of the objectives and the rest of the parameters that accrual of the compensation pertaining to the plan is subject to.

2. Extraordinary Variable Compensation Plan for Executives, July 2014

This plan was approved by the Board of Directors of the Company in July 2014 as proposed by the Appointments and Remuneration Commission.

The plan includes the Chief Executive, Mr. Joaquín Fernández de Piérola Marín, as a beneficiary, among other executives. The duration of the plan is five years (2014-2018) and it is scheduled to mature on 31 December 2018.

The following conditions are established for payment thereof:

- › a) that the beneficiary remain in employment with the company until the plan ends.
- › b) for those executives whose total or partial remuneration is linked to the fulfillment of individual objectives, the beneficiary must have been entitled to the annual bonus.
- › c) the degree of compliance (in terms of objectives) shall be 20% annually, notwithstanding the requirement to remain as an employee of the Company until 31 December 2018.
- › d) that the average trading price of Abengoa's Class B shares not be lower than a specified value for the last three months of 2018.

In the event of resignation (voluntary or by dismissal) the plan shall be halted without any payment whatsoever being made.

In the event of the passing of a beneficiary, the plan shall be halted with the heirs entitled to the total or consolidated amount owed to said beneficiary for the financial year prior to his/her passing, calculated based on the category of the executive.

In the event of a beneficiary's retirement as a result of reaching the age established by law or due to complete permanent disability (preventing him/her from doing any other kind of work) before the Plan's scheduled maturity date, said beneficiary shall be entitled to the amount consolidated during the completed financial years preceding such retirement, as long as the other established conditions are met.

At the end of the 2015 financial year, the recognized accumulated expense regarding the plan was reversed due to considering compliance with all of the requirements established unlikely as a result of the current situation the Company is facing, which has brought along the communication set out in article 5 bis of the Spanish Insolvency Law. Notwithstanding the foregoing, in the event that the plan is executed, the Chief Executive, Mr. Joaquín Fernández de Piérola Marín, as a beneficiary of the plan, would receive the sum that corresponds to him from the Company, up to a maximum of 180,000 euros. The amount that actually corresponds to him shall be determined by the Company's Appointments and Remuneration Commission upon maturity of the plan, after having checked fulfillment of the objectives and the rest of the parameters that accrual of the compensation pertaining to the plan is subject to.

A.5. Long-term savings systems

The compensation package for Abengoa directors does not include any long-term savings system.

A.6. Compensation

There is no provision for the payment of any compensation whatsoever to directors in the event of termination of their duties as such, and no compensation was paid for these purposes during the 2015 financial year. Compensation shall only be paid in the event of termination of executive duties, which can, in turn, be performed, as detailed in section A.7 below.

A.7. Conditions of contracts signed with executive directors

Based on proposals by the Appointments and Remuneration Commission, the Board of Directors fixes the remuneration of executive directors for the performance of their executive duties and other basic conditions that must be respected in their contracts, duly approved by the Board of Directors under the terms and conditions set out in article 249 of the Spanish Corporate Law. Said conditions are as follows:

› a) Permanent

Contracts of executive directors of the Company are permanent and envisage financial compensation for cases of termination of the contractual relationship with the Company, as long as such termination is not exclusively due to the free will of the executive director or as a consequence of failing to fulfill their obligations (notwithstanding the amounts corresponding to them due to their non-competition obligation in accordance with the provisions of the subsequent section c). Therefore, the only executive director who, upon the date of issue of this report, is contractually entitled to receive this type of compensation is the Chief Executive, Mr. Joaquín Fernández de Piérola Marín.

› b) Applicable regulations

The regulations applicable to executive director contracts is stipulated by the legal system in each case.

› c) Non-competition

In all cases, the contracts of executive directors establish a non-competition obligation in relation to companies and activities of a similar nature while their relationship with the Company is still ongoing.

Additionally, the business contract of the Chief Executive, Mr. Joaquín Fernández de Piérola Marín, includes a post-contractual non-competition agreement for a period of time after his relationship with the Company has come to an end, which shall last for twelve or twenty-four months depending on whether the relationship ends due to the Company's will or the director's and which shall be compensated in the terms set out in the following section (e). If the director fails to comply with the aforementioned post-contractual non-competition agreement, he must pay the Company a penalty equal to 100% of the remuneration received during the financial year immediately before his relationship with the Company came to an end.

› d) Non-disclosure and return of documents

A strict non-disclosure duty is imposed, both during the validity of the contracts as well as upon termination of the relationship. In addition, once the relationship with the Company has ended, executive directors must return to the Company all documents and objects in their possession relating to their activity.

› e) Indemnity clauses

The business contract of the Chief Executive, Mr. Joaquín Fernández de Piérola Marín, entitles him to compensation of an amount equivalent to 100% of the remuneration received by Mr. Fernández de Piérola Marín in the previous financial year, both in the event of early termination of his contractual relationship with the company ~~where not due to~~ ~~incompliance of any obligations corresponding to the Chief Executive or exclusively due to his will~~, and compensation due to the non-competition agreement described in the previous section (c) (hereinafter, "severance pay due to early termination/post-contractual non-competition agreement").

Both types of compensation are incompatible. As a result, if the director receives severance pay due to early termination, he/she would not be entitled to receive compensation due to a non-competition agreement. Any breach of this non-competition obligation shall, at all times, lead to the compensation sum received by the Executive Director being given back, regardless of the reason why it was received.

During the 2015 financial year, the company paid both the former Executive Chairman of the company, Mr. Felipe Benjumea Llorente, and the former Chief Executive of Abengoa, Mr. Manuel Sánchez Ortega, the sum of 4,484 thousand of euros each, as severance pay due to early termination/post-contractual non-competition agreement.

In addition, during the 2015 financial year, the company paid the former Executive Chairman of the company, Mr. Felipe Benjumea Llorente, the sum of 7,000 thousand of euros pursuant to a length of service bonus which was stated in the business contract signed with the company.

Furthermore, it is hereby stated that in accordance with the service provision business contract signed with the former Executive Chairman, Mr. José Domínguez Abascal was entitled, in the event that the company dismissed him, to choose between the severance pay due to early termination/post-contractual non-competition agreement described above, which in the case of Mr. Domínguez Abascal amounted to a sum equivalent to 100% of the remuneration accrued in the previous financial year, or reinstatement in his previous position. After his removal as Executive Chairman, Mr. Domínguez Abascal chose to be reinstated in his previous position.

- › f) One-off compensation for the former Executive Chairman

Additionally, the contract of the former Executive Chairman, Mr. José Domínguez Abascal, entitled him to receive, as a one-off compensation payment corresponding to the 2016 financial year, a sum equal to the gross amount of his fixed annual remuneration which is 700,000 thousand of euros, subject to the following during the 2016 financial year:

- › An agreement being reached with the financial and/or commercial creditors in the process of restructuring the company's balance sheet; and/or
- › an agreement being reached with investors, where applicable, for them to become Abengoa shareholders or which, in some way, strengthens the structure of the company capital and/or provides a solution for the current financial situation the company is faced with,

thereby, in one or both of these cases, preventing the company from having to declare insolvency proceedings during the 2016 financial year or, if not prevented, enabling the company to regain solvency and halt the proceedings, also during the 2016 financial year.

On 7 March 2016, the company's Board of Directors determined, on the motion of its Appointments and Remuneration Commission, that on the date of his dismissal as Executive Chairman of Abengoa, the conditions required for payment of said compensation had not been met, and consequently, there are no grounds for payment thereof.

A.8. Additional Remuneration

As of 31 December 2015, there was no additional remuneration accrued by the directors of Abengoa.

A.9. Advances, credits and guarantees granted

As of the date of this report, there were no advances, credits or guarantees granted to members of the Board of Directors of Abengoa.

A.10. Remuneration in kind

The concept of remuneration in kind is reduced to the premiums paid by the Company for life and accident insurance for specific executive directors.

A.11. Remuneration accrued by directors by virtue of payments made to a third party entity

No payments were made to any company for the purpose of remunerating the services rendered to Abengoa by external directors.

A.12. Other payable items

There are no other items payable other than those outlined in previous sections.

A.13. Actions put in place to reduce risks

To ensure the effective running of the organization and to guarantee the Company's long-term future, in addition to good strategic planning, it is essential that there is accurate and rigorous management that considers the risks associated with the company's activity itself and anticipates how to mitigate them.

Thus, Abengoa has its own global system for managing risks, included within the common management systems, which means risks can be controlled and identified. It is regularly updated for the purpose of creating a culture of common management, achieving the objectives set in the area and having the capacity to adapt in order to mitigate any threats that may surface in an environment as competitive as the present.

The introduction of this system enforces the following:

- › Risk management at all levels of the organization, without any exceptions.
- › Its full integration into the strategy and the systems in order to achieve the objectives set.
- › The full support of management to evaluate, follow-up and comply with guidelines relating to the management of threats.

This risk management system is based on three tools:

- › The mandatory rules (NOC in Spanish).
- › The mandatory processes (POC in Spanish).
- › The Universal Risk Model (URM).

Compliance with the aforementioned is guaranteed through the checks carried out by the Internal Audit Department and at committee meetings regularly held with senior staff and the Chairman.

These tools and common management systems are designed from quality standards aimed at complying with international rules and regulations such as the ISO 31000 and the Sarbanes-Oxley Act, and have been certified by companies of international repute.

The Universal Risk Model (URM) is the methodology that Abengoa uses to identify, understand and evaluate the risks that may affect the Company. Its main purpose is to obtain a comprehensive view of them, thereby designing an efficient system that is in line with the business goals and objectives of Abengoa.

The URM consists of over 55 risks that belong to 20 different categories grouped into 4 large areas: financial, strategic, regulations and transactions.

The URM is subject to annual revisions to ensure that the calculations designed for each risk are the most appropriate for the day-to-day operations of the Company.

C. Overall summary of how the remuneration policy was applied during the last financial year.

C.1. Remuneration policy applied during the financial year: structure and payable items

The structure and remuneration components of Abengoa directors vary based on whether or not the director is an executive, and is approved by the Board of Directors, as part of the director remuneration policy that this report deals with:

- › Remuneration for non-executive director post

The position of director is remunerated following the stipulations of article 39 of the Bylaws. The remuneration may consist of a fixed amount agreed by the General Assembly, which is not necessarily equal for all members. They could also receive an allotment of a share in the Company's profits, of between 5 and 10 percent maximum of the annual profit after subtracting the dividend for the financial year at hand, which shall not be under 4 percent of the paid-in capital in accordance with article 48 of the Bylaws, plus reimbursement of expenses from trips undertaken in the performance of duties entrusted by the Board, and remuneration for Board Commission memberships and, where applicable, for holding the office of Chairperson of the Board.

- › Remuneration for the performance of other non-board member duties in the Company

This includes director remuneration for performing executive duties or those of another nature, other than those of supervision and decision-making exercised on the Board or its Commissions.

This remuneration is compatible with receiving payment as set forth in the bylaws and any allowances which they may be due given their condition as members of the Board of Directors.

Remuneration packages for the performance of executive duties include the following basic elements:

- › (a) Fixed remuneration

This amount must be competitive in comparison to the market standard in line with the leadership position Abengoa strives to achieve. In order to determine this, market studies conducted by external consultants are taken into account.

› (b) Variable annual remuneration (bonus)

The variable annual remuneration (or bonus) for executive directors is essentially linked to achieving EBITDA-related targets, as well as other qualitative non-financial elements aimed at creating long-term value. Based on these criteria, a range of total variation of the variable remuneration of executive directors is estimated at the start of financial year.

Variable remuneration corresponds to the annual bonus and is paid in one single payment.

D. Breakdown of individual remuneration accrued by each director

D.1 Breakdown of individual remuneration accrued by directors

a) Remuneration accrued in Abengoa, S.A. (in thousands of euros):

Name	Type	Period	Salary	Fixed remuneration	Allowances	Short-term variable remuneration ⁽¹⁴⁾	Long-term variable remuneration	Remuneration for Board Commission memberships	Severance compensation	Other items	Total Financial year 2015	Total Financial year 2014
Felipe Benjumea Llorente ⁽¹⁾	Executive	01/01-23/09	814		68	3,304			4,484 ⁽¹¹⁾	7,000 ⁽¹²⁾	15,671	4,484
Aplidig, S.L. ⁽²⁾	Executive	01/01-19/01				2,804					2,804	3,099
Manuel Sánchez Ortega ⁽³⁾	Executive	01/01-27/07	543		57	3,304			4,484 ⁽¹¹⁾		8,388	4,484
Javier Benjumea Llorente	Executive	01/01-31/12	1,200		93	1,307					2,600	2,050
José Borrell Fontelles	Independent	01/01-31/12			160			140			300	300
Mercedes Gracia Díez	Independent	01/01-31/12			160			40			200	200
Ricardo Martínez Rico	Independent	01/01-31/12			110			20			130	130
Alicia Velarde Valiente	Independent	01/01-31/12			110			40			150	150
Ricardo Hausmann	Independent	01/01-31/12			280						280	178
José Joaquín Abaurre Llorente	Proprietary	01/01-31/12			110			40			150	150
José Luis Aya Abaurre	Proprietary	01/01-31/12			110			40			150	150
María Teresa Benjumea Llorente ⁽⁴⁾	Proprietary	01/01-10/10			43						43	78
Claudi Santiago Ponsa	Proprietary	01/01-31/12			78						78	70
Ignacio Solís Guardiola	Proprietary	01/01-31/12			78						78	78
Fernando Solís Martínez Campos ⁽⁵⁾	Proprietary	01/01-10/10			57						57	78
Carlos Sundheim Losada ⁽⁶⁾	Proprietary	01/01-10/10			57						57	78
Antonio Fornieles Melero ⁽⁷⁾	Independent	19/01-31/12			160			35			195	0
Santiago Seage Medela ⁽⁸⁾	Executive	18/05-27/11	543		51						594	0
José Domínguez Abascal ⁽⁹⁾	Executive	23/09-31/12	175								175	0
Joaquín Fernández de Piérola Marín ⁽¹⁰⁾	Executive	27/11-31/12	23								23	0
Total			3,298	0	1,782 ⁽¹³⁾	10,719	0	355 ⁽¹³⁾	8,968	7,000	32,123	15,757

Note (1): Mr. Felipe Benjumea Llorente submitted his resignation from his position as director of Abengoa in writing to the Board of Directors on 23 September 2015 as a result of having been removed as Executive Chairman and as part of certain commitments undertaken by the Company with certain financial entities. The removal of Mr. Felipe Benjumea came about due to a non-negotiable requirement by the underwriting and financing banks within the framework of a capital increase that the Company needed to address. Subsequently, during the third quarter of 2015 until 1 March 2016, he worked as consultant to the Board of Directors, pursuant to the consultancy agreement signed with Abengoa and which was terminated on that same date. Mr. Benjumea Llorente has renounced any sum that he may have been entitled to pursuant to this agreement.

Note (2): Represented by Mr. José B. Terceiro Lomba. Aplidig, S.L. submitted its resignation as director of Abengoa on 19 January 2015.

Note (3): Mr. Sánchez Ortega submitted his resignation from his position as Chief Executive of Abengoa on 18 May 2015, being replaced by Mr. Santiago Seage Medela, and subsequently, on 27 July 2015, also from his position as Company director. Until resigning from his position as Abengoa director on 27 July 2015, Mr. Sánchez Ortega performed certain duties aimed at facilitating the transition and integration of the new Chief Executive of the Company in terms of the service provision business contract.

Note (4): Ms. Benjumea Llorente submitted her resignation as Abengoa director on 18 May 2015, subsequently returning to the Board of Directors on 27 July 2015. Finally, on 10 October 2015, within the framework of the Company's Extraordinary General Shareholders' Meeting held on that same date, she again submits her resignation as director of Abengoa.

Note (5): Mr. Solís Martínez-Campos submitted his resignation as Abengoa director on 10 October 2015, within the framework of the Company's Extraordinary General Shareholders' Meeting held on that same date.

Note (6): Mr. Sundheim Losada submitted his resignation as Abengoa director on 10 October 2015, within the framework of the Company's Extraordinary General Shareholders' Meeting held on that same date.

Note (7): Mr. Fornieles Melero was appointed independent director of Abengoa on 19 January 2015, replacing Aplidig, S.L. Subsequently, on 1 March 2016, Mr. Fornieles Melero was appointed Executive Chairman of Abengoa's Board of Directors, replacing Mr. José Domínguez Abascal.

Note (8): Mr. Seage Medela was appointed director of the Board and Chief Executive of Abengoa on 18 May 2015, replacing Mr. Sánchez Ortega. He subsequently submitted his resignation as Chief Executive of Abengoa and director of the Board on 27 November 2015.

Note (9): Mr. Domínguez Abascal was appointed proprietary director and non-executive Chairman of Abengoa's Board of Directors on 23 September 2015, replacing Mr. Felipe Benjumea Llorente. Subsequently, on 27 November 2015, Abengoa's Board of Directors approved that Mr. Domínguez Abascal was to be delegated all powers that may be delegated legally and pursuant to the bylaws. Subsequently, on 1 March 2016, Mr. Domínguez Abascal was removed as Executive Chairman of Abengoa's Board of Directors, being replaced by Mr. Fornieles Melero, and from that date on held the position of other external director.

Note (10): Mr. Fernández de Piérola Marín was appointed Managing Director of Abengoa, replacing Mr. Seage Medela, on 27 November 2015. Until being appointed Managing Director, Mr. Fernández de Piérola Marín carried out the role of Chairman of the Board of Directors of Abengoa México, S.A. de C.V. Subsequently, on 1 March 2016, Mr. Fernández de Piérola Marín was appointed Chief Executive of Abengoa.

Note (11): As severance pay due to early termination/post-contractual non-competition agreement.

Note (12): As a length of service bonus.

Note (13): The total amount accrued is shown, although at the time this report was issued the allowances amount was still pending payment for those relating to the Board of Directors meeting held in December in the 2015 financial year (132,000 euros) and to the Strategy and Technology Commission meetings held in November and December in the 2015 financial year (60,000 euros).

Note (14): This corresponds to fulfillment of the objectives set for the 2014 financial year.

As has been described in previous sections, the Company has no share-based remuneration system or any long-term savings system. In the same way, at the time of this report, there were no advances, credits or guarantees granted to members of Abengoa's Board of Directors.

In the 2015 financial year, the Company paid €2,100 euros for life and accident insurance premiums for the following executive directors:

Name / Type	Financial year 2015	Financial year 2014
Felipe Benjumea Llorente / Executive	0.4	1
Manuel Sánchez Ortega / Executive	0.3	1
Javier Benjumea Llorente / Executive	0.5	—
Santiago Seage Medela / Executive	0.2	—
José Domínguez Abascal / Executive	0.5	—
Joaquín Fernández de Piérola Marín / Executive	0.1	—
Total	2.1	2

b) Remuneration accrued by the directors of Abengoa, S.A. for membership of Boards in other Group companies (in thousands of euros):

Name	Type	Accrual period Financial year 2015	Remuneration			Short-term variable remuneration	Long-term variable remuneration	Remuneration for Board Commission memberships	Severance compensation	Other items	Total Financial year 2015	Total Financial year 2014
			Salary	Fixed remuneration	Allowances							
Javier Benjumea Llorente ⁽¹⁾	Executive	01/01-31/12			52 ⁽³⁾						52 ⁽³⁾	52
María Teresa Benjumea Llorente ⁽²⁾	Proprietary	01/01-23/12			18						18	24
Total			-	-	70	-	-	-	-	-	70	76

Note (1): Shown as the total remuneration accrued by Mr. Benjumea Llorente in the 2015 financial year due to his membership of the Board of Directors of Abengoa Bioenergía, S.A.

Note (2): Shown as the total remuneration accrued by Ms. Benjumea Llorente in the 2015 financial year due to her membership of the Board of Directors of SIEMA, Sociedad Inversora en Energía y Medioambiente, S.A.

Note (3): The total amount accrued is shown, although at the time this report was issued a sum of 13,000 euros was still pending payment for the allowances of the Abengoa Bioenergía, S.A. Board of Directors meetings.

c) Summary of the remuneration (in thousands of euros):

Name	Type	Remuneration accrued in the Company			Remuneration accrued in Group companies			Total			Contribution to the savings system during the financial year	
		Total remuneration in cash	Amount of shares issued	Gross profit of share options exercised	Total Financial year 2015 company	Total remuneration in cash	Amount of shares issued	Gross profit of share options exercised	Total Financial year 2015 Group	Total Financial year 2015		Total Financial year 2014
Felipe Benjumea Llorente	Executive	15,671	-	-	15,671	-	-	-	-	15,671	4,484	-
Aplidig, S.L. ⁽¹⁾	Executive	2,804	-	-	2,804	-	-	-	-	2,804	3,099	-
Manuel Sánchez Ortega	Executive	8,388	-	-	8,388	-	-	-	-	8,388	4,484	-
Javier Benjumea Llorente	Executive	2,600	-	-	2,600	52	-	-	52	2,652	2,102	-
José Borrell Fontelles	Independent	300	-	-	300	-	-	-	-	300	300	-
Mercedes Gracia Díez	Independent	200	-	-	200	-	-	-	-	200	200	-
Ricardo Martínez Rico	Independent	130	-	-	130	-	-	-	-	130	130	-
Alicia Velarde Valiente	Independent	150	-	-	150	-	-	-	-	150	150	-
Ricardo Hausmann	Independent	280	-	-	280	-	-	-	-	280	178	-
José Joaquín Abaurre Llorente	Proprietary	150	-	-	150	-	-	-	-	150	150	-
José Luis Aya Abaurre	Proprietary	150	-	-	150	-	-	-	-	150	150	-
María Teresa Benjumea Llorente	Proprietary	43	-	-	43	18	-	-	18	61	102	-
Claudi Santiago Ponsa	Proprietary	78	-	-	78	-	-	-	-	78	70	-
Ignacio Solís Guardiola	Proprietary	78	-	-	78	-	-	-	-	78	78	-
Fernando Solís Martínez Campos	Proprietary	57	-	-	57	-	-	-	-	57	78	-
Carlos Sundheim Losada	Proprietary	57	-	-	57	-	-	-	-	57	78	-

Name	Type	Remuneration accrued in the Company			Remuneration accrued in Group companies			Total			Contribution to the savings system during the financial year	
		Total remuneration in cash	Amount of shares issued	Gross profit of share options exercised	Total Financial year 2015 company	Total remuneration in cash	Amount of shares issued	Gross profit of share options exercised	Total Financial year 2015 Group	Total Financial year 2015		Total Financial year 2014
Antonio Fornieles Melero	Independent	195	-	-	195	-	-	-	-	195	-	-
Santiago Seage Medela	Executive	594	-	-	594	-	-	-	-	594	-	-
José Domínguez Abascal	Executive	175	-	-	175	-	-	-	-	175	-	-
Joaquín Fernández de Piérola Marín	Executive	23	-	-	23	-	-	-	-	23	-	-
Total		32,123	-	-	32,123	70	-	-	70	32,193	15,833	-

Note (1): Represented by Mr. José B. Terceiro Lomba.

D.2 Relationship between remuneration and profit/loss of the Company

- › The essential reference for the variable annual remuneration is the evolution of the EBITDA, whether for Abengoa in general or, for executive directors holding non-general responsibilities, commensurate with the degree of responsibility.
- › At the end of the financial year, this basic quantitative element will be considered together with other qualitative non-financial elements aimed at creating long-term value, which may vary from year to year, such as, for example, compliance with the company's internal corporate governance regulations and its policies on risk control and management, which then allows for adjustment of the decision on the actual amount of variable remuneration.
- › Based on the criteria established for determining the annual bonus, it is paid in proportion to the degree of compliance with them.

D.3 Result of advisory voting of the General Shareholders' Meeting regarding the annual report on remuneration of the previous financial year

	Number	% of total
Votes cast	5,995,649,505	65.371%

	Number	% of votes cast
Votes in favor	5,577,536,637	93.027%
Votes against	221,913,281	3.701%
Abstentions	196,199,587	3.272%

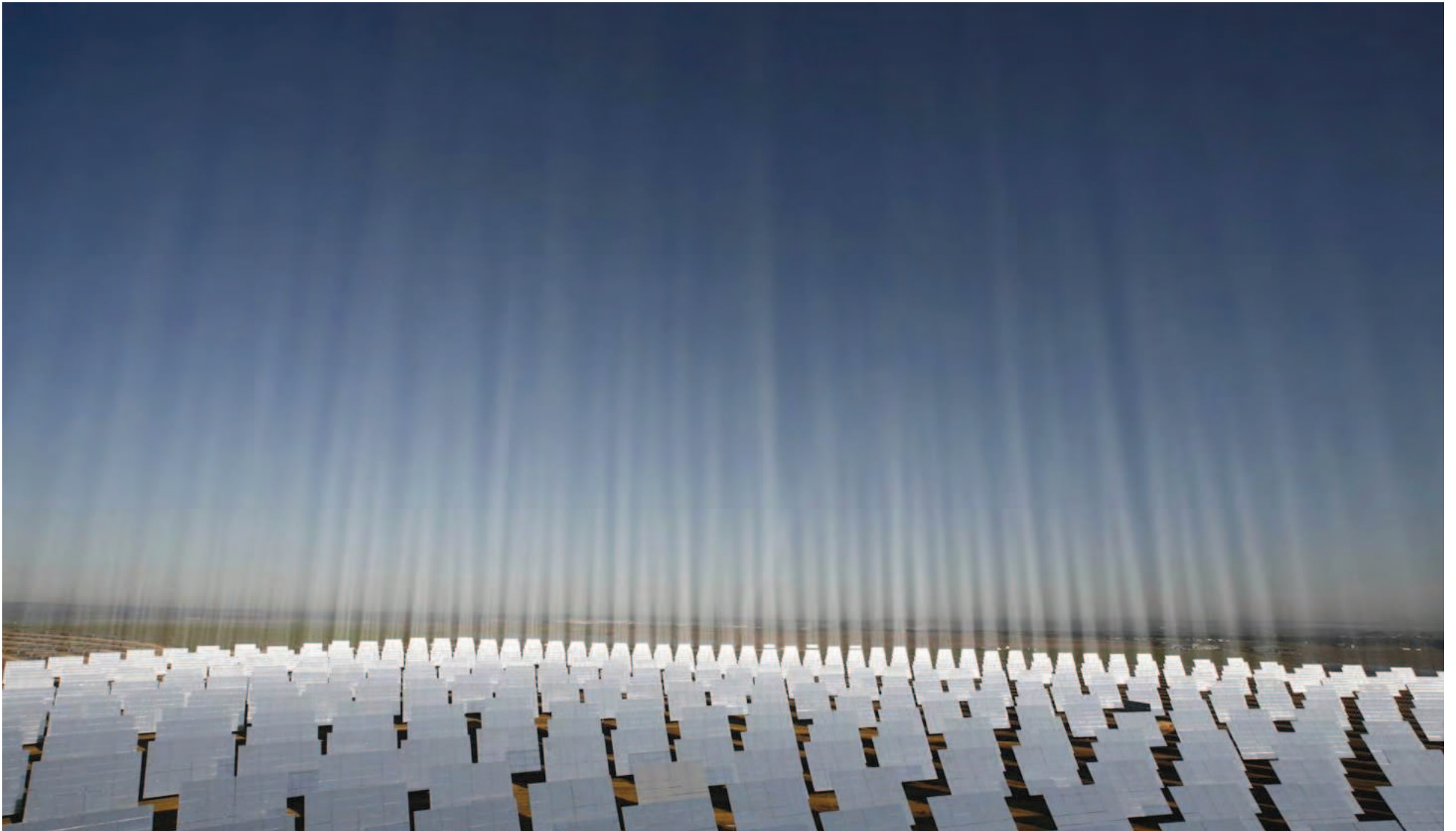
E. Other information of interest

Regarding the remuneration policy applied at Abengoa, there are no other relevant elements than those already outlined in previous sections of this report.

This annual remuneration report was unanimously approved by a meeting of the Company's Board of Directors held on 30 March 2016.

03

Audit Commission Activity Report



1. Introduction

The Audit Commission was created by the Board of Directors of Abengoa, S.A. on December 2, 2002 in accordance with art. 44 of the Bylaws with a view to incorporating the provisions of Act 44/2002 on Reform Measures of the Financial System (Ley 44/2002) relating to Audit Commissions. Abengoa also has a corporate governance system in place that remains compliant at all times with applicable law and best practices.

The Audit Commission Activity Report for the year 2015 has been approved at the meeting held by the Audit Commission on March 30, 2016, and presented to the Board of Directors on March 30, 2016. It will then be made available to the company's shareholders on occasion of the publication of Abengoa's annual report and, at the latest, by the time the General Shareholders Meeting is announced.

2. Composition of the Audit Commission

The Internal Regulations of the Audit Commission were approved by the Board of Directors on February 24, 2003 and contain the following provisions:

2.1 Composition, appointments and member profiles

The Audit Commission will have a permanent and minimum membership of three directors. At least two of these must be non-executive directors, thus maintaining the majority of non-executive members envisaged under the aforementioned Act 44/2002.

Members will be appointed to office for a maximum term of four years, which may be renewed for further four-year maximum terms.

The Commission changed its composition during 2015 to reflect the requirements of the corporate governance regulations applicable to listed companies in the USA.

Under Section 301 of the Sarbanes-Oxley Act (SOX), all Audit Commission members must be independent directors.

Furthermore, Section 407 of SOX requires at least one member of the Commission to be a qualified financial expert.

The Audit Commission is formed by non-executive directors and its current composition, together with the date on which each member was appointed, is as follows:

Chairman	Mr. Antonio Fornieles Melero	Independent	January 19, 2015
Vocal	Prof. Mr. José Borrell Fontelles	Independent	November 19, 2014
Vocal	Mrs. Alicia Velarde Valiente	Independent	February 23, 2011
Vocal	Prof. Mrs. Mercedes Gracia Díez	Independent	December 12, 2005
Secretary	Mr. Daniel Alaminos Echarri	Non-member secretary	September 15, 2014

As of March 17, 2015, Mr. Antonio Fornieles Melero was appointed Chairman of the Audit Commission. Afterwards the 2015 financial closure, as of March 1, 2016, as agreed by the Nominations and Retributions Commission, Mr Antonio Fornieles was appointed Executive President of Abengoa, giving up the Audit Commission. On the same date, Mrs Alicia Velarde was appointed President of the Audit Commission.

Following the aforementioned changes, Abengoa's Audit Commission now solely consists of independent directors.

Mr. Antonio Fornieles Melero

Graduated in economics and business studies from Universidad Complutense de Madrid and holds a diploma in senior management and business administration from the Instituto Internacional San Telmo business school.

Antonio has spent almost his entire career in the audit sector, from 1983 to 2014. He joined the Spanish Institute of Chartered Accountants in 1987 and was made a partner in KPMG in 1994. He was subsequently appointed to the KPMG board, responsible for the audit function in KPMG España and COO of the audit function globally. He is president of the Madrid and Castilla la Mancha division of the Spanish Institute of Chartered Accountants and was a member of the national management Commission and plenary council of this institution from 2006 to 2014.

He has been a lecturer in the faculty of economics and business studies at the University of Cádiz, and a regular speaker and lecturer in various universities and corporations on issues related to financial reporting, business management, corporate governance and ethics.

Prof. Mr. José Borrell Fontelles

Professor at the Chair of foundations of Economic Analysis, Madrid Complutense University. Graduated from the Higher Technical School of Aeronautic Engineering, Madrid Polytechnic University, PhD in Economic Sciences, Madrid Complutense University, Master in Operations Research at the Stanford University, Master in Energy Economics at the Paris French Petroleum Institute. He worked as an engineer at the Spanish Petroleum Company (1972-1981). From 1982 until 1996 he was appointed Budget General Secretary, Secretary of State for Finance, Minister for Public Works, Transport, Telecommunications and Environment. During the first half of the 2004-2009 legislature he was elected President of the European Parliament and in the second half Chairman of the Development Commission.

Mrs. Alicia Velarde Valiente

Earned her honors degree in law from the San Pablo Center for University Studies attached to Universidad Complutense. She has been a member of the Spanish notary association since April of 1991. Since then, Alicia has worked at various notary's office and has been at her current post in Oropesa (Toledo) since 2001. During the 1994-1995 academic year, she started to give classes in civil law at Universidad Francisco de Vitoria and continued to do so until 1999. She maintains close ties with the university today, and has been a lecturer in canon law under the doctorate program since 1999.

Prof. Mrs. Mercedes Gracia Díez

Professor of Econometrics at the Universidad Complutense de Madrid and the Centro Universitario de Estudios Financieros. She has published many scientific publications in the Journal of Business and Economic Statistics, Review of Labor Economics and Industrial Relations, Applied Economics and Journal of Systems and Information Technology. She was manager of the Balance-Sheet Management Department at Caja Madrid from 1996 to 1999 and responsible for the economics and law division of the National Evaluation and Foresight Agency (Agencia Nacional de Evaluación y Prospectiva) from 1993-1996.

Mr. Daniel Alaminos Echarri

Law degree specializing in business law from Universidad San Pablo CEU. He has been a state attorney since 1996 and is the General Secretary of Abengoa and Secretary of its Board of Directors.

Held various previous positions, including General Counsel of SEPI, the Spanish holding group for state-owned companies. Prior to joining Abengoa in 2014, Daniel was a partner in the capital markets division of the law firm Ramón y Cajal Abogados. He also has experience of restructuring savings banks, capital increases and restructuring major real estate and industrial groups, as well as advising on a wide range of issues, especially financial, technological and industrial matters.

2.2. Chairman and Secretary

The Audit Commission shall initially elect one of its non-executive directors as Chairman.

The Secretary to the Board of Directors shall act as Secretary to the Audit Commission.

2.3. Powers and duties of the Audit Commission

In accordance with its internal regulations and the external regulations applicable to it, specifically Law 44/2002 on financial system reform measures, the functions and responsibilities of the Audit Commission are as follows:

- › To report on the annual accounts and half-yearly and quarterly financial statements that must be submitted to regulatory bodies and market watchdogs. With mention made of the internal control systems, the control mechanisms to monitor implementation and compliance through internal audit procedures and, where appropriate, the accounting principles applied.
- › To report to the Board of Directors on any changes in accounting principles, balance sheet risk and off-balance sheet risk.
- › To report to the General Shareholders Meeting on those matters raised by shareholders that fall within its remit.
- › To propose the appointment of the external financial auditors to the Board of Directors, for subsequent referral on to the General Shareholders Meeting.
- › To oversee internal audit services. The Commission will enjoy full access to internal auditing and shall report on the process of selection, appointment, reappointment, removal and remuneration of the internal audit director and on the department's budget.
- › To be fully aware of the company's financial information reporting process and internal control systems.

- › To liaise with the external audit firm so as to receive information on any matters that could jeopardize the latter's independence and any other matters relating to the financial auditing process.
- › To summon directors to Commission meetings, at its discretion, in order to report on any such matters the Audit Commission deems fit.
- › To draw up an annual report on the activities of the Audit Commission, which must be published along with the annual accounts for the fiscal year.

3. Activities performed during 2015

3.1. Meetings

The Audit Commission met twelve times during 2015, attended by all of its members on each occasion. The Commission has issued the corresponding reports, prior to approval by the board of directors, relating to the financial information to be submitted to the regulators (the CNMV, National Securities Market Commission; and the SEC, Securities and Exchange Commission), as well as the reports relating to approval of the conditions of the asset sales between Abengoa and Abengoa Yield, in accordance with the procedures for authorizing and supervising related transactions between these companies.

Meetings and main issues discussed are the following:

Madrid, January 26, 2015

- › Approval of the second "ROFO" (Right of First Offer) between Abengoa, S.A. and Abengoa Yield.
- › Ratification of Deloitte, S.L. as financial auditor of the company, individual and consolidated.

Madrid, January 9, 2015

- › Approval of the activities report of the Commission for the exercise 2014.
- › Information about operations with related parties closed or forecasted for the exercise 2015.

Madrid, February 23, 2015

- › Economic information regarding to the Q4 2014.
- › External audit presentation with the conclusions of the 2014 audit.
- › Summary of the company's review of SOX internal control deficiencies.
- › Observance of the 2014 Internal Audit Plan.
- › Presentation of the 2015 Internal Audit Plan.
- › Follow up of the fees for audit and consulting services during the exercise 2014.
- › Information about the whistleblowing channel policy.

Madrid, May 4, 2015

- › Approval of a "ROFO" (Right of First Offer) between Abengoa, S.A. and Abengoa Yield.
- › Information about operations with related parties closed or forecasted for the following months.

Madrid, May 13, 2015

- › Economic information regarding to the Q1 2015.
- › Follow up of the 2014/2015 Internal Audit Plan.
- › Follow up of the fees for audit and consulting services with Big4 during the exercise 2015.
- › Information about operations with related parties closed or forecasted for the following months.
- › Information about the whistleblowing channel policy.
- › Review of the external audit services performed in subsidiaries.

Madrid, July 30, 2015

- › Economic information regarding to the S1 2015.
- › External audit presentation with the conclusions of the Limited Review as of June 30, 2015.
- › Follow up of the 2015 Internal Audit Plan.

- › Follow up of the fees for audit and consulting services during the S1 2015.
- › Information about the whistleblowing channel policy.
- › CNMV requirements.

Madrid, August 12, 2015

- › Approval and formulation of the individual statement of financial position of Abengoa S.A.

Madrid, September 2, 2015

- › Information about operations with related parties closed or forecasted for the following months.

Madrid, September 13, 2015

- › Information about operations with related parties closed or forecasted for the following months.

Madrid, November 2, 2015

- › Economic information regarding to the Q3 2015.
- › External audit presentation with the conclusions of the Limited Review as of September 30, 2015.
- › Follow up of the 2015 Internal Audit Plan.
- › Follow up of the fees for audit and consulting services during 2015.
- › Information about the whistleblowing channel policy.
- › Information about operations with related parties closed or forecasted for the following months.

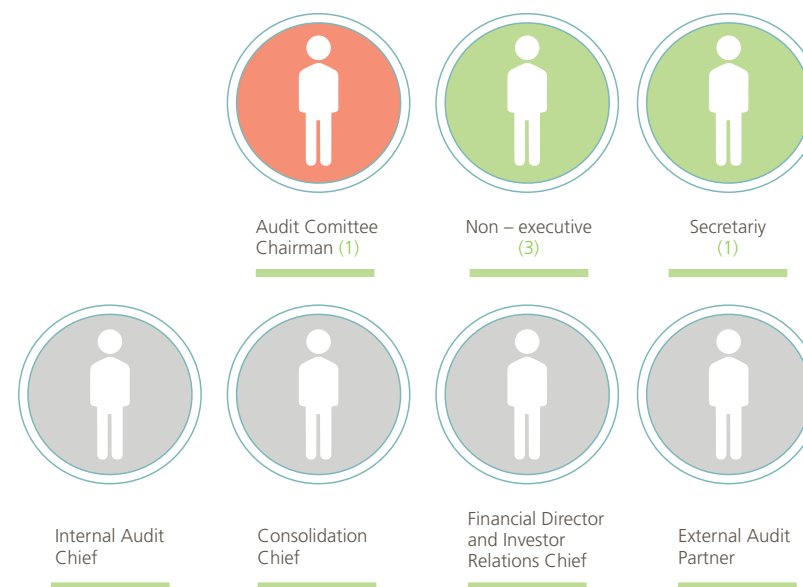
Madrid, November 13, 2015

- › Economic information regarding to the Q3 2015.

Madrid, December 28, 2015

- › Audit of 2015 Annual Report.
- › Information about operations with related parties closed or forecasted for the following months.

Attendance to Audit Commission



3.2. Main activity areas of the Audit Commission

Meeting its primary function of providing support to the Board of Directors, the main activities discussed and analyzed by the Audit Commission can be grouped into the following different areas of competency:

1. External audit and Financial Reporting

- › Appointment and compensation
- › Scope of the engagement
- › Independence requirements
- › Significant audit points
- › Assessment of the performance of external auditors
- › Periodic reporting to CNMV & SEC
- › Suitable accounting policies
- › Other requirements

2. Internal audit

- › Bylaws, responsibility and resources
- › Scope of the work
- › Implementation of recommendations
- › Efficiency of internal audit function

3. Risks and internal control

- › Analysis of main risk areas
- › Efficiency of implanted controls
- › Risk of fraud

4. Corporate governance

- › Maintenance and gauging the effectiveness of control bodies
- › Communication and financial reporting
- › CSR activities
- › Compliance with ethical rules and concerns
- › Conflicts of interest
- › Related party transactions
- › Monitoring whistleblower channel

4. Tasks and Responsibilities

4.1. External audit and Financial Reporting

The tasks carried out by the Audit Commission in relation to the external audit and the company's financial reporting are summarized in the following table:

Monitoring of services

- › Reviewing services received by the external auditor, audit team, along with services rendered and fees
- › Looking into audit offers, focusing on services, strategies, terms of engagement and fees
- › Reviewing the independence of the auditor and its experience, including dealing with the auditor and a performance assessment.

Good governance practices

- › Being aware of any difficulties found in performing the audit, restrictions on access to information.
- › Being informed of internal control deficiencies, fraud, and illegal acts
- › Updates on issues that affect the independence of external auditors, including plans to rotate the principal audit partner

Planning of the external audit

- › Getting familiar to the external audit itself.
- › Understanding what the company expects from the auditor, type of services, time frames and information requirements.
- › Examining the track records and experience of the audit team
- › Appreciating that main area of risk will be tackled during the audit.

Financial reporting

- › Reviewing audited financial statements
- › Being informed and even discussing key findings of the audit and significant accounting policies, audit opinions, and quality of financial information.
- › Discussing any incidents detected with the management
- › Separated meetings with external auditor

During 2012, the Board of Directors and the General Meeting of shareholders approved the appointment of Deloitte as auditor of the financial statements of Abengoa and the consolidated financial statements of Abengoa and its subsidiaries for the year ended December 31, 2012 and the two following years. This appointment was also endorsed by the audit Commissions, boards of directors and general meetings or assemblies shareholders of the relevant group companies.

In addition, other firms collaborate in performing the audit, especially in small companies both in Spain and abroad, although the scope of their work is not significant for the group overall.

The Audit Commission's functions include ensuring the independence of the external auditor, proposing the appointment or renewal thereof to the Board of Directors and approving its fees.

SOX (Sarbanes-Oxley Act) internal control audit work has been assigned to these same audit firms following the same criteria. This is because, according to PCAOB (Public Accounting Oversight Board) rules, the firm that issues the opinion on the financial statements must also be the firm that evaluates internal control processes over the preparation of the these same statements, given that this internal control is a key factor in "integrated audits".

Abengoa follows a policy of having an external annual audit performed on all group companies, even if they are not obliged to do so because they do not meet the legal requirements.

A total of 13 new companies have been audited this year round, more than 95% of which are being audited by one of the four main international audit firms or "Big Four". The following table provides a breakdown of the global fees agreed upon with the external auditors for the 2013 audit, including reviews of periodic reporting and the internal control SOX audit:

Geography	Firms	Fees (€)	Companies
Spain	Deloitte	1.463.700	70
	PwC	-	-
	Other firms	33.865	5
Out of Spain	Deloitte	2.422.194	152
	PwC	276.478	6
	Other firms	936.623	50
Total		5.132.859	283

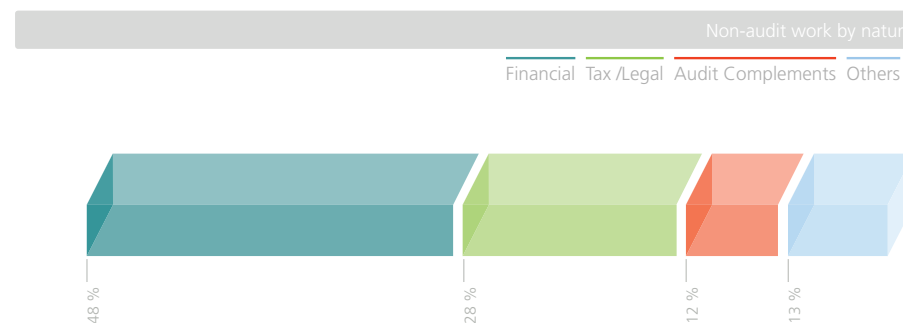
When assigning non-audit work to any of the "Big Four" audit firms, the company has a prior verification procedure in place so as to detect any possible incompatibilities that would prevent the firm from performing the work under the rules of the U.S. SEC (Securities Exchange Commission) or Spanish ICAC (Instituto de Contabilidad y Auditoría de Cuentas).

Additionally, Abengoa's condition like entity registered in NASDAQ forces us to carry out with the procedures established by the regulators of the mentioned market and concretely with the Law Sarbanes Oxley, developed later by the Securities and Exchange Commission (SEC). In this respect, the Audit Commission must pass in advance to his provision, all the services contracted with the auditor. During 2015 there have pre-be approved by the Commission the following services given by the external auditor:

- › Audit services (audit reports, limited reviews, comfort letters, etc.)
- › Services related to the audit (Due Diligence, report RSC, etc.)
- › Fiscal Services
- › Others (courses, seminars, etc.)

The following table reveals the fees payable to the Big Four audit firms for non-audit work performed in 2015:

Firm	Fees (€)
Deloitte	2.439.102
PwC	2.670.532
KPMG	843.997
Ernst & Young	7.644.004
Total	13.597.635



The Audit Commission is, furthermore, responsible for supervising the results of the work of the external auditors. Therefore, it is promptly informed of their conclusions and of any incidents noted in their audits.

When required to do so, the external auditor has attended Audit Commission meetings to report on its areas of competency, which are essentially the following:

- › Reviewing the financial statements of the consolidated group and its component companies and issuing an audit opinion thereon.
- › Evaluation of the internal control system and issuance of an audit opinion under PCAOB (Public Company Accounting Oversight Board) standards, (SOX -Sarbanes-

Oxley Act- compliance).

- › Matters of special interest for certain matters or specific or significant transactions, the external auditor is required to provide its opinion on the criteria adopted by the company so as to reach a consensus.
- › Independent verification reports prepared by external auditors.

Thus, external auditors issued two reports in 2015, all forming an integral part of the annual report:

- › Audit report on the consolidated accounts of the group, in accordance with applicable law.
- › Voluntary audit report on internal control compliance under PCAOB (Public Company Accounting Oversight Board) standards, pursuant to the requirements imposed by section 404 of the Sarbanes-Oxley Act (SOX).

4.2. Internal Audit

The Audit Commission's functions include "supervision of the internal audit service" and "awareness and knowledge of the financial reporting process, internal control systems and the risks for the company".

In order to oversee the sufficiency, suitability and efficient working of the internal control and risk management systems, the Commission received regular information in 2015 from the head of internal audit in relation to:

- › The annual internal audit plan and the degree to which it had been met: progress and conclusions on the internal audit work performed, which essentially comprises the tasks of auditing financial statements, internal control SOX audits, common management systems audits, reviews of critical projects and construction work, and reviews of special areas, among others.
- › The degree of implementation of issued recommendations.
- › A description of the main areas reviewed and the most significant conclusions, which include audited and sufficiently mitigated risks.
- › Other more detailed explanations requested by the Audit Commission.

The Audit Commission is aware and has reviewed the audit reports performed during 2015 by the internal audit department. The tasks not included under the Plan related principally to general reviews of companies and projects that had not been envisaged in the initial planning.

A majority of the audits performed during the exercise focused in the compliance of internal controls under PCAOB (Public Company Accounting Oversight Board) standards, in accordance with the requirements of section 404 of the Sarbanes-Oxley Act (SOX). Through COSO standards, the company has developed frameworks and guidelines on risk management, internal control, and detection of fraud designed to improve corporate governance and reduce fraud.

Internal audit function at Abengoa

Internal audit function originated as an independent global function, reporting to the Audit Commission of the Board of Directors, with the principal objective of supervising Abengoa's internal control and material risk management systems.

Structure and team

Abengoa's internal audit function is structured around seven functional areas:

- › 1) Internal control audit
- › 2) Financial audit
- › 3) Projects audit
- › 4) Concessions audit
- › 5) Preventive fraud audit
- › 6) Non-financial audit
- › 7) Information systems audit

Additionally, each business group count with a responsible person in the audit department in order to participate in a coordinated way with the strategy definition, planning, and communication of recommendations.

Common Management Systems

The Audit Commission's main objectives concerning internal control over the preparation of financial reporting are:

- › Determining the risks of a possible material error in the financial reporting caused by fraud or possible fraud risk factors.
- › Analyzing the procedures for assessing the efficiency of internal control in relation to financial reporting.
- › Effectiveness of internal controls over the processes that affect Abengoa and its business groups.
- › Identifying material internal control deficiencies and weaknesses in relation to financial reporting and response capacity.
- › Supervising and coordinating any significant changes made to the internal controls related to the quarterly financial reporting.
- › Performing the quarterly processes of closing the financial statements and differences identified in relation to the processes performed at year end.
- › Rolling out plans and monitoring the actions implemented to correct the differences identified in the audits.
- › Measures to identify and correct possible internal control weaknesses in relation to the financial reporting.
- › Analyzing procedures, activities and controls that seek to guarantee the reliability of financial reporting and prevent fraud.

Internal Control Model

Abengoa's internal control structure is based on the integrated internal control framework established in the latest model from COSO (Commission of Sponsoring Organizations of the Treadway Commission) and complies with the requirements established in Section 404 of the US Sarbanes-Oxley Act (SOX).

According to this framework, companies must:

- › Prepare annual objectives regarding the efficiency and effectiveness of operations, the reliability of financial reporting, legal compliance and safeguarding the company's assets.

- › Identify and evaluate the risks could comprise these objectives
- › Define control activities to minimize the impact of these risks; and
- › Implement supervision systems to evaluate the quality of this process.

All of the above requires the support of an effective control environment and feedback with an effective reporting and communication system.

The new framework broadens the risk outlook to include negative or positive events, in other words threats or opportunities; identification of a tolerance level for the risk; as well as dealing with these events using risk portfolios.

In February 2010, the Spanish National Stock Market Commission (CNMV) published a document titled "Internal Control over Financial Reporting in Listed Companies" (ICFR), which contains two new legal obligations that listed companies must meet from 2011 onwards:

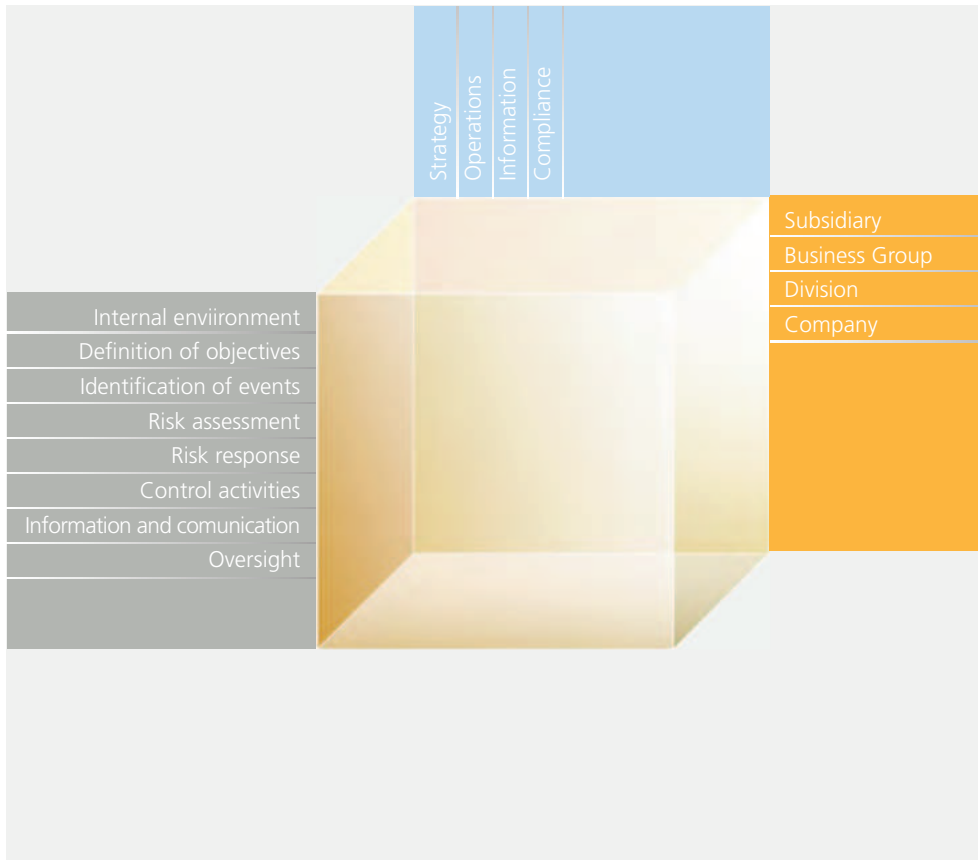
- › Audit Commissions will be responsible for supervising financial reporting and the efficiency of the company's internal control and risk management systems.
- › Companies will have to report to the markets on their systems of internal control over financial reporting through the Annual Corporate Governance Report.

CNMV document is based on COSO and incorporates 30 recommended practices divided into five components areas:

- › Internal control environment
- › Financial reporting risk assessment
- › Control activities
- › Information and communication, and
- › Supervision of system operation

Since 2007, Abengoa has been voluntarily submitting its internal control systems to external evaluation, with the issuance of an audit opinion under PCAOB standards and a compliance audit under section 404 of the Sarbanes-Oxley Act (SOX).

This means that Abengoa has been complying strictly with the reference indicators included in the Spanish CNMV's ISFR document for four straight years now.

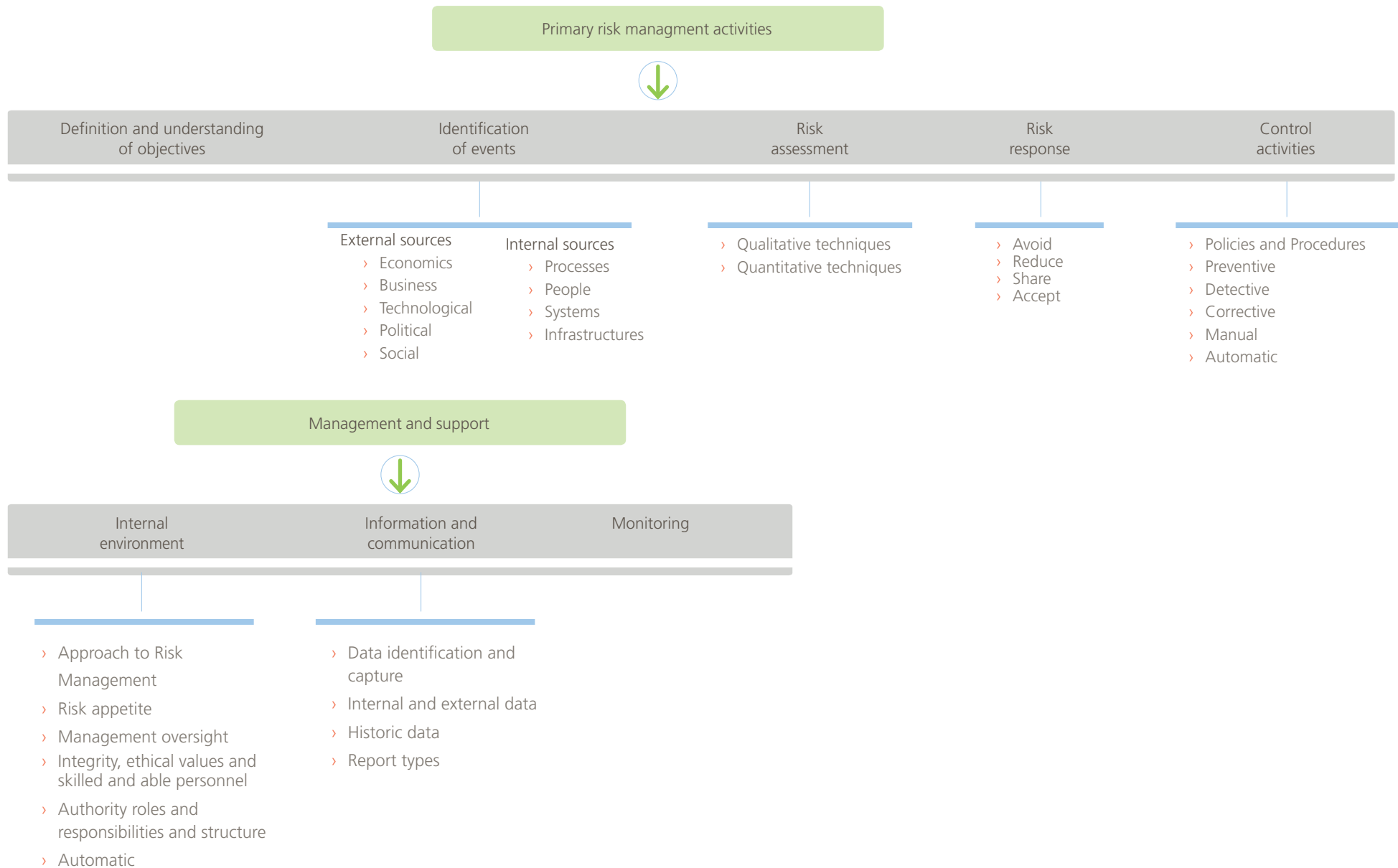


In forthcoming years, and principally with the consideration of being a company registered in NASDAQ, we will be faced with an environment characterized by greater regulatory requirements. In order to deal with this scenario, Abengoa considers risk management an indispensable activity and function for strategic decision making.

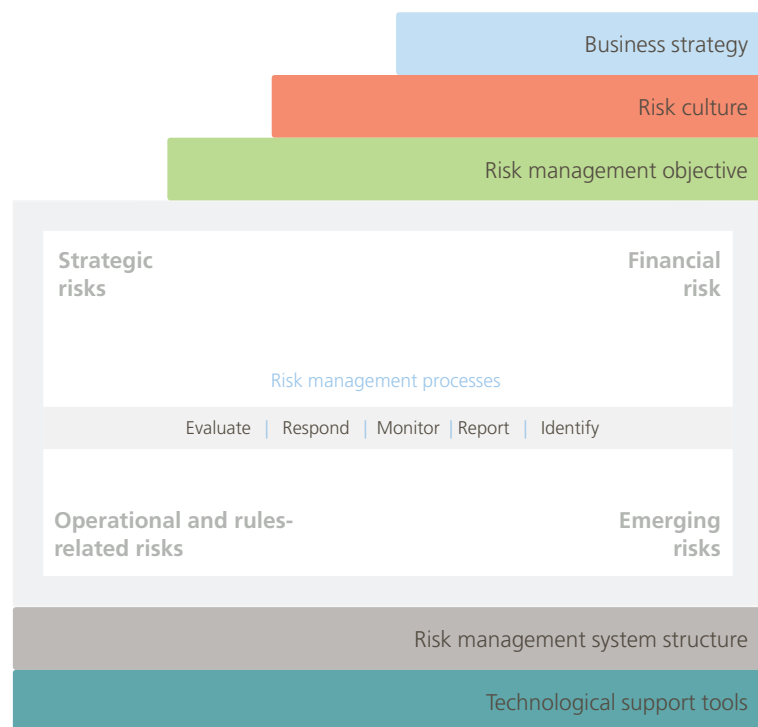
Abengoa is aware of the importance of managing its risks in order to carry out appropriate strategic planning and attain the defined business objectives. To do this, it applies a philosophy formed by a set of shared beliefs and attitudes, which define how risk is considered, starting with the development and implementation of the strategy and ending with the day-to-day activities.

Risk Management Model in Abengoa

During 2015, Abengoa continued to grow, carrying on activities in more than 70 countries. To deal with this growth in a safe and controlled manner, Abengoa has a common business management system that allows it to work on an efficient, coordinated and consistent basis.



Abengoa's risk management system is shown in the following diagram:



The risk management process at Abengoa is a continuous cycle based on five key phases, as shown in the previous diagram:

- > Identify
- > Evaluate
- > Respond
- > Monitor
- > Report

In each phase, regular and consistent communication is necessary in order to achieve good results. Since it is a continuous cycle, permanent feedback is necessary in order to achieve a constant improvement in the risk management system. These processes are addressed to all the company's risks.

Abengoa manages its risks using the following model, described in the company's risk management manual, which is intended to identify the potential risks of a business:

Strategic risks		
Governance	Strategic R&D projects	Mergers acquisitions & disinvestments
Resource planning and assignment	Market dynamics	Communication & investor relations
Operational risks		
Sales	Human resources	Thereats or disasters
Supply chain	Tangible assets	Information technologies
Financial risks		
Markets	Accounting & reporting	Capital structure
Liquidity & credit	Taxation	
Regulatory risks		
Codes of ethics and conduct	Legislation	Regulator

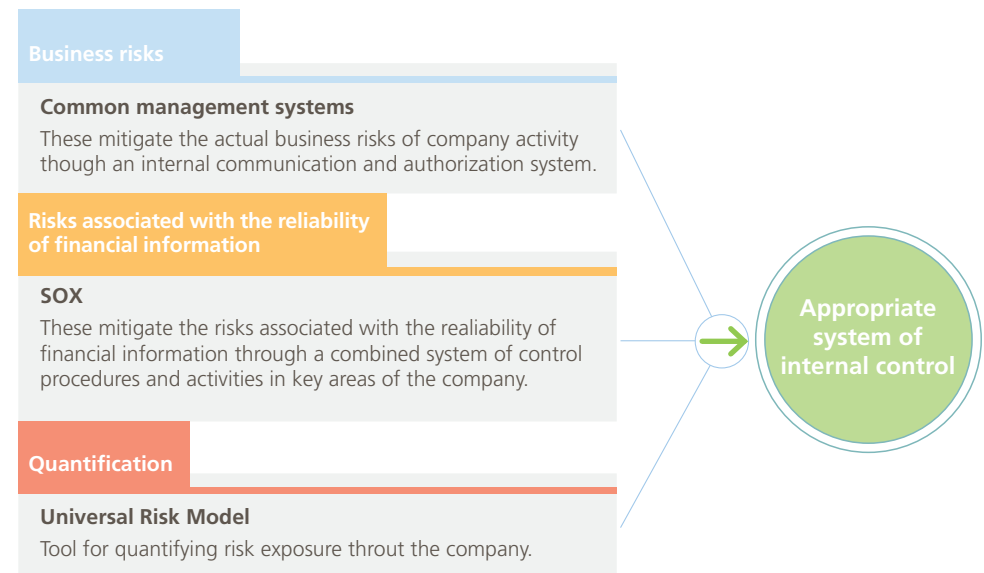
Risk treatment and response criteria are contained within the common management systems and must be observed by all employees.

The responses designed and included within the different elements that make up the Abengoa's risk management system pursue one of the following risk management scenarios:

- › Elimination: the risk is completely eliminated.
- › Reduction and control: the aim here is to reduce the risk as much as possible by using strategic or safety measures (diversification of supply, quality systems, maintenance, prevention, etc.).
- › Transfer to a third party: the risk is transferred to a third party, so that Abengoa holds no responsibility for the risk, whether through an insurance company or another third party (supplier, subcontractor).
- › Financial retention: if it has not been possible to otherwise control the risk, it is eventually accepted.

4.3. Risks and Internal Control

Abengoa's risk management model comprises three core elements:



Those elements combine to form an integrated system that enables the company to manage risks and controls suitably throughout all levels of the organization.

› **a) Common management systems**

The common management systems are the internal rules for Abengoa and its business groups and are used to assess and control risk. They represent a common culture for managing Abengoa's businesses, sharing the accumulated knowledge while defining specific criteria and guidelines.

The common management systems include specific procedures for any type of action that could give rise to a risk for the organization, whether financial or non-financial. Furthermore, they are available to all employees in electronic format regardless of their geographical location or role.

The functional heads of each division must verify and certify compliance with these procedures. This annual certification is issued by the Audit Commission in January of the following year.

The systems cover the whole organization at three levels:

- › All the business groups and areas of activity.
- › All levels of responsibility.
- › All kinds of operations.

Common management systems represent a common culture for Abengoa's different businesses and are composed of eleven rules defining how each of the potential risks included in Abengoa's risk model should be managed. Through these systems, the risks and the appropriate way of hedging against them are identified and the control mechanisms defined.

Over recent years, the common management systems have evolved to adapt to the new situations and environments in which Abengoa operates, with the overriding aim of reinforcing risk identification, covering risks and establishing control activities.

› **b) Compulsory procedures (SOX)**

The compulsory procedures are used to mitigate risks relating to the reliability of the financial information, employing a combined system of procedures and control activities in key areas of the company, which are intended to ensure the reliability of the financial information and prevent fraud.

SOX is a compulsory law for all listed companies operating in the United States and is intended to ensure the reliability of the financial reporting of these companies and protect the interests of their shareholders and investors by establishing an appropriate internal control system. Thus, although none of the business groups is required to meet SOX requirements, Abengoa deems it necessary to comply with these requirements throughout all of its component companies, since these requirements complement the risk control model used by the company.

The company has implemented an appropriate internal control system that relies on three tools:

- › A description of the company's relevant processes that could impact the financial information to be prepared. In this regard, 55 management processes have been defined and grouped into corporate cycles and common cycles used throughout all the business groups.
- › A series of flow charts that provide a visual description of the processes.
- › An inventory of the control activities in each process to ensure attainment of the control objectives.

Our work comprises the following aspects:

Processes	➔	Understanding the process of generating financial information
Risks	➔	Identifying potential areas of risk associated with the financial information
General control environment	➔	Identifying control systems employed by the management to mitigate risk
Assessment of control design	➔	Ensuring that control design is effective in mitigating risk
Testing	➔	Validating the operational efficiency and proper functioning of controls
Conclusion	➔	Conclusion on the degree of confidence in the controls, assessment of the impact associated with the generations of financial information and decision on whether to conduct further testing

At Abengoa, we have viewed this legal requirement as an opportunity for improvement and, far from being satisfied with the rules included in the Act, we have tried to develop and improve our own internal control structures, control procedures and the evaluation procedures in place.

This initiative arose in response to the swift expansion experienced by the group in recent years and projected future growth, the aim for us to continue preparing accurate, timely and complete financial reports for our investors.

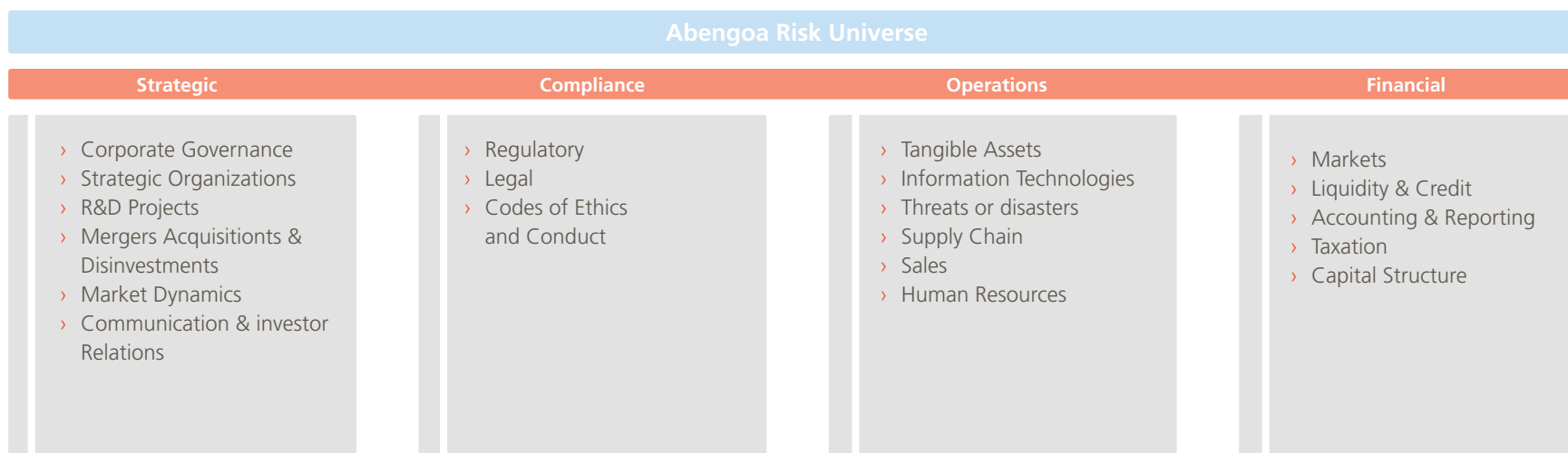
In order to meet the requirements of section 404 of the SOX, Abengoa's internal control structure has been redefined following a "Top-Down" approach based on risk analysis.

This risk analysis encompasses a preliminary identification of significant risk areas and an assessment of the company's controls over them, starting with top-level executives - corporate and supervisory controls – then dropping to the operational controls present in each process.

› **c) The universal risk model**

The universal risk model is the company's chosen methodology for quantifying the risks that compose the risk management system.

Abengoa's universal risk model is made up of 20 categories and a total of 56 principal risks for the business. Each categories are agrupated in four big areas (financial risks, strategic risks, compliance risks and operations risks).



Furthermore, the model is checked of periodic form. These updates are a joint responsibility of the department of internal audit, the management of risks and the people in charge of every indicator in every area. During the exercise 2015, two reviews of the model have been realized based on:

- › Probability of occurrence: Degree of frequency which is possible to ensure that a particular cause will result an event with negative impact on Abengoa.
- › Impact on the Company: Set of negative effects on Abengoa's strategic objectives.

4.4. Governance and Compliance

Self-assessment

Pursuant to Article 16.4.q) of the board of directors regulations, members of the Audit and Compliance Commission carried out their self-assessment at the meeting held on February 23, 2015, to evaluate the functioning of the Commission and the performance of the functions delegated to it by Abengoa's bylaws and the board of directors regulations.

Consequently, the Commission believes that it satisfactorily complies with its responsibilities, since it has met on sufficient occasions with meeting agendas that encompass all of the areas subject to its review, and has made extensive presentations of the different issues involved, all within a framework of an open debate without any type of restriction.

Company management implemented a code of professional conduct, the guiding philosophy of which is honesty, integrity and good judgment on the part of employees, managers and directors, as reflected in Abengoa's Annual Corporate Governance Report, which provides details of the company's governing structure, risk control systems, the degree to which recommendations on governance are followed and the reporting instruments; and in which the management's commitment to maintaining an appropriate internal control and risk management system, good corporate governance and ethical conduct on the part of the organization and its employees can be seen.

All departments, mainly human resources and internal audit, strive to ensure compliance with the code and notify management of any irregular conduct they may detect so that the appropriate measures can be adopted.

Whistleblowing channel

The system of Abengoa's internal control is provided with diverse mechanisms and procedures that allow to mitigate the risk of fraud.

In this way, following the guidelines set out in section 301 of the Sarbanes-Oxley Act ("The Act"), the audit Commission of the board of directors of Abengoa S.A. ("the company") has agreed to establish procedures to:

- › The receipt, retention, and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- › The submission by employees of the company, on a confidential and anonymous basis, of good faith concerns regarding questionable accounting or auditing matters.

Therefore, Abengoa has two whistleblowing channels:

- › An internal channel, which is available to all employees, so that they can report any alleged accounting or audit irregularity or breaches of the code of conduct. Issues are reported by e-mail or post.
- › An external channel, available to anyone outside the company, so that they can report any alleged irregularities, fraudulent actions or breaches of Abengoa's code of conduct through the company's website (www.abengoa.com).

Whistleblowing policy guarantees no reprisals for whistleblowers, who may submit complaints on a confidential basis. However, both the channel internal and external complaints may be sent on the basis of confidentiality for the complainant or anonymously.

This politic apply to any employee of the Group, consultants, or suppliers with direct relation and commercial interest or legitimate professional.

For each complaint received, a specific work is performed by the internal audit team. Within the internal audit department, Abengoa has a specific unit dedicated to the investigation of complaints received through the various channels and the implementation of preventive nature works on fraud. Besides, in cases that involve highly technical matters, the company secures the assistance of independent experts, thus ensuring at all times that it has the sufficient means of conducting a thorough investigation and guaranteeing sufficient levels of objectivity when performing the work.

Foreign Corrupt Practices Act (FCPA)

The honesty, integrity and sound judgment of employees, executives and directors is essential to the company's reputation and success.

In pursuit of these principles, Abengoa adhered to the United Nations Global Compact in 2002. It upholds each of the ten principles enshrined in the initiative and works to integrate them fully into the strategy and policies governing the day-to-day running of the company. In relation to principle n° 10: "Businesses should work against corruption in all its forms, including extortion and bribery", Abengoa has various procedures in place to prevent any kind of corruption within the company.

In the fight against extortion, fraud and bribery, Abengoa upholds the provisions of the US Foreign Corrupt Practices Act (FCPA).

In particular, the FCPA criminalizes acts by companies and their executives, directors, employees and representatives to pay, promise, offer or authorize payment of anything of value to any foreign civil servant, foreign political party, heads of foreign political parties with the aim of achieving or maintaining business operations, or of obtaining any kind of improper gain. In conformity with FCPA, the payments realized to foreign civil servants indirectly generate legal responsibility as the payments realized in direct form. The Company or his civil servants or employees will be able to be considered to be responsible for the payments realized by commercial partners, as for example representatives of sales, advisers, agents, contractors, subcontractors, or others, in those cases in which the Company should realize a payment or should transfer another value to a commercial partner wittingly, or when motives for thinking should exist, of that it will be in use, in total or partial form, for realizing an undue payment to a foreign civil servant (this disposition is applied even in the cases in which the commercial partner is not subject to the FCPA). Also responsibility can exist in case the Company has knowledge of facts that suggest a "high probability" of which the commercial partner will deliver the totality or part of the value received to a foreign civil servant with a corrupt intention. In consequence, Abengoa will have to manage with precaution in his relations with commercial partners and have certain guarantee of which these will fulfill with all the laws anticorruption applicable.

The FCPA complements the requirements imposed by section 404 of the US Sarbanes Oxley Act (SOX). It applies all the actions realized by the commercial partners addressed to Abengoa and all his civil servants, the directors and employees of complete and partial time. This politics will be applied likewise to all the subsidiaries controlled by Abengoa. All the

commercial partners who represent Abengoa (including advisers, agents, representatives of sales, distributors and independent contractors) and who interact with foreign civil servants in Abengoa's name will have to expire with all the pertinent parts of this politics.

Conclusions

Compliance, composition and attendance

During 2015, the Audit Commission appropriately exercised the responsibilities assigned to it by the company's bylaws and the board of directors' regulations.

In accordance with best practices on corporate governance, and in particular with the requirements established by the regulations applicable to companies listed on the Nasdaq stock exchange (Rule 10A-3(b) of the Exchange Act), the Audit Commission has modified its composition and now solely consists of independent directors, in line with the aforementioned rule. Abengoa is committed to comply with this requirement within a period of one year starting from the admission to trading of its shares on the Nasdaq market, which occurred in October 2013.

The Commission's meetings in 2015 were attended by all its members.

Functions and activities

The Commission has had continuous contact with the chief compliance officer, the internal audit manager, the reporting manager, the joint-CFO, the investor relations manager and the corresponding managers from Abengoa's other divisions, as well as the accounts auditor, and has been able to verify the quality and transparency of the Group's regular financial reporting and the effectiveness of its internal control systems.

The monitoring of the accounts auditor's work, the review of its conclusions and the evaluation of its independence by the Commission has been carried out in accordance with the established policies. The positive conclusions reached by the accounts auditor regarding the Group's financial statements confirm the quality of the Group's financial reporting and internal control systems mentioned above.

Lastly, the Commission has expressed its agreement with the internal processes established to ensure correct compliance with prevailing legislation and the Group's internal policies, rules and procedures.

The Commission is satisfied with the work carried out by the internal audit services supervising the compliance, effectiveness and efficiency of the internal control systems, and the reliability and quality of the Group's financial reporting.

Given the international nature of the company –due to its listing on the US stock exchange (Nasdaq) and because it carries out a large part of its business in international markets– Abengoa applies the rules and best practices on transparency and good corporate governance. Abengoa's annual report includes two independent verification reports:

- › Audit report of the Group's consolidated accounts, as required by prevailing legislation.
- › Audit report about the compliance of internal control with PCAOB standards, in accordance with the requirements of Section 404 of the Sarbanes-Oxley Act (SOX).

Similarly, in 2015 the Commission supervised the asset sales and the provision of services between Abengoa and its Nasdaq-listed subsidiary, Abengoa Yield, drafting preliminary reports to be approved by Abengoa's board of directors.