

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
27-10-2016	1,834,252.65	941,805,965	9,171,263,234

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

Yes

Class	Number of shares	Nominal unit	Number of voting rights	Different rights
A	83,125,831	0.02	100	Without different rights
B	858,680,134	0.0002	1	See section H "Other Information of Interest" at the end of the report

A.2 Breakdown of direct and indirect holders of significant shareholdings in the company as of the end of the financial year, excluding directors:

Name or company name of 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.	4,100,673,689	Finarpisa, S.A.	546,518,300	50.67 %
Finarpisa, S.A.	546,518,300		-	5.96 %

Indicate the most significant changes in the shareholding structure that have occurred during the financial year:

N/A

Personal or corporate name of the shareholder	Date of the transaction	Description of the transaction
N/A	N/A	N/A

A.3 Complete the following tables about members of the board of directors of the company who have voting rights over 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	
Gonzalo Urquijo Fernández de Araoz	0	0	0	0
Manuel Castro Aladro	0	0	0	0
José Luis del Valle Doblado	0	0	0	0
José Wahnnon Levy	0	0	0	0
Ramón Sotomayor Jáuregui	0	0	0	0
Javier Targhetta Roza	0	0	0	0
Pilar Caverro Mestre	0	0	0	0

% total of voting rights held by the board of directors 0,000

Complete the following tables about members of the company's board of directors with rights over company shares:

Not Applicable

Personal or corporate name of the director	Number of direct rights	Derechos indirectos		Number of equivalent shares	% of total voting rights
		Direct owner	Number of voting rights		
Gonzalo Urquijo Fernández de Araoz	0	0	0	0	0
Manuel Castro Aladro	0	0	0	0	0
José Luis del Valle Doblado	0	0	0	0	0
José Wahnon Levy	0	0	0	0	0
Ramón Sotomayor Jáuregui	0	0	0	0	0
Javier Targhetta Roza	0	0	0	0	0
Pilar Cavero Mestre	0	0	0	0	0

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

Name or related corporate name	Relationship type	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, if applicable, the commercial, contractual, or corporate relationships between significant shareholders and the company and/or its group, unless they are immaterial or result from the ordinary course of business:

N/A

Name or related corporate name	Relationship type	Brief description
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A.6 Indicate whether any private (para-corporate) shareholders' agreements affecting the company pursuant to the provisions of sections 530 and 531 of the Spanish Companies Law (Ley de Sociedades de Capital) have been reported to the company. If so, briefly describe them and list the shareholders bound by the agreement:

Yes

Participants of the agreement	% of share capital affected	Brief outline of the agreement
Finarpisa, S.A. Inversión Corporativa, I.C., S.A. First Reserve Corporation	50.67 %	<p>On 10 October 2011, Inversión Corporativa IC, SA and Finarpisa SA entered into an agreement that regulated the exercise of their respective voting rights in the general meetings of Abengoa in relation to the proposal, appointment, ratification, re-election or substitution of a director to represent the former shareholder of the company, 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:</p> <p>(i) (i) that during Abengoa's Board of Directors' meeting their proprietary directors will vote (a) on the appointment of the candidate proposed to said board to serve as director designated by the investor based on the co-opting procedure; and (b) the proposal to recommend to the shareholders of Abengoa, that during the next General Shareholders Meeting they appoint, as the case may be, a replacement for the director designated by the investor on the Board of Directors.</p> <p>(ii) to vote in the corresponding General Shareholders Meeting of Abengoa for the appointment of the candidate proposed by the Investor;</p> <p>(iii) as long as First Reserve Corporation or any of its related entities retains Abengoa class B shares or any other instrument convertible in, or exchangeable for, Abengoa class B shares, they cannot propose or ask the Board of Directors to recommend to shareholders any kind of changes to the company bylaws which may adversely affect the equality rights of class B shares and class A shares regarding to the distribution of dividends or other similar distributions as envisaged in the bylaws.</p>
Finarpisa, S.A. Inversión Corporativa, I.C., S.A.	50.67 %	<p>On 27 August 2012, Inversión Corporativa IC, SA and its subsidiary, Finarpisa S.A., amended the aforementioned 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 consisted of including in the undertaking described under section (iii) of the agreement of 10 October 2011 the additional obligation of Inversión Corporativa, I.C., S.A. and Finarpisa, S.A. to vote against the proposals for changes to the bylaws described in foregoing section (iii) that were submitted by another shareholder or by the Board of Directors.</p>
Abengoa, S.A. Inversión Corporativa, I.C., S.A.	50.67 %	<p>On 27 August 2012, Abengoa, S.A. entered into a shareholder agreement with its main shareholder, Inversión Corporativa, I.C., S.A.</p> <p>The 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 favour of the agreements regarding points 2nd, 3rd, 4th, 5th, 6th and 7th on the agenda of the General Shareholders Meeting held on 30 September 2012, as long as it is first verified that the aforementioned agreements are approved by the majority of the shareholders of class A other than those of Inversión Corporativa;</p> <p>(ii) not to 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 quarter 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>

Indicate whether the company is aware of the existence of concerted actions among its shareholders. If so, briefly describe them:

N/A

Participants of concerted action	% of share capital affected	Brief description of the concerted action
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Expressly indicate whether any of such agreements, arrangements, or concerted actions have been modified or terminated during the financial year:

On 23 December 2016 the Company communicated to the Spanish Securities Market Commission, through a relevant fact under record number 246416, the termination of the investment agreement entered into with First Reserve Corporation (FRC) on 3 October 2011, given that, on that date, FRC did not hold any class B shares of the Company or other securities that could be exchanged or converted into class B shares and, therefore, had no stake in the Company's share capital. As a result of such termination, the aforementioned shareholders' agreements between FRC and other shareholders referred to herein, which came about from the investment with FRC, forfeit their raison d'être.

A.7 Indicate whether there is any individual or legal entity that exercises or may exercise control over the company pursuant to section 5 of the Spanish Securities Market Act (Ley del Mercado de Valores). If so, please identify:

Yes

Name or company name
Inversión Corporativa, I.C, S.A.

Comments
At the close of the financial year, Inversión Corporativa, I.C, S.A. directly owns 44.71 % of the share capital in Abengoa, S.A.; and indirectly 5.96 % through its subsidiary Finarpisa S.A. Inversión Corporativa, I.C, S.A. it holds an interest of 99.99 % in Finarpisa S.A.

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

At financial year end:

Number of direct shares	Number of indirect shares (*)	% Total on share capital
5,662,480 (Class A Shares)	0	6.174 %
0 (Class B Shares)	0	0 %
5,662,480 (Total Shares)	0	6.174 %

(*) Held through:

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

Explain any significant changes, pursuant to the provisions of Royal Decree 1362/2007 that have occurred during the financial year:

Not Applicable

Explain any significant changes

Communication date	Total of direct shares acquired	Total of indirect shares acquired	% total over share capital
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A.9 Describe the terms and conditions and current timeframes that shareholders confer upon the Board of Directors to issue, repurchase, or transfer treasury stock:

The Ordinary General Shareholders Meeting held on 29 March 2015 authorised 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 investee 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 that date, subject to article 144 et seq of the Spanish Companies Act. The authorization expressly includes the acquisition of shares that must be delivered directly to the company's employees or company officers, or as a consequence of the option rights to which they are entitled. Thus, the authorisation conferred upon the Board of Directors for the same purposes, by virtue of the decision taken at the Ordinary General Shareholders meeting held on 6 April 2014, was specifically revoked.

During 2016 there were no transactions with treasury stock.

A.9 bis Estimated floating capital:

	%
Estimated free-float	43.15

A.10 Indicate whether there are any restrictions on transferring shares and/or any restrictions on voting rights. In particular, disclose the existence of any restrictions that might hinder a takeover of the company through the acquisition of its shares in the market.

There are no statutes restricting the transfer of assets or voting rights. However, in the context of the financial restructuring of the Company, its significant shareholders made a commitment of not to transfer their shareholding in the Company until the restructuring operation is completed.

Description of restrictions

A.11 Indicate whether the general shareholders meeting agreed to implement neutralisation measures to prevent public takeovers pursuant to the provisions of Law 6/2007.

No

If applicable, explain the approved measures and the terms under which the restrictions may be ineffective:

A.12 Indicate whether the company has issued securities that are not traded on a regulated market within the European Community.

No

See Section H "Other Information of Interest"

If applicable, specify the different classes of shares, if any, and the rights and obligations attaching to each class of shares.