

## Notice of the General Shareholders' Meeting

The Board of Directors, at its meeting on February 20, 2014, agreed to call an Ordinary General Shareholders' Meeting to be held at the Company's registered address, Campus Palmas Altas, in Seville, at first call at 7:00 pm on April 5, and at second call, if applicable, on the following day, April 6, at the same time and place, authorizing the Secretary to formally give notice of the meeting, provide information and in particular to ensure that a notary is present at the Meeting, which will have the following Agenda:

**One.** Examination and approval, as appropriate, of the Financial Statements and the Management Report corresponding to 2013, of the Company and its Consolidated Group, as well as the management and remuneration of the Board of Directors during the aforementioned company year.

**Two.** Examination and approval, as appropriate, of the Proposal to Allocate the Result for 2013.

**Three.** A capital increase for the amount determined in accordance with the terms of the resolution, by issuing new ordinary Class A and/or Class B shares with a nominal value of one euro and one euro cent each, respectively, without share premium, of the same class and series as those shares currently in circulation, charged against voluntary reserves set aside from undistributed profits, with the express possibility that the allotment will be incomplete Delegation of authority to the Board of Directors to set the conditions of the capital increase for all aspects not agreed by this General Shareholders' Meeting; to perform the necessary actions to implement the capital increase; to redraft the text of Article 6 of the Company's bylaws for the new amount of share capital and to formalize those public and private documents that may be necessary to implement the capital increase. Request the competent national and foreign organizations to admit the new shares for trading on the Madrid and Barcelona stock exchanges, through the Spanish Stock Market Interconnection System (commonly referred to as the Continuous Market), and on the foreign stock exchanges on which Abengoa's shares are listed, by means of ADSs on the NASDAQ Global Select Market, in the format required for each one.

**Four.** Ratification, appointment and re-election of directors, as appropriate.

**Five.** Special Report on the Remuneration Policy for Directors to be submitted to the General Shareholders' Meeting for consultation.

**Six.** Delegation to the Board of Directors of the authority to increase the share capital by issuing new shares as Class A and/or Class B and/or Class C, in accordance with Article 297.1 b), within the limits of the law, with the express authority to decide to exclude preferential subscription rights pursuant to Article 506 of the Capital Companies Act, withdrawing and nullifying any outstanding amounts from authorizations previously granted by the General Shareholders' Meeting. Delegation of authorizations to the Board of Directors and each of its members to determine the conditions of the capital increase, to carry out the necessary actions to implement it, to redraft the corresponding articles of the Company's bylaws for the new amount of share capital and to execute any public and private documents that may be necessary to implement the increase. Request the competent national and foreign organizations to admit the new shares to trading on any stock exchange.

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**Seven.** Delegation to the Board of Directors of the authority to issue debentures or similar fixed income securities or equities, that are simple or guaranteed, convertible or non-convertible into shares, with the express authority to exclude preferential rights in accordance with Article 511 of the Capital Companies Act, directly or through Group companies, pursuant to current legislation, nullifying the amount outstanding from authorizations previously granted by the General Shareholders' Meeting.

**Eight.** Delegation to the Board of Directors of the authority to make derivative acquisitions of treasury stock, of any class, directly or through Group companies, in accordance with prevailing legislation, nullifying authorizations previously granted by the General Shareholders' Meeting for the same purposes.

**Nine.** Delegation to the Board of Directors of the authority to interpret, correct, execute, formalize and register the adopted resolutions.

**Ten.** Approval of the minutes via any of the methods established by law.

## **I. Information**

Shareholders shall have the right to examine the financial statements and management report of the Company and its consolidated group, at the Company's registered address, and to request a copy or free delivery of these documents, including the Accounts Auditor's Report and the Remuneration Policy Report, as well as the proposed resolutions and other compulsory reports, as appropriate. This information is also available from the website [www.abengoa.com](http://www.abengoa.com).

## **II. Right to attend**

All shareholders that own three hundred and seventy-five (375) Class A shares or Class B shares, which are registered in their name in the corresponding detailed register of the entities affiliated to Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.), which shall be accredited by means of an attendance card issued by those entities and provided to each shareholder, at least five days prior to the date of the General Shareholders' Meeting at first call, will have the right to attend the Meeting. Shareholders that own fewer shares than the aforementioned limit may join together until this limit is reached and appoint a shareholder to represent them. All shareholders that attend the Meeting in person are reminded of the need to present the aforementioned attendance card or documents that accredit their identity and ownership. All shareholders that have the right to attend the General Shareholders' Meeting may be represented by another person, who must be another shareholder. Based on experience of previous meetings, the General Shareholders' Meeting shall probably take place at second call on April 6 at 7:00 pm.

Signed: Secretary of the Board of Directors  
Miguel Ángel Jiménez-Velasco Mazarío