



Ordinary General Shareholders' Meeting

Abengoa S.A.

Right to Attend the Meeting and to Proxy Representation

Pursuant to article 30 of the Bylaws of Abengoa, all shareholders holding at least three hundred and seventy-five (375) shares, whether Class A or Class B, that are registered in the relevant book entry registry at least five days before the day on which the General Shareholders' Meeting is to be held, shall have the right to attend the General Shareholders' Meeting with the right to be heard and to vote.

As it can be expected that the Meeting will be held on first call, for purposes of the provisions of Section 517 of the Capital Companies Act, it is hereby stated for the record that the shareholders must have the shares registered in their name no later than June 24, 2016.

The Company or, if applicable, the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) in charge of the book entry registry shall provide to each shareholder with the right to attend who so requests a personal card to enter the site where the General Shareholders' Meeting is held, which shall state the number of shares held by the shareholder as well as the class thereof. Requests may be sent through the Company's [website \(www.abengoa.com/web/en/accionistas_y_gobierno_corporativo/juntas_generales\)](http://www.abengoa.com/web/en/accionistas_y_gobierno_corporativo/juntas_generales). The holders of a lower number of shares may group together to obtain at least such number and request a corresponding group card.

For purposes of verifying the identity of the shareholders, or of whomsoever validly represents them, at the entrance to the place where the General Shareholders' Meeting is held, attendees may be asked to produce the attendance card, documents verifying their status as proxy representative, and a National Identity Document or any other official document generally accepted for these purposes.

All shareholders that have the right to attend the General Shareholders' Meeting may be represented by another person.

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Pursuant to the provisions of articles 30 and 31 of the Bylaws and 9 and 10 of the Regulations of the General Shareholders' Meeting, prior to the General Shareholders' Meeting, shareholders having the right to attend may (i) grant a proxy or (ii) exercise their voting rights through remote means of communication. In reliance on the aforementioned provisions, the Board of Directors has further developed the rules established therein, resolving that they will apply with respect to the General Shareholders' Meeting referred to in this call, as follows:

1. Proxy-granting by remote means of communication.

A) Remote means of communication.

The remote means of communication that are valid to grant proxy representation are the following:

- a) Electronic means: To grant their proxy by electronic means, shareholders must do so through Abengoa's website (www.abengoa.es).

Given that the mechanism to grant a proxy by electronic means must have proper assurances of the authenticity and identity of the party granting the proxy, shareholders desiring to use this proxy mechanism must have previously obtained an advanced or recognized electronic signature upon the terms set forth in Law 59/2003, of December 19, on Electronic Signatures, based on a recognized electronic certificate with respect to which there is no evidence of revocation and which may be (i) an Electronic User Certificate (Certificado Electrónico de Usuario) issued by the Entidad Pública de Certificación Española (CERES), which is subordinate to the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda*) (FNMT-RCM), or (ii) a recognized electronic certificate included within an Electronic National Identity Document issued pursuant to Royal Decree 1553/2005, of December 23, regulating the issuance of National Identity Documents and their electronic signature certificates (hereinafter, collectively, a "**Valid Electronic Signature**").

Once a shareholder has their corresponding Valid Electronic Signature, the shareholder may grant a proxy to another person to represent them at the

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General Shareholders' Meeting, even if such person is not a shareholder, through the "*General Shareholders' Meeting*" section of Abengoa's website (www.abengoa.es) using the "*Electronic Proxy*" form upon the terms and conditions described therein. For purposes of the provisions of article 30 of the Bylaws, the electronic proxy document shall be deemed to be an electronic copy of the attendance and proxy card.

- b) Postal correspondence: In order to grant a proxy by postal correspondence, shareholders must complete and sign (i) the paper attendance and proxy card issued by the applicable member entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), or (ii) the form provided by Abengoa through the mechanism established for such purpose on its website (www.abengoa.es) in the "*General Shareholders' Meeting*" section, in both cases signing in the section provided by such card for the signature of the person being represented; in the second case (delivery of the form provided by Abengoa), the certificate evidencing ownership of the shares must also be attached. The duly completed and hand-signed card (and the certificate of ownership, if applicable) must be sent to the Company by postal correspondence or an equivalent messenger service to the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain), addressed to the Office of the General Secretary (*Secretaría General*). Personal delivery of the proxy at the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain) shall have the same effect as sending the proxy by postal correspondence.

B) Notification of the proxy to the proxy representative

Shareholders who grant a proxy by electronic means or by postal correspondence undertake to notify the appointed representative of the proxy granted.

If the proxy is given to Abengoa, to a Director and/or to the Secretary of the Board of Directors, such notice shall be deemed given and accepted upon receipt by Abengoa of the electronic proxy or of the duly completed or signed physical card.

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The person to whom voting powers are delegated may only exercise such powers by attending the General Shareholders' Meeting in person (and not by remote means of communication).

On the day and at the place for holding the General Shareholders' Meeting, and beginning one hour prior to the time announced for the commencement of the meeting, proxy representatives must identify themselves with their national identity document, foreign identification card or passport. In the case of a proxy granted by a corporate shareholder, a request may be made for a copy of the document showing sufficient representative powers of the person signing the proxy; in addition, if a legal person represents one or more shareholders, a request may be made for a document showing sufficient representative powers of the physical person who appears.

2. Voting by remote means of communication.

The remote means of communication which are valid for purposes of casting an absentee vote are the following:

- a) Electronic means: To cast an absentee vote by electronic means, shareholders must do so through Abengoa's website (www.abengoa.es). Shareholders wishing to use this voting mechanism must have previously obtained a Valid Electronic Signature. Once a shareholder has their corresponding Valid Electronic Signature, the shareholder may cast their absentee vote in connection with the items on the agenda for the General Shareholders' Meeting through the "*General Shareholders' Meeting*" section of Abengoa's website (www.abengoa.es) using the "*Electronic Voting*" form. For purposes of the provisions of article 30 of the Bylaws, the electronic voting document shall be deemed to be an electronic copy of the attendance card.
- b) Postal correspondence: To cast an absentee vote by postal correspondence, shareholders must complete and sign the "*Absentee Voting*" section of (i) the paper attendance, proxy and voting card issued by the relevant member entity of IBERCLEAR or (ii) the postal voting card, which may be

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downloaded from Abengoa's website (www.abengoa.es) and printed on paper, completing and signing it together with the share ownership certificate. Once the card has been completed and hand-signed, the shareholder must send it to the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain), addressed to the Office of the General Secretary (*Secretaría General*) by postal correspondence or an equivalent messenger service; if the document sent is the form provided by Abengoa, the certificate showing ownership of the shares must also be sent. In the case of corporate shareholders, a copy of the document evidencing sufficient representative powers of the signing party must be attached. Personal delivery of the vote at the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain) shall have the same effect as sending it by postal correspondence.

3. Basic rules on absentee voting and remote proxy-granting

A) Deadline for receipt by Abengoa: In order to be valid under the provisions of the Bylaws and the Regulations of the General Shareholders' Meeting, the Board of Directors has resolved that both proxies and votes cast by remote means of communication (regardless of the method used) must be received by Abengoa prior to 11:59 p.m. on June 28, 2016 or June 29, 2016, based on whether the General Shareholders' Meeting is held on first or second call, respectively. After such deadline, only those proxies granted in paper form that are presented to the staff in charge of the shareholder register on the day and at the place for holding the General Shareholders' Meeting and beginning one hour prior to the time announced for commencement of the meeting shall be accepted.

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- B) Rules of priority among proxies, absentee voting and in-person voting at the General Shareholders' Meeting:
- a) Personal attendance at the General Shareholders' Meeting by the shareholder or the shareholder's proxy representative shall have the effect of revoking a vote cast by remote means of communication.
 - b) A vote cast by remote means of communication may be invalidated by subsequent express revocation effected by the same means as those used to cast the vote, within the deadline established for such purpose.
 - c) In the event that a shareholder validly grants a proxy or casts votes electronically, on the one hand, and by means of a printed card, on the other, the latter shall prevail over the former, regardless of the respective dates thereof. If a shareholder validly grants various proxies or casts various votes using a printed card, the last proxy or vote received by Abengoa within the established deadline shall prevail.
 - d) A vote by remote means of communication, regardless of the means used to cast it, shall render ineffective any electronic or written proxy, whether granted previously, in which case it shall be deemed revoked, or subsequently, in which case it shall be deemed not to have been granted.
- C) Coverage of proxy and voting instructions: The proxy shall cover the items on the agenda and, unless otherwise expressly stated, those other items that may arise during the course of the General Shareholders' Meeting as permitted by applicable legal provisions. The proxies shall state the direction in which the proxy representative shall vote. In the absence of specific voting instructions, it shall be deemed that the proxy contains an instruction to vote in favor of the proposals of the Board of Directors and to abstain on proposals not made by the Board of Directors. If instructions have been issued by the shareholder represented by the proxy, the proxy representative shall vote in accordance therewith.

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D) Proxy holders: Proxies made out simply in favor of Abengoa, or that do not state the person to whom they are given, shall be deemed to have been given to the Chairman of the General Shareholders' Meeting.

In cases of proxies (whether expressly or implicitly given) in favor of the Chairman of the General Shareholders' Meeting, as well as in cases of direct grant to a director, whenever the proxy representative is faced with a potential conflict of interest and unless there are specific voting instructions or instructions to the contrary by the shareholder being represented, the proxy shall be deemed to have been granted, for the specific item in question, to the first vice-chairman and CEO, and if the first vice-chairman and CEO is affected by a conflict of interest, the proxy shall be assigned to the Secretary of the Board of Directors, who in such cases shall vote in accordance with the guidelines set forth in letter C) above.

For such purposes, as well as for the purposes provided in applicable legal provisions, it is reported that (i) the director whose ratification is proposed may have a conflict of interest with respect to such item, and (ii) if one or more of the proposals referred to in section 526.1 b) and c) of the Capital Companies Act are submitted at the General Shareholders' Meeting because it is so permitted by applicable legal provisions, the directors affected by such proposals would have a conflict of interest in voting thereon.

E) Other provisions:

- a) In the event that electronic means are used, only one electronic act, proxy or vote, and one revocation, are permissible. A revocation cancels a proxy granted or vote cast, but does not permit granting a new proxy or casting a new vote by electronic means, as this possibility is extinguished with the first vote or proxy.
- b) A transfer of voting shares of which Abengoa becomes aware shall invalidate the vote cast and any proxy granted.

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- c) Shareholders shall be solely responsible for safeguarding the Valid Electronic Signature for using the electronic proxy-granting and voting service.
- d) Abengoa shall make available to the shareholders on its website (www.abengoa.es) the forms that they must use for proxy-granting and absentee voting.
- e) Shareholders with the right to attend who cast their absentee vote in accordance with the provisions of this section shall be deemed to be present for purposes of establishing a quorum for the General Shareholders' Meeting.
- f) Technical incidents: a) Abengoa reserves the right to modify or restrict the electronic voting and proxy-granting mechanisms when required or imposed by technical or security reasons. b) Abengoa shall not be liable for any damage that shareholders may sustain as a result of failures, overloads, falling lines, failed connections, poor operation of the postal service or any other events of the same or a similar nature that are beyond Abengoa's control and that prevent the use of the mechanisms for remote voting and proxy-granting.

4. Additional Information

For further information on proxy-granting and voting through remote means of communication, shareholders may go to Abengoa's website (www.abengoa.es), write to the e-mail address ir@abengoa.com, or call the Shareholder Service Line 954 93 71 11.

The software applications for casting votes and granting proxies by electronic means shall be operational as from May 27, 2016 and shall shut down at 11:59 p.m. on June 28, 2016 or June 29, 2016, depending on whether the General Shareholders' Meeting is held on first or second call, respectively.