

Report prepared by the Board of Directors of Abengoa, SA, concerning item three on the agenda of the Annual General Meeting to be held on June 24th or 25th, on first or second call, relating to the remuneration of the Board of Directors

Section 529 *septdecies* of the Spanish Companies Act, as amended by Spanish Act 31/2014, of December 3, provides at paragraph 3 that the remuneration policy for directors shall fix the remuneration of directors as such, within the framework of the remuneration system provided in the by-laws, and shall necessarily include the aggregate annual figure payable to all directors as such. Additionally Section 217.3 provides that this aggregate annual figure for all directors as such shall be approved by the General Meeting and shall remain in force unless and until amended.

On the other hand, Section 529 *novodecies* provides that the remuneration policy for directors shall be adjusted as appropriate to the remuneration policy established in the by-laws and shall be required to be approved by the General Meeting at least every three years as a separate item in the agenda. For these purposes, the General Shareholders' Meeting held on 30th June 2017 approved the remuneration policy applicable to years 2018, 2019 y 2020 and the Extraordinary Shareholders Meeting held on 28 March 2019 approved an amendment to such remuneration policy applicable to years 2019 and 2020.

The Board of Directors, acting upon a proposal by the Appointments and Remuneration Committee, has resolved to submit to the General Meeting a resolution under item four in the agenda concerning the remuneration of directors.

The Board of Directors has considered the proposal prepared by the Appointments and Remuneration Committee, to the effect that the amount of remuneration paid in 2018 be retained for 2019, in accordance with the current remuneration policy and therefore, not to change the maximum amount contained in such remuneration policy, and has resolved to submit such proposal to the General Meeting.

Thus the proposal to be submitted –unanimously– for approval by the General Meeting as item 3 of the agenda is as follows:

" Three.- Remuneration of the Board of Directors.

Pursuant to articles 529 *septedecies* of the Companies Act, it is hereby proposed that the General Shareholders' Meeting maintains the maximum annual amount of the remuneration of directors in their condition as such for 2019 which, in accordance with the Remunerations Policy which is applicable to year 2019 and

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which was approved by the General Shareholders Meeting on 30 June 2017, will amount to 1,160,000€."

This Report has been approved by the Board of Directors in the meeting held on 13 May 2019.