

Appointments and Remuneration Committee Internal Regulations

Article 1. Composition. Appointment of Members.

The Appointments and Remuneration Committee of the Board of Directors of Abengoa, S.A. (hereinafter, the "**Company**") shall be comprised of at least three Members, appointed by the Board of Directors and proposed by the Committee. All members of the Committee must be non-executive directors, and at least two of them must be independent directors.

The appointment will be for a maximum period of four years, renewable for periods of the same maximum duration. Committee members that are re-elected as Company directors by agreement of the General Shareholders' Meeting shall continue to hold their posts in the Committee, without having to be appointed again, unless the Board of Directors agrees otherwise.

When filling new vacancies, the Appointments and Remuneration Committee must establish procedures to ensure that:

- (i) The selection procedures do not suffer from implicit bias that hinders the selection of directors.
- (ii) The Company deliberately searches for women with the professional profile sought and includes them among the potential candidates.

Article 2. Chairman and Secretary.

The Board of Directors shall appoint the Chairman of the Appointments and Remuneration Committee from among the members who are independent Directors.

The Company's Remuneration Manager, or any person designated by the Company's Board of Directors to that post, shall act as Secretary of the Committee.

Article 3. Duties.

Notwithstanding any other responsibilities that may be assigned at any time by the Board of Directors or its Chairman and all other functions attributed by law, the Company's bylaws or the Regulations of the Board of Directors in accordance with the law and the bylaws, the Appointments and Remuneration Committee shall have the following minimum responsibilities:

- (i) Submit to the Board of Directors proposals of appointments of independent directors, to be co-opted or for the appointment to be submitted for approval by the General Shareholders' Meeting, as well as proposals for re-elections or dismissals of these directors by the General Shareholders' Meeting.
- (ii) Report proposals to appoint the remaining directors to be co-opted or for the

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appointment to be submitted for approval by the General Shareholders' Meeting, as well as proposals for re-election or dismissal by the General Shareholders' Meeting.

- (iii) Prepare an annual report on the activities of the Appointments and Remuneration Committee, which must be included in the management report.
- (iv) Evaluate the competencies, knowledge and experience required on the Board; define the aptitudes and functions required by candidates to fill vacancies; and assess the specific time and dedication required to effectively perform their duties.
- (v) Assess and organize the succession of the Company's Chairman of the Board and the CEO, and make proposals to the Board, as appropriate, so that this succession occurs in an orderly and well planned manner.
- (vi) Report on proposals to appoint and dismiss senior managers and the basic conditions of their contracts.
- (vii) Inform the Board about matters related to gender diversity. Specifically, the Committee must establish a representation target for the least represented gender on the Company's Board of Directors and draft guidelines for achieving that goal.
- (viii) Propose to the Board of Directors:
 - (a) The remuneration policy for directors and general managers or those who perform senior management duties reporting directly to the Board, executive committees or CEOs, for approval by the Company's General Shareholders' Meeting.
 - (b) The individual remuneration of directors and the other contractual conditions of each executive director.
 - (c) The basic conditions of senior managers' contracts.
- (ix) Ensure that the directors' remuneration policy approved by the Company's General Shareholders' Meeting is observed.
- (x) Consult with the Chairman or CEO, especially on matters related to executive directors and senior management.
- (xi) Organize and supervise the annual performance appraisal of the Board of Directors and its committees, and based on the results, propose an action plan to correct any deficiencies detected.
- (xii) Analyze the requests made by any director to take potential candidates into consideration when filling vacancies on the Board.

Article 4. Meetings. Notice of meetings.

In general, Committee meetings shall take place at the Company's headquarters or at the location otherwise indicated in the notice of the meeting.

Committee meetings may also be held at several locations connected by systems that

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enable identification and permanent communication among those in attendance, as well as participation and voting, all in real time. Committee members attending via any of the connected locations shall be considered to be attending the same meeting for all intents and purposes. The meeting shall be deemed to take place at the site with the greatest number of Committee members and, in the event of a tie, at the Chairman's location or, in the event of his/her absence, in the location of the person that is substituting the Chairman by agreement of the Committee members attending the meeting.

The Appointments and Remuneration Committee shall meet as often as necessary to perform its duties, and at least once every six months. The Committee shall also meet whenever it is convened by its Chairman, when he/she deems it appropriate or when requested by any of the members, who in all cases may recommend to the Chairman the inclusion of specific points on the Agenda of the next meeting. Notices of meetings must be given with sufficient notice, no less than three days (except in the case of urgent meetings), in writing, including the Agenda. However, the Appointments and Remuneration Committee may also validly hold a meeting when all of its members are present and they agree to hold a meeting.

Article 5. Constitution and Adoption of Resolutions.

The Appointments and Remuneration Committee shall be deemed to be duly constituted when the majority of its members are present. Attendance may be delegated to another member of the Committee. Committee members may not, however, delegate their representation regarding issues that relate to them personally or those that relate to a conflict of interest.

Resolutions shall be validly adopted when the majority of the members present or represented at the meeting vote in favor. In the case of a tie, the Chairman shall have the casting vote.

Resolutions adopted by the Committee shall be recorded in the minutes signed by the Chairman and the Secretary, or by whoever substitutes them in their duties when necessary and by agreement of the members of the Committee attending the meeting.

The Committee minutes must be made available to all members of the Board of Directors.

Article 6. Access to Information and Advice.

The Committee may access any Company information or documentation related to the matters in its area of competence, whenever it is deemed necessary for the performance of its duties.

Likewise, the Committee may seek, at the Company's expense, the collaboration or advice of external professionals when deemed necessary or advisable to better carry out its duties. If the Chairman of the Board of Directors considers the proposal disproportionate to the requirement, it will be submitted to the Board for approval.

Article 7. Information to the Board of Directors.

The Chairman of the Committee shall inform the Board of Directors of the issues

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discussed and the resolutions adopted during its sessions at the first meeting of the Board of Directors held following the meeting of the Committee.

Article 8. Approval, Modification and Precedence.

These Regulations must be approved or modified by resolution of the Board of Directors at its own request or that of its Chairman, the Chairman of the Committee, one-third of the Members of the Board or of the Committee itself.

These Regulations implement and complement the bylaws and the Regulations of the Board of Directors applicable to the Committee, which take precedence in the case of discrepancies with these Regulations.