

# Green Bond independent assurance by PwC



*A free translation from the original in Spanish. In the event of a discrepancy, the Spanish language version prevails.*

## INDEPENDENT ASSURANCE REPORT

To the Board of Directors of Abengoa, S.A.:

### Scope of the work

We have performed a reasonable assurance engagement on the information in the "Green Bond" Appendix of the 2014 Corporate Social Responsibility Report (hereinafter referred to as "2014 CSRR") of Abengoa, S.A. and its Group of Companies (hereinafter referred to as "Abengoa") for the financial year ending 31 December 2014.

The specific matters which we have reviewed are:

- That the funds obtained from the Green Bond issue, as stated in tables 1 and 2 of the "Green Bond" Appendix, have been allocated to the financing of projects which meet the "Green projects eligibility criteria" established by Abengoa and described in the mentioned Appendix of the CSRR.
- That the indicators for allocation of funds, responsible management and environmental and social outcomes of the financed projects, as stated in tables 1, 2 and 3 of the "Green Bond" Appendix, and their calculation, are in line with the "Protocols and Guidelines for obtaining and monitoring indicators" established established by Abengoa and described in the mentioned Appendix of the CSRR.

### Responsibility of Abengoa's Management

The preparation of the "Green Bond" Appendix and its contents are the responsibility of Abengoa's Management, which is also responsible for establishing, implementing and maintaining the internal control and management systems where information is obtained, and for establishing and updating the "Green projects eligibility criteria" and the "Protocols and Guidelines for obtaining and monitoring indicators".

### Our responsibility

Our responsibility is to issue an independent reasonable assurance report based on the work that we have carried out in accordance with the guidance of the ISAE 3000 Standard "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) for a reasonable level of assurance.

A reasonable assurance engagement consists of applying procedures to obtain evidence on the processes and controls used to prepare the "Green Bond" Appendix. The procedures selected depend on professional judgment and include an assessment of the risks of material inaccuracies due to fraud or error. In carrying out this risk assessment, we have taken into account relevant internal controls for adequate preparation and presentation by the company of the information to be reviewed, to establish review procedures which are appropriate in the circumstances.

PricewaterhouseCoopers Auditores, S.L., C/Concejal Francisco Ballesteros, 4, 41018 Sevilla, España  
Tel.: +34 954 981 300 / +34 902 021 111, Fax: +34 954 981 320, [www.pwc.es](http://www.pwc.es)

© M. Madrid, 1997-2014. Todos los derechos reservados. Inscrita en el R.C.A.C. con el número 57347. C.I.F. B-70.051.920



For the purpose of this report, we have asked Management and the units of Abengoa which have participated in the preparation of Abengoa's 2014 "Green Bond" Appendix various questions and we have applied certain procedures including, in general and amongst others, the following procedures:

- Verification of traceability of funds from the moment when the Green Bond is collected until it is allocated to the companies in charge of the selected green bonds projects, and their use, in accordance with the "Protocols and Guidelines for obtaining and monitoring indicators", by reviewing the support documentation of the movements made.
- Meetings with Abengoa's staff and management at a corporate level and at the level of its business groups and companies in charge of the green bonds projects, to ascertain the nature of the projects financed by green bonds, the applicable internal standards and management systems, the procedures for collecting information and the control environment for each of the selected indicators, and thereby obtain the information required for the external review.
- Review of the projects financed by green bonds to verify that they are in line with any of the "Eligible green projects categories".
- Verification that internal standards covering all "Green projects eligibility criteria" have been established for all of the Abengoa companies and that such standards are valid for the companies in charge of projects financed by green bonds.
- Analysis of the preparation of the selected indicators in accordance with the "Protocols and Guidelines for obtaining and monitoring indicators".
- Analysis of the procedures for obtaining and for internal control and validation of the selected indicators, including control reviews.
- Review of the internal IT control environment in relation to information systems which support the preparation and reporting of selected indicators.
- Verification, by substantive testing applied to a random sample, of the consistency and reasonability of the selected indicators and whether they have been appropriately compiled from the data provided by Abengoa's sources of information.
- Verification that an independent third party has verified the data on energy consumption and greenhouse gas emissions included in the selected indicators and whether such data are in line with Abengoa's internal NOC-05/003 standard, in accordance with the international ISO 14064-3:2012 standard and with a report dated 6 February 2015.

We consider that the evidence which we have obtained provides an adequate basis for our conclusions.

#### Independence

We have carried out our work in accordance with the independence standards required by the Code of Ethics of the International Federation of Accountants (IFAC).

In accordance with the International Standard on Quality Control 1 (ISQC 1), PwC has a global quality control system which includes documented policies and procedures on the compliance of ethical requirements, professional standards and applicable regulations.

The work has been carried out by a team of people specialised in the company's social, environmental and financial performance, with a wide range of experience in reviews of this type of information.



#### Conclusion

In our opinion, on the basis of the work which we have carried out:

- The funds obtained from the Green Bond issue, as stated in tables 1 and 2 of the "Green Bond" Appendix, have been allocated to the financing of projects which meet, in all significant aspects, the "Green projects eligibility criteria" established by Abengoa and described in the mentioned Appendix of the CSRR.
- The indicators for allocation of funds, responsible management and environmental and social impact of the financed projects, as stated in tables 1, 2 and 3 of the "Green Bond" Appendix, and their calculation, have been reliably and adequately prepared, in all major aspects, in accordance with the "Protocols and Guidelines for obtaining and monitoring indicators" established by Abengoa and described in the mentioned Appendix of the CSRR.

PricewaterhouseCoopers Auditores, S.L.

M<sup>a</sup> Luz Castilla

23 February 2015