

Report issued by the Board of Directors of Abengoa, S.A. for the purposes of complying with Section 529 *decies* of the Spanish Companies Act, in relation with the proposal to ratify and appoint Inayaba, S.L. as proprietary director and Ms. Ana Abaurrea Aya as its representative to be submitted to the shareholders at the Ordinary General Shareholders' Meeting called to be held on June 29 or 30, 2016, on first and second call, respectively

Section 529 *decies* of the Spanish Companies Act, as amended by Spanish Act 31/2014, of December 3, provides at paragraph 4 that the proposal to appoint or re-elect a director is a matter for the appointments and remunerations committee, in the case of independent directors, and otherwise for the board itself. Paragraph 5 then provides that the proposal should be accompanied in all cases by a report by the Board reviewing the competence, experience and merits of the nominee, and that the report shall be attached to the minutes of the General Meeting or the Board. Finally, paragraph 7 sets forth that the provisions contained in the foregoing paragraphs shall also apply to the representative designated by a legal person acting as director.

In order to comply with such provisions in paragraph 5, the Board of Directors of Abengoa, S.A. has prepared this report regarding the proposal to ratify and appoint Inayaba, S.L. as a member of the Board of Directors of the Company and, specifically, to serve as an proprietary director, and Ms. Ana Abaurrea Aya as its representative, for submission to the Annual General Meeting.

Inayaba, S.L. was appointed as a director, with the status of proprietary director, on March 7, 2016 by means of the procedure of interim appointment to fill vacancies (cooption), following the decease of Mr. José Luis Aya Abaurre, on February 12, 2016.

The Board of Director has reviewed the proposal submitted by the Appointments and Remunerations Committee, as directed by Section 529 *decies*, and has conducted an analysis of the current composition and needs of the Board within

the framework of the Company's specific shareholding profile. Specifically given her role as proprietary director, the Board has taken into account the nature of Abengoa as a company where a single controlling shareholder holds more than 50% of the voting rights.

The Board of Directors has also valued highly, as required by the aforementioned legislation, the capacity, proven qualifications and experience of the nominee shown during her career.

Specifically the Board has taken into account the intense dedication and valuable contributions of Ms. Abaurrea Aya, representative of Inayaba, S.L., to the operations of this Board during the last months, which has been valued for the issuance of this report by the Board of Directors.

As a result, the Board of Directors believes that Inayaba, S.L. and Ms. Abaurrea Aya as its representative is the right individual to serve as proprietary director and that, in light of her appointment by the interim procedure (cooptación), she should be ratified and appointed as executive director by the General Shareholders Meeting.

The proposal to be submitted –unanimously– for approval by the General Meeting is then as follows:

“3.5 Ratification and appointment of Inayaba, S.L. and its representative Ms. Ana Abaurre Aya ex. Art. 529 decies 7 LSC

Upon the proposal by the Board of Directors, following the report from the Appointments and Remunerations Committee, ratification and appointment of Inayaba, S.L., a Spanish company, with corporate address at Avenida Eduardo Dato, nº 22, H1, 5ºB, 41018, Sevilla and NIF nº B91097956, as proprietary director designated through the interim procedure on March 7, 2016 and Ms. Ana Abaurrea Aya, of legal age, a Spanish citizen, holder of ID number 27.307132-Z, residing for these purposes in Sevilla, Avenida Eduardo Dato, nº 22, H1, 5ºB, 41018, as its representative, is hereby approved for a four-year period.

ABENGOA

[ENGLISH TRANSLATION FOR INFORMATION PURPOSES. SPANISH VERSION SHOULD PREVAIL]

This proposal is supported by the report of the Board of Directors provided for in Section 529 decies of the Capital Companies Act, which has been made available to the shareholders since the publication of the announcement of the call to the General Shareholders' Meeting and which is attached to these minutes."

The curriculum vitae of the nominee is attached to this report.

This Report has been approved by the Board of Directors in the meeting held on 25 May 2016.

Ms. Ana Abaurrea Aya

Proprietary director

Ms. Ana Abaurrea Aya has a Degree in Law by the Universidad de Navarra and a post graduate degree on tax advisory by El Monte.

From 1994 is a tax lawyer.