

## **Audit Committee Report on Auditor Independence**

Article 529.14.4.f) of the Consolidated Spanish Limited Liability Companies Law approved by Legislative Royal Decree 1/2010, of 2 July, sets out the functions that must, at minimum, be assumed by the Audit Committees of listed companies:

"Issue annually, prior to the issue of the auditors' report, a report expressing an opinion on the independence of the auditor. This report must contain, in all cases, the valuation of the additional services provided as related in the letter above, taken separately and as a whole, other than statutory audit services and in connection with the independence requirements or audit regulations".

In addition, Article 44 bis of the bylaws also indicates, as a basic function of the Audit Committee, the responsibility to issue this report, without prejudice to receipt from the external auditors, on an annual basis, of the statement of their independence with respect to the entity or entities related directly or indirectly to the Company and of detailed and individualised information on all manner of additional services provided and the related fees received from these entities by the external auditor or persons or entities related thereto in accordance with audit regulations.

To comply with the aforementioned rules and within the scope of its powers, the Audit Committee issued this report at its meeting held on 18 April 2016.

Abengoa's Audit Committee received, prior to the issue of the auditor's report, a written statement from Deloitte, as the auditor of Abengoa and the Abengoa Group, which confirms its independence vis-à-vis Abengoa and directly or indirectly related companies (the Abengoa Group) as required by Legislative Royal Decree 1/2011. of 1 July, approving the Consolidated Spanish Audit Law. Accordingly, barring any additional information that calls into question the content of this statement, the Audit Committee considers that there are no objective reasons to question the confirmation of independence made by Deloitte.

This statement includes the additional services provided by the auditor in 2015 and the fees paid in this connection. The Committee verified that the services and amounts described in the auditor's statement are included in Note 33.5 to the consolidated financial statements.

In accordance with the foregoing, and pursuant to Article 44 bis of the bylaws, the Committee expresses its favourable opinion on the independence of the auditor, having considered in this respect that the additional services provided by the auditors in 2015, taken separately and as a whole, met the independence requirements established by the audit regulations.