

## **Proposed resolutions for the Ordinary General Shareholders' Meeting to be held on 24 or 25 June 2018, on first or second call respectively**

### **One.- Financial statements and company management**

**1.1. Examination and approval, if applicable, of the individual financial statements (balance sheet, income statement, statement of changes in equity during the year, cash flow statement and the notes to the financial statements) and the individual directors' report on the Company for the financial year 2017, and of the consolidated financial statements (consolidated statements of financial position, consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated cash flow statements and the consolidated notes to the financial statements) and the consolidated directors' report on the Company for the financial year 2017 for the consolidated group.**

Approval of the financial statements (composed of the balance sheet, income statement, statement of changes in equity during the year, cash flow statement and the notes to the financial statements) and the Abengoa, S.A. directors' report for the financial year 2017, drawn up by the Board of Directors on 7 March 2018, and the financial statements of the consolidated group (composed of the consolidated statements of financial position, consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated cash flow statements and the consolidated notes to the financial statements) and the consolidated directors' report for the same year, drawn up on the same date and at the same meeting of the Board of Directors, with all the above approved in a report by the Audit Committee.

The Company's auditors, Deloitte, S.L., have issued the mandatory audit report, confirming that both the individual and consolidated financial statements and directors' reports, drawn up by the Board of Directors on 7 March 2018, meet the requirements of Article 269 of Spain's Corporate Enterprise Law ("**Spanish Companies Act**").

Authorise the Chairman, the Board Secretary and the Board Vice-Secretary in such a way as to enable any of them indistinctly to formalise the filing of the financial statements and directors' report of the Company and the consolidated group at the Companies Register, in the terms stipulated in law, identifying them with their signature and with an indication of their purpose, and to issue the certificates applicable, pursuant to the provisions of Article 279 of the Corporate Enterprise Law and Article 366 of the Companies Register Regulations.

**1.2 Approval of the proposed distribution of the results of the Company's individual financial statements**

Approve the following distribution of results in respect of the financial year 2017.

Balance of the income statement .....	<u>6,383,200,278.56€</u>
To legal reserves.....	€0
To voluntary reserves.....	€0
To compensation of losses from previous years .....	<u>6,383,200,278.56€</u>
Total .....	<u>6,383,200,278.56€</u>

### **1.3 Approval of company management in the financial year 2017.**

Approve management by the Board of Directors in said financial year.

#### **Two.- Ratification and appointment of directors**

Upon a proposal of the Appointments and Remunerations Committee, the ratification and appointment of Mr. Josep Piqué Camps, of legal age, a Spanish citizen, holder of ID number 77266106-K, residing for these purposes in Madrid C/Manuel Pombo Angulo nº 20, as independent director designated through the interim procedure on July 13, 2017, is hereby approved for a four-year period.

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 it is annexed to the minutes.

#### **Three.- Consultative vote on the Annual Report on the Remuneration of directors of Abengoa.**

Pursuant to the provisions of Article 541 of the Corporate Enterprise Law (as amended by Law 31/2014 of 3 December) and Article 20 of the Company's Board Regulations, the Board of Directors must produce an Annual Remuneration Report on the remuneration policy applied in the course of the year concerned, and also on application of the remuneration policy during the year ended, including a breakdown of the individual remuneration accruing in respect of all items for all directors in the course of that year.

At a meeting on 7 March 2018, following a report by the Appointments and Remuneration Committee, the Company's Board of Directors approved the 2017 Annual Remuneration Report, submitted for approval by this General Meeting through a consultative vote, and furnished to shareholders following publication of the notice convening the General Meeting.

Approve the 2017 Annual Remuneration Report on a consultative basis.

## **Four.- 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 2018 which, in accordance with the Remunerations Policy which is applicable to year 2018 and which was approved by the General Shareholders Meeting on 30 June 2017, will amount to 1,160,000€.

## **Six.- Information for the General Meeting concerning the amendments to Board Regulations approved by the Board of Directors.**

The General Meeting is duly notified that at a meeting on 16 April 2018 the Company's Board of Directors unanimously decided to amend Articles 4 and 28 of Board Regulations in order to incorporate as functions of the Appointments and Remunerations Committee the approval of the compliance policy as well as the supervision of the compliance officer.

The revised Board Regulations were furnished to shareholders following publication of the notice convening this Ordinary General Shareholders' Meeting.

## **Seven.- Delegation of powers to the Board of Directors to interpret, rectify, carry out, execute and record the agreements adopted.**

Expressly authorise the Chairman of the Board, the Board Secretary and the Vice-Secretary so that any of them may, without distinction and as a special delegate of this General Meeting, draw up the necessary public deeds with a notary and enter in the Companies Register, where applicable, the agreements adopted when such registration is mandatory, formalising all the documents necessary in compliance with said agreements.

Also, authorise the Board of Directors, with the power of substitution for any of its members, to freely interpret, apply, execute and carry out the agreements approved, including the correction and compliance thereof, and to delegate any of its members to draw up any deed of rectification or additional deed that is necessary to make good any errors, defects or omissions that could prevent the registration of any agreement, until all and any mandatory legal requirements to make the aforementioned agreements effective have been met.