

f. General Shareholders' Meetings.

i) Rules of Operation.

Following the recommendation of the Special Commission for the Promotion of Transparency and Security in Financial Markets and Listed Companies, in March 2003 the Board of Directors drafted a structured and systematic regulation for the holding of shareholders' meetings, that was subject to approval at the General Shareholders' Meeting held on June 29, 2003, which unanimously approved the aforementioned regulation; a resolution that was notified to the CNMV on June 30, 2003. In addition to the provisions included in the Spanish Companies Act this regulation incorporates a basic group of rules for the good order and functioning of shareholders' meetings guaranteeing at all times, the right to information, to attend, to vote and the right to representation for shareholders. The complete text of the Rules of Operation of the General Shareholders' Meetings is available on Abengoa's website at "www.abengoa.com. (Legal and Financial / Corporate Governance / Internal Corporate Governance Rules Information)".

In accordance with the provisions of Article 19 of the Company's Bylaws, there is no limitation on the shareholders' right to vote based on the number of shares held. The right to attend General Meetings is limited to a holding of 1,500 shares, without prejudice to the right to representation and grouping that applies to all shareholders.

Quorum to Constitute: At first call: 25% of the share capital. At second call, any amount of the share capital. These amounts are the same as those established by Company law. In the event of issues related to matters under Art. 103 of Company Law, the quorum is also that established by the Law.

Quorum for adopting resolutions: by simple majority of the votes present or represented at the General Meeting. In the event of issues related to matters under Art. 103 of Company Law, the quorum is also that established by the Law.

Shareholders' rights: Right to information in accordance with the applicable legislation, right to receive, free of cost, the documentation related to the General Meeting, right to vote in proportion to his/her shareholding with no maximum limit, right to attend upon holding a minimum of 1,500 shares, economic rights (dividend, if it were the case, and to the share out of company assets), right to representation and delegation, to grouping, and to taking legal actions that fall to the shareholder.

Measures to promote the participation of the shareholders: making the documentation related to the General Meeting available to be forwarded, free of cost, to the shareholders, as well as its inclusion on the website at the time of notice of the General Meeting. Possibility of delegation and remote voting, through the completion of the attendance cards to this effect in an accredited manner.

The Company Bylaws do not limit the maximum number of votes of one shareholder, or have restrictions that hamper control-taking by means of the acquisition of shares.

The proposals about the agreements which are going to be exposed in the General Meeting are published in the same moment of the calling of the aforementioned meeting and are included in the websites of the company and CNMV.

Those subjects included in the agenda which are essentially independent are separately voted on in the Meeting, in a way that the shareholders can separately exercise their preferences to their vote, especially when it is about the appointment or ratification of members of the Board of Directors and modification of Company Bylaws.

The company allows the fractioning of votes issued by financial mediators who appear legitimized as shareholders and act instead of different customers in a way that they can submit their votes according to the individual instructions of each one of them.

The Company Bylaws specify that the chairmanship of the General Meeting shall be taken up by the Chairman or Vice-Chairman of the Board of Directors, as agreed upon by the Board itself. In accordance with this, the General Shareholders' Meetings are chaired by the Vice-Chairman of the Board of Directors.

The Operation Regulations for the General Shareholders' Meetings, approved by the General Meeting of June 29, 2003, regulates the calling, operating, exercise of rights and resolution adoption procedures at the General Meeting, and establishes a precise and imperative framework for the holding of the General Meeting.

Likewise, the General Meeting is normally attended by a Notary Public who checks fulfillment of all the necessary requirements for the valid constitution of the meeting and the adoption of resolutions, and who issues the corresponding minutes upon completion of the Meeting.

Likewise, the Secretary to the Board (non-director), in accordance with the Company Bylaws and the Regulations of General Meetings, acts as Secretary at the same and is responsible for ensuring compliance with all legal and statutory obligations upon the calling, holding and adoption of resolutions by the General Meeting.

ii) Information on the last General Shareholders' Meeting.

The Abengoa Ordinary General Shareholders' Meeting of April 15, 2007, was attended by 383 shareholders (83 present and 300 represented) out of a total

10,192 registered shareholders. The number of shares held by those present or represented was 61,042,679, or 67.47% of the total share capital.

The resolutions adopted, all by the favorable vote of the whole of the share capital present or represented, were the following:

- 1st. Approval of the Financial Statements (composed of the Balance, Profit and Loss Account and Report) and the Abengoa, S.A. Management Report for the 2006 fiscal year.
- 2nd. Approval of the Financial Statements of the Consolidated Group (composed of the Balance, Profit and Loss Account and Consolidated Report) and the Consolidated Management Report for the 2006 fiscal year.
- 3rd. Approval of the activities and actions of the Board of Directors during the aforementioned fiscal year and the remuneration of its members, as well as that of the members of the Advisory Board to the Board of Directors of said fiscal year, as it appears in the Financial Statements.
- 4th. Approval of the following distribution of the 2006 results whose dividend will be distributed from July 3, 2006 onwards:

	Euros
Balance of the Profit and Loss Account.....	<u>24,510,147.43</u>
Application:	
To voluntary reserves	10,034,998.63
To dividend.....	<u>14,475,148.80</u>
Total.....	<u>24,510,147.43</u>

- 5th. Empower Mr. Felipe Benjumea Llorente, Mr. Javier Benjumea Llorente and the Secretary to the Board, Mr. Miguel Ángel Jiménez-Velasco Mazarío, so that any of them, without distinction, formalize the store of the Financial Statements and Management Report of the Company and its Consolidated Group in the Commercial Register, in the terms foreseen by the Law, identifying them with their signatures and indication of their purpose.
- 6th. Extend the appointment of the Account Auditor of the company and its business groups, for a period of a year, for the 2007 fiscal year, pursuant to the contents of Article 204 of the Revised Text of the Spanish Companies Act, to the company "Pricewaterhouse Coopers Auditores, S.L.", with tax number B-79.031.290, located in Madrid, 43 Paseo de la Castellana, registered in the Commercial Register of Madrid, Volume 9,267, Book 8,054, Third Section, Number 87,250 and in the Account Auditors Official Register number S0242.

- 7th To eliminate Articles 44 letter 'ñ' and 46 from the Company Bylaws and to dissolve the Advisory Board as the statutory consultative body of the Board of Directors.
- 8th To modify Article 39 of the Company Bylaws, so as to increase from nine to fifteen the maximum number of members of the Board of Directors of Abengoa S.A.
- 9th To agree to the election, as proposed by the Appointments and Remuneration Committee, to the position of independent Director for a four-year term of Mr. Miguel Martín Fernández; to agree to the election, pending a report from the Appointments and Remuneration Committee, to the position of dominial Director, for a four-year term of Mr. Fernando Solís Martínez-Campos, Mr. Ignacio Solís Guardiola, Ms. María Teresa Benjumea Llorente and Mr. Carlos Sundheim Losada, and of Mr. Miguel Ángel Jiménez-Velasco Mazarío (the current Secretary to the Board of Directors). To also ratify for a four-year term the appointment made by cooption by the Board of Directors on April 15, 2007 of Aplicaciones Digitales S.L. represented by Mr. José B. Terceiro Lomba, as legal person director, pending the renunciation of the latter of his position as director on a personal basis.
- 10th Modify Article 41 of the Company Bylaws, in order to include the power of the Board of Directors to appoint a director as coordinator of the external directors, with said position having been occupied by Mr. José B. Terceiro Lomba in accordance with a resolution of the Board of Directors passed with the abstention of two executive directors.
- 11th To alter the minimum period of notice for a call (one month) for a General Shareholders' Meeting in Articles 24 of the Company Bylaws and 5 of the Operating Regulations of the General Shareholders' Meeting.
- 12th Ratify the delegation in the Board of Directors, pursuant to the contents of Article 153-1-b) of the Revised Text of the Spanish Companies Act, the faculty to increase the share capital, once or more times, so that the amount of eleven million and three hundred and eight thousand, seven hundred and ten euros (11,308,710 euros) equivalent to fifty percent (50%) of the share capital in the precise moment of the authorization, by means of money contributions, with or without emission bonus, adopted by the Ordinary General Shareholders' Meeting, held on April 9, 2006, in the quantity and chance that the Board of Directors determines and without the need of seeking advice on the General Meeting. Likewise, according to that established in Article 159, Section 2 of the Revised Text of the Spanish Companies Act, ratify the delegation in the Board of Directors, the faculty to decide, in its case, the exclusion or not, of the right of preferential subscription in relation to the extensions that could be agreed on from the present agreement, when the foreseen circumstances compete in Section 1 of the aforementioned article, related to the social interests and whenever, in case of exclusion, the nominal value of the shares that are going to be issued, plus, in its case, the quantity of the emission bonus corresponds with the real value that results from the report of the account auditors of the company, made for that purpose, at the request of the Board of Directors. Equally, authorize the Board of Directors to give new wording of Article 6 of the

Company Bylaws, related to the share capital, once the increase has been carried out, depending on the actually subscribed and paid out quantities.

Likewise, authorize the Board of Directors to request and negotiate, before the National Securities Market Commission, Governing Body of the Stock Exchange and with the mediation of any other Stock Exchange Company, the admission to negotiate in any of the Stock Exchange of the quoted shares, in relation to the shares issued according to the previously adopted agreements, when the Board of Directors considers it appropriate, with as many requirements as current provisions demand. According to that established in Article 27 of the Rules of the Official Market Stock Exchange, the declarations of the shareholders regarding this agreement will be recorded in the minutes.

Ratify and extend in all the terms and in a legal term of five years the agreement adopted in the Ordinary General Shareholders' Meeting of June 27, 2004, authorizing the Board of Directors, according to that established in Articles 282 and following of the Spanish Companies Act, and within a period of five years set by the same, to proceed to the emission of bonds, debentures and any other shares, with any denomination, representative of a loan, convertible or changeable in shares of the company or non convertible, towards the maximum quantity predicted by the Law, equivalent to the share capital paid out, plus the reserves that are exposed in the balance, dated December 31, 2003, the last one approved in the General Meeting duly inspected, and serves as the basis for the present agreement, and the regulation and update of balance accounts, when they have been accepted by the Ministry of Economy, in the amount of two hundred and sixty-one thousand five hundred and eighty-five million euros (261,585 M Eur), according to the terms and conditions included in the Board of Directors Report, dated April 26, 2004.

Authorize the Board of Directors to the derivative acquisition, by sale-purchase, of shares of the Company itself, either directly or through Subsidiary Companies or underlying companies up to the maximum limit established in the provisions, at a price ranging between three euro cents (0.03 euros) minimum and one hundred and twenty euros and twenty euro cents (120.20 euros) maximum per share. Use of this authorization may be made for a period of eighteen (18) months from that very date and subject to that specified in Section Four of Chapter IV of the Revised Text of the Spanish Companies Act. Expressly revoking the authorization conferred to the Board of Directors, for the same purposes, by virtue of the agreement adopted by the General Shareholders' Meeting held on April 9, 2006.

iii) Web

The company keeps its bilingual (Spanish and English) website permanently updated at www.abengoa.com.

The agreements adopted by the last General Meeting (04/15/07) are recorded on this site. Likewise, the full text of the notice of the meeting, the agenda and the resolutions that were proposed for the Meeting's approval were incorporated on the website.

On the occasion of future notice of meetings, the Company will keep the information available on them updated, for the purpose of supporting the right to information, and with this, the right to vote, of the shareholders, on equal terms.

Finally, with the regulatory and technical progress to be established, the right to vote or to electronic delegation will be guaranteed under the protection of specific legal certainty.

g. Level of monitoring of the recommendations relating to Corporate Governance.

In the measure by which the information contained in the recommendation reports is less detailed and developed than the current Annual Corporate Governance Report, we defer to it for the issues set out therein. Said Report is available at www.abengoa.com.

Likewise, pursuant to the Ministerial Order of December 22, 1999, published in Circular 1/2000 of the CNMV relating to the business development and prospects of listed companies assigned to the New Market segment, the company annually remits the relevant information required, similarly at the time of the notice of the Ordinary General Shareholders' (April 9, 2006). Said information is available at "www.abengoa.com (Legal and Financial Information / Reports to CNMV / Relevant Events; Other Communications".

h. Information Tools.

i) Web (www.abengoa.com).

The obligation to provide useful, true, complete and balanced information to the market in real time would not be sufficient if the suitable methods for transmitting this information were not appropriate, guaranteeing that it is distributed effectively and usefully. As a result, the Aldama Report and the Financial System Reform Act recommend, as a product of new technologies, the use of listed companies' websites as an information tool (including historical, qualitative and quantitative company data) and a distribution tool (including timely or individualized information in real time that may be accessed by investors).

At the end of the first quarter of 2002, Abengoa therefore implemented a new company website, characterized on the one hand by a more direct, quick and efficient onscreen presentation, and on the other hand, with information content and documentation made available to the general public, focused on three fundamental aspects:

a) Commercial: the presentation of the Company and its Business Groups, press releases, newsletters, etc.