

Treasury stock policy of Abengoa, S.A.

The Board of Directors of Abengoa, S.A. ("**Abengoa**" or the "Company"), in compliance with the provisions of Article 44 of its Articles of Association and Article 4 of the Board Regulation, is tasked, among other functions, with defining the Company's general policies and strategies and, in particular, with taking decisions relating to the treasury stock policy.

In the context of the above, the Company's Board of Directors, in its meeting held on 30 March 2016, formulated a treasury stock policy based on the key principles indicated below.

1. Purpose

The purpose of this document is to establish the operational framework for the Company and, within the company, its Chief Financial Officer, in conducting treasury stock transactions, setting the basic rules governing said transactions.

2. Scope

This policy is applicable both to the Company and to the other companies in the group that the Company heads up.

The treasury stock policy regulated herein will be applicable to "Treasury stock transactions", which are defined as those transactions carried out directly or indirectly by the Company, or other companies belonging to the group that the Company heads up, relating to shares of the Company, as well as other financial instruments or contracts of any type, whether traded or not on the stock market or any other organised secondary market, which grant the right to the acquisition of, or whose underlying is, shares of the Company.

3. Treasury stock policy

Treasury stock transactions will be governed and conducted, always and at all times, firstly, fully respecting prevailing legislation, in particular, Royal Legislative Decree 4/2015, of 23 October, approving the recast text of the Securities Market Act and Royal Decree 1333/2005, of 11 November, implementing the Securities Market Act with regard to market abuse and, secondly, in accordance with the resolutions adopted, as the case may be, by the General Shareholders' Meeting within the scope of its powers.

Treasury stock transactions may never therefore be conducted on the basis of information which, in accordance with the provisions of the Internal Code of Conduct on Matters Relating to Securities Markets, is deemed Insider Information or with the aim of altering or interfering in any way with the free price formation of the security. Treasury stock transactions must always have a legal and legitimate purpose, such as:

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- (i) Favouring the security's liquidity (for example by entering into liquidity agreements), but always within legal limits and without interfering with free price formation;
- (ii) Executing share buyback programmes approved by the Board of Directors or, as the case may be, by the General Shareholders' Meeting;
- (iii) Complying with previously contracted legitimate commitments and obligations, such as the delivery of shares pursuant to securities issues or other types of corporate operations (for example, director remuneration schemes), providing such operations, where necessary, have been approved by the corresponding governing body;
- (iv) Providing stability to the share price following a public offering of shares by, for example, taking out securities loans; and
- (v) Any other objective that is acceptable in accordance with applicable legislation.

Treasury share transactions must always be carried out with one of the aforementioned purposes (or any other legal and legitimate purpose) and conducted in accordance with the following operating principles:

- (i) Management of treasury stock will be a compartmentalised activity separate from the Company's other activities.
- (ii) The Company's Chief Financial Officer is tasked with managing the treasury stock (including through the signing of liquidity agreements that comply with the requirements established in applicable legislation) and ensuring that said management is always conducted in line with applicable legislation and the treasury stock policy established herein. In this regard, the CFO will be responsible for:
 - Supervising the market development of the Company's shares and other associated financial instruments;
 - Keeping a register of all treasury stock transactions, in which said transactions will be recorded as diligently as possible, with the requirement to inform the corresponding departments including, but not limited to, the accounting department and the consolidation department, of the movements recorded in the aforementioned register so that treasury stock transactions and their effects will be duly recorded in the group's accounting;
 - Regularly report, at least on a monthly basis, the executed treasury stock transactions to the Secretary of the Company's Board of Directors and to the Audit Committee. Said information must at any event be provided to the Secretary of the Company's Board of Directors sufficiently in advance so as to allow timely compliance with legal reporting obligations with regard to the Spanish Securities Market Commission (Spanish acronym: CNMV) and any other regulatory supervisory body, where appropriate.

4. Basic guidelines

The Company's treasury stock must be managed in line with the following rules and limits:

- (i) Treasury stock transactions may not be carried out with the aim of interfering with free price formation or with any other illegal aim.

In this regard, buy orders may not be made at a price higher than the greater of the last transaction performed in the market by independent parties and the highest price contained in a buy order in the order book. In addition, sell orders may not be made at a price lower than the lesser of the last transaction performed in the market by independent parties and the lowest price contained in an order in the order book. Furthermore, the buy or sell prices should not generate a trend in the price of the security.

- (ii) Treasury stock transactions may not be executed when the persons that have executed them have Inside Information.
- (iii) The sum of the daily volume of treasury stock trading in all the facilities or markets in which treasury stock trading is conducted, including buying and selling, shall not exceed 15% of the average daily purchases in the previous 30 trading sessions in the order market of the official secondary market in which the shares are admitted to trading. This threshold may rise to 25% where the treasury stock acquired is to be used as consideration in the acquisition of another company or to be given in exchange in the framework of a merger process.
- (iv) No buy or sell orders for treasury shares may be entered, and no other type of treasury stock transaction may be carried out, during "closed periods", which are:

- Opening or closing auctions, except in the case of (x) exceptional and duly justified transactions performed with extreme caution to prevent them influencing the price trend of the auction; and (y) transactions which affect the shares issued by the issuer under a fixing system; and in both cases providing said transactions are carried out in strict compliance with the requirements established for such purpose in the Internal Code of Conduct.
- The time interval between the date on which, in accordance with Article 228.4 of the Securities Market Act, it is decided to delay publication and disclosure of relevant information and the date on which it is published.
- The auction period prior to the lifting of the suspension from trading until trades in the security have been crossed. Any orders not executed must be withdrawn.
- The 15-calendar day period established for publication of its results.