

## Annual Corporate Governance Report for Listed Public Limited Companies

### A. Ownership structure

A.1. Complete the following table on the company's share capital

Date of last change	Share capital (€)	Nº of shares	Nº. of Voting Rights
04/11/2011	90,641,108.58	107,612,538	9,046,110,858

Indicate whether different types of shares exist with different associated rights:

Yes

Class	Number of Shares	Nominal unit	Unit number of voting rights	Different rights
A	90,469,680	1 Euro	100 voting rights	Without different rights
B	17,142,858	0.01 Euro	1 voting right	

Article 8 of the Abengoa's Bylaws govern the rights of these kinds of shares. See Fifth Additional of this report.

A.2. List the direct and indirect holders of significant ownership interests in your company at year-end, excluding board members:

Personal or corporate name of shareholder	Number of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
Inversión Corporativa, I.C., S.A.	4,523,472,300	546,518,300	49.90% (class A shares)
Finarpisa, S.A.	546,518,300	0	6.02% (class A shares)

(\*) Held through:

Name or corporate name of direct holder of shares	Number of rights	% of total voting rights
Finarpisa, S.A.	546,518,300	6.02%

Indicate the most significant movements in the shareholding structure of the company over the year:

Not applicable.

A.3. Complete the following tables on the members of the Board of Directors of the Company that hold voting rights through company shares:

Personal or corporate name of shareholder	N° of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
Mr.Felipe Benjumea Llorente	0	81,411,100	0.898
Aplicaciones Digitales S.L.	92,581,400	0	1,021
Mr.Manuel Sánchez Ortega	20,810,000	0	0.229
Mr.José Joaquín Abaurre Llorente	190,000	0	0.002
Mr.José Luis Aya Abaurre	5,507,600	0	0.060
Mrs. Mª Teresa Benjumea Llorente	1,239,000	0	0.013
Mr.Javier Benjumea Llorente	388,800	0	0.004
Prof.Jose Borrell Fontelles	300,000	0	0.003
Prof.Mercedes Gracia Díez	50,000	0	0.0005
Mr.Ricardo Martínez Rico	51,300	0	0.0005
Prof.Carlos Sebastián Gascón	1,300,000	1,200,000	0.027
Mr.Ignacio Solís Guardiola	2,100,000	0	0.023
Mr.Fernando Solís Martínez-Campos	5,083,200	3,444,000	0.093
Mr.Carlos Sundheim Losada	4,702,700	0	0.051
Mrs.Alicia Velarde Valiente	40,000	0	0.0004

(\*) Held through:

Name or corporate name of indirect holder of shares	Held through: Name or corporate name of direct holder of shares	Number of direct voting rights	% of total voting rights
Mr.Felipe Benjumea Llorente	Ardachon, S.L.	81,411,100	0.898
Mr.Fernando Solís Martínez-Campos	Dehesa del Mesto, S.A.	3,444,000	0.037
Prof.Carlos Sebastián Gascón	Bmca Inversiones S.L.	1,200,000	0.013

**% total of voting rights held by board of directors**

2.4254%

**Complete the following tables on members of the company's Board of Directors that hold rights over company shares:**

The board members do not hold rights over company shares.

A.4 Indicate, as applicable, any family, commercial, contractual or corporate relations between holders of significant shares, as far as known to the company, unless such relationship bears little relevance or arises from ordinary trading or course of business:

Inversión Corporativa, I.C, S.A holds 100% of Finarpisa, S.A.

A.5. Indicate, as applicable, any commercial, contractual or corporate relations between holders of significant shares on the one hand, and the company and/or its group on the other, unless such relationship bears little relevance or arises from ordinary trading or course of business:

No record.

A.6. Indicate whether any shareholders' agreements affecting the company have been communicated to the company pursuant to Art. 112 of the LMV. If so, provide a brief description and list the shareholders bound by the agreement:

Yes.

Under the investment agreement framework signed on November 8, 2011, between Abengoa and First Reserve Corporation, Inversión Corporativa IC and Finarpisa SA, in their capacity as Abengoa shareholders, made a commitment, effective November 4, 2011, to regulate the exercise of their respective voting rights in the Abengoa General Meeting in relation to the proposal, appointment, ratification, re-election or replacement of a board member representing First Reserve Corporation.

By virtue of said commitment, Inversión Corporativa I.C., S.A. and Finarpisa, S.A. jointly agree on the following:

- (i) to vote on the following through their representatives on the Board of Directors of Abengoa: (a) on the appointment of the candidate proposed to served as board member on said Board, appointed by the investor following the co-optation procedure envisaged in the Corporations Act. and (b) the proposal to recommend the Abengoa shareholders that Abengoa may name in the next General Meeting of shareholders, as the case may be, to replace the investor's representative on the Board of Directors;
- (ii) to vote in the corresponding General Meeting of shareholders of Abengoa in favour of the appointment of the candidate proposed by the Investor to serve as the investor's representative on the Board of Directors;
- (iii) FRC or any of its subsidiaries holding Abengoa class B shares or any other instrument convertible in, or exchangeable for, Abengoa Class B shares, issued in accordance with the Investment Agreement stipulations or with any other transaction document may not propose or ask the Board of Directors to recommend that the shareholders make any kind of changes to the Company Bylaws which may adversely affect the equality rights of Class B shares and Class A shares as regards the distribution of dividends or analogous such as envisaged in the Bylaws

**Specify whether the company is aware of the existence of any concerted actions among its shareholders. If so, provide a brief description:**

No record.

**Expressly indicate any amendments to, or terminations of such agreements or concerted actions during the year, if any:**

No record.

A.7. Indicate whether any individuals or corporate bodies currently exercise, or could exercise, control over the company pursuant to Article 4 of the Spanish Securities Market Act (Ley del Mercado de Valores). If so, please identify:

**Personal or corporate name:**

Inversión Corporativa, I.C., S.A.

**Notes**

Inversión Corporativa directly holds 49.90% of the share capital and indirectly holds 6.02% through its subsidiary, Finarpisa, S.A, which is also 100% owned by Inversión Corporativa.

A.8 Complete the following tables on the company’s treasury stock:

**At year end:**

Number of direct shares	Number of indirect shares	% of total share capital
2,913,435	0	3.21

**Provide details of any significant changes during the year, in accordance with Royal Decree 1362/2007 (Real Decreto 1362/2007).**

Date of communication	Total <sup>o</sup> of direct shares acquired	Total <sup>o</sup> of indirect shares acquired	% of total share capital
31/12/2011	7.784.190	0	8,59
Capital gains/(loss) on treasury stock disposed of over the period (€2,144,372.96)			

A.9. Provide details of the applicable conditions and timeframes governing the powers of the Board of Directors, as conferred by the General Shareholders’ Meeting, to acquire and/or transfer treasury stock.

The Ordinary General Meeting of Shareholders Meeting held on April 10, 2011, agreed to authorize the Board of Directors to buy back the Company’s shares either directly or through its subsidiary or investee companies up to the maximum permitted by current laws at a rate set between one hundredth part of a Euro (€0.01) as a minimum and sixty Euros (€60) as maximum, with express power of substitution in any of its members. Said power shall remain in vigour for eighteen (18) months from this very date, subject to article 144 and following of the Corporations Act.

On November 19, 2007, the company signed an agreement with Santander Investment Bolsa, S.V. with the aim of enhancing the liquidity of transactions involving shares, ensuring consistent stock prices and avoiding fluctuations caused by non-market trends, without such agreement interfering with the normal operations of the market and in strict compliance with applicable stock market law. Although said agreement fails to meet the conditions set forth in CNMV Circular 3/2007 of December 19, Abengoa has ensured the voluntary compliance with the prerequisites of information set forth in Circular 3/2007 to that effect. Quarterly reports of the transactions effected under the aforesaid Agreement were issued to the Spanish CNMV and posted on the company’s website.

As at December 31, 2011, the treasury stock balance amounted to 2,913,435.

In relation to transactions performed over the year, the number of treasury shares acquired stood at 7,784,190 while treasury shares disposed of amounted to 5,096,005. The net operating result amounted to - €2,144,372.96.

A.10 Indicate, if applicable, any restrictions imposed by law or the Bylaws on voting rights, including any legal restrictions on the acquisition or transfer of ownership interests in the share capital. Indicate whether there are any legal restrictions on exercising voting rights:

**Maximum percentage of voting rights that a shareholder may exercise by reason of legal restriction:**

No restriction.

**Indicate whether the company's Bylaws include any restrictions on the exercise of voting rights:**

No.

**Maximum percentage of voting rights that a shareholder may exercise by reason of Bylaw restrictions**

No restriction.

**Indicate whether there are any legal restrictions on the acquisition or transfer of holdings in the share capital:**

Yes.

This restriction only affects the Class B shares issued by the company.

With regards to the investment agreement signed on October 4 and fully effective from November 4, 2011, between Abengoa and First Reserve Corporation, the latter shall assume the commitment of not to sell the shares it holds in the Abengoa stock capital for a period of two and half years. At the end of the period, various formulas shall be established for the sale of the shares or for their eventual exchange for the Class A shares, whatever Abengoa decides.

A.11 Indicate whether the General Shareholders' Meeting has agreed to adopt neutralization measures to prevent a public takeover bid pursuant to the provisions of Act 6/2007 (Ley 6/2007).

Not.

**Where applicable, explain the approved measures and terms under which restrictions will be rendered ineffective:**

No record.