



## 08.3 Shareholders

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We are committed to a business strategy focused on creating sustainable long-term value

Abengoa creates value for its shareholders through a relationship based on trust and mutual respect, the payment of dividends, and maintaining growing profitability results that contribute to the continuous rise in the company's share value.

The year ended with a new, impeccable execution by the engineering and construction division. New project bookings in the order portfolio remain at very high levels. Rollout of all assets under concession has been and continues to be a key focal point, highlighting the operational startup in Arizona (US) of Solana, the world's largest CSP plant with 6 hours storage capability enabling energy production after sundown. The bioenergy division obtained improved margins, and will bring one of the first second-generation bioethanol production plant, Hugoton, into operation during the first quarter of 2014.

2013 was a demanding year in every sense, including from the standpoint of capital markets. For Abengoa, the year was accentuated by the company's entry into the US stock market, the largest in the world. Since October 17<sup>th</sup>, Abengoa has been listed on the US technology sector securities market, **Nasdaq**, under the ticker symbol ABGB, thereby consolidating the company's presence in the US and augmenting the flexibility of its capital structure in order to continue to successfully address identified opportunities.

Abengoa chairman Felipe Benjumea Llorente and chief executive officer Manuel Sánchez Ortega, accompanied by the company's entire senior management team, celebrate the launch of Abengoa's Nasdaq listing following the Opening Bell ceremony.



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We raised Class B share capital by a total of over € 500 M

### Increased share capital to back continuous growth

Last year, Abengoa was immersed in an ambitious transformation project which was consolidated substantially over the course of 2013, together with the commencement of a deleveraging process for reducing company debt.

Executing an action plan based on the entire range of opportunities identified by the company required **the greatest possible degree of financial flexibility**, with the right capital structure and presence in the world's largest capital market.

The company completed the first and most crucial phase involved in achieving this flexibility, which culminated in October with the successful completion of the **increase in Class B share capital** for a total of € 450 M. Additionally, subscribers to the transaction were given the option to purchase additional shares for a total of up to € 67.5 M, whereby the final amount of the share capital increase finally closed at € 517.5 M.

The success of the operation was the product of days dedicated to meetings held by the senior management team with more than 130 qualified investors, resulting in a final demand way above the initial offer.

Class B shares and American Depositary Shares (ADS) were offered publicly in the United States by virtue of a registration request filed with the Security Exchange Commission ([SEC](#)), and presented worldwide. Furthermore, it was agreed upon to approve the inclusion of the ADS on the Nasdaq Global Select Market, where company shares have been traded since October 17<sup>th</sup> under the ticker symbol ABGB. Class B shares, on the other hand, will be listed on the Madrid and Barcelona Stock Exchanges. Class B shares and ADS are fully interchangeable at a ratio of five (5) Class B shares per ADS.

### Looking towards the future

Abengoa has developed a business model built on a growth strategy. Under this model, technology and innovation constitute the first step toward creating value in the different areas and the primary tool for continued development and leadership in the markets in which the company operates.

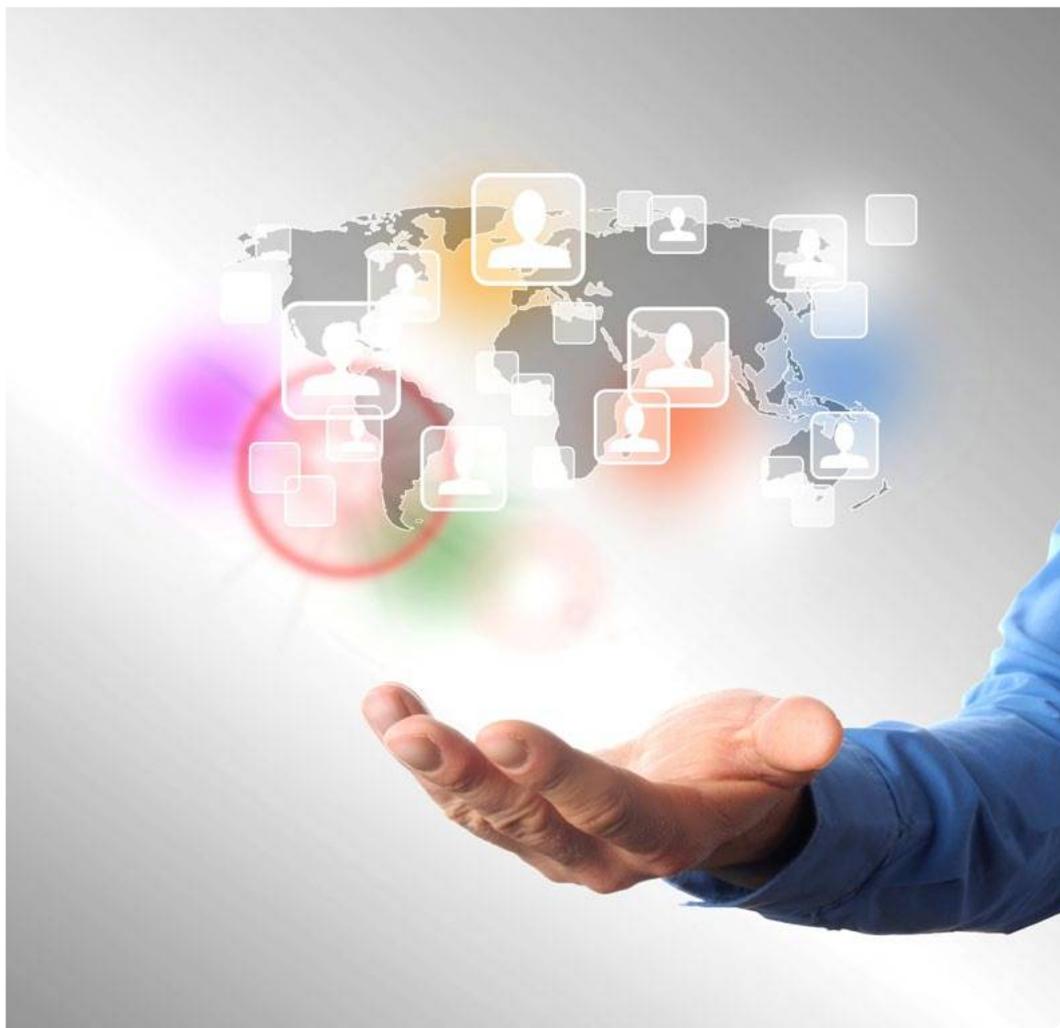
The company has identified **two key objectives** which enable it to, on the one hand, keep growing, and, on the other, to simultaneously continue to reduce debt.

First of all, in an extremely complex environment, **financial flexibility** is essential in accessing variable or fixed interest rate markets. This can be achieved by improving balance sheet flexibility, balancing the organization of the business structure with its source of financing, developing the investor base in order to gain access to capital markets with greater depth and stability, and, ultimately, by diversifying the financing structure towards a more global and competitive source, as has occurred with the company listing in the US market.

Furthermore, taking into account the company's business model strategy, its tremendous potential, and the ongoing support of R&D and innovation, it is essential to have a **stable body of shareholders** committed to the company strategy and which supports long-term decisions, regardless of tough markets or market volatility.

For all of these reasons, the increase in share capital among investors on both sides of the Atlantic as well as the launch of Abengoa's Nasdaq listing constitute a historical milestone for the company.

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### Shareholding structure

Abengoa is a listed company with share capital totaling € 91,856,888.71<sup>1</sup>, represented by 825,562,690 fully subscribed and paid-up shares belonging to two different classes<sup>2</sup>:

- 84,445,719 shares belonging to Class A, each with a par value of € 1 and individually conferring one hundred votes.
- 741,116,971 shares belonging to Class B, each with a par value of € 0.01 and individually conferring one vote.

Note 1 October 29, 2013 is the date of the last Abengoa share capital modification.

Note 2 Class A and Class B shares are admitted for official trading on the Madrid and Barcelona Stock Exchanges and on the Spanish Stock Exchange Interconnection System (Continuous Market). Class A shares have been admitted for trading since November 29, 1996, and Class B shares have been admitted for trading since October 25, 2012.

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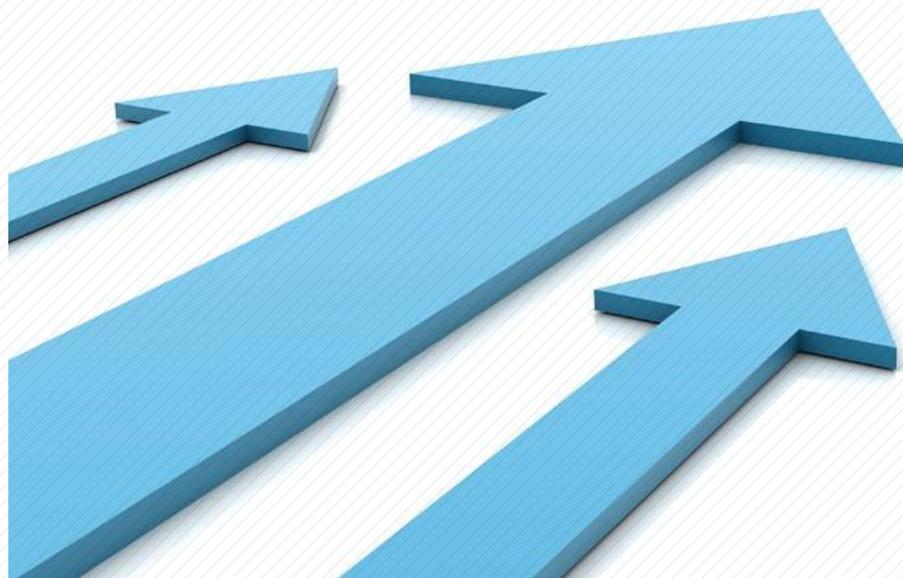
### Socially responsible investment

Our world is currently undergoing a global crisis brought on by speculative bubbles and the biggest financial crisis of our time. As a result of this, the investor community is attaching ever-increasing importance not only to merely economic values, but to social and environmental values as well.

Investors are aware of the risk involved in investing in companies that do not meet certain sustainability criteria and, through their financial operations, endeavor to generate a positive impact on the environment. Investors are therefore paying more attention to organizations that incorporate different mechanisms that effectively contribute towards **sustainable development** as part of their business model.

Abengoa is a pioneer in the implementation of many of these measures, which has enabled the company to observe the gradual transformation of its shareholding structure. In the institutional investor segment, the **company has an SRI total of 25.9 %**<sup>3</sup>, similar average for the other competitors (26.3 %) and other regions (around 10 % in Spain and Europe).

Abengoa continues to focus on maximizing value for its shareholders, and, as part of its unwavering commitment to technology, to keep moving forward in today's context of global competition and change towards an innovative business model as a vehicle for achieving a sustainable society.



Note 3 Data taken from the Thomson Reuters analysis for 2013.

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In 2013 Abengoa further consolidated its position as a sustainable company by participating in a variety of sustainability indexes of renowned prestige worldwide:

- **Carbon Disclosure Project (CDP):** for the sixth consecutive year, the company participated in the CDP, a coalition of 722 institutional investors holding assets worth \$ 87 B that analyze more than 6,000 companies. Abengoa published its Greenhouse Gas (GHG) inventory and achieved a score of 95 out of 100 on the sustainability policy disclosure index, Climate Disclosure Leadership Iberia 125 Index, and A in company performance on the climate Performance Leadership Iberia 125 Index (on a descending scale from A to E).
- **Financial Times and Stock Exchange (FTSE) 4Good:** Abengoa renewed its status as a component of the FTSE4Good sustainability index, the benchmark for investors worldwide interested in identifying organizations engaged in upholding stringent social and environmental standards and which stand out for their sound sustainability practices. FTSE assesses companies upon analyzing the information they disclose by means of a wide range of sustainability factors and indicators.
- **Nasdaq OMX Green Economy:** since 2012, Abengoa has been a participant in the Nasdaq OMX Green Economy, specifically through the Renewable Energy Generation primary sector. This index is made up of over 350 listed companies categorized into 13 economic sectors and four geographical areas.

### Transparent communication

In 2013, the company continued to further its commitment to facilitating the information necessary to carry out a complete analysis of the organization in the best way possible. Abengoa is committed to the continual enrichment of information the company provides to its stakeholders, providing increasingly more complete content, more in line with their requirements, thereby building stronger relationships and enhancing dialog channels in order to provide an optimal flow of information.

Over the course of 2013, Abengoa held 38 conferences with investors in the most prominent financial hubs, including New York, London, Frankfurt, Paris, Geneva, Zurich and Boston. The company also conducted 12 roadshows visiting major European and US cities.

Abengoa has embraced a commitment to continue to work to make the company known to the largest possible critical mass. Therefore, in keeping with the course of action throughout the year, Abengoa is planning to increase the number of visits to include places where potential company stakeholders are identified.