

A. Ownership structure

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

| Date of Last Modification | Share capital (€) | Number of shares | Number of voting rights |
|---------------------------|-------------------|------------------|-------------------------|
| 26-10-2015 | 1,840,954.98 | 941,533,858 | 9,204,774,877 |

Indicate whether there are different types of shares with different associated rights:

Yes

| Class | Number of shares | Nominal unit | Unit number of voting rights | Different rights |
|-------|------------------|--------------|------------------------------|---|
| A | 83,467,081 | 0.02 | 100 | Without different rights |
| B | 858,066,777 | 0.0002 | 1 | See section H "Other Information of Interest" at the end of the report. |

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

| Personal or Corporate name of the Shareholder | Number of direct voting rights | Indirect voting rights | | % of total voting rights |
|---|--------------------------------|------------------------|-------------------------|--------------------------|
| | | Direct owner of shares | Number of voting rights | |
| Inversión Corporativa, I.C, S.A. | 4.197.517.040 | Finarpisa, S.A. | 568,379,032 | 45.60 % |
| Finarpisa, S.A. | 568,379,032 | - | - | 6.17 % |

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

Not applicable

| Personal or Corporate name of the Shareholder | Date of transaction | Description of transaction |
|---|---------------------|----------------------------|
|---|---------------------|----------------------------|

A.3 Complete the following tables on company board members with voting rights through company shares:

| Personal or Corporate name of the Director | Number of direct voting rights | Indirect voting rights | | % of total voting rights |
|---|--------------------------------|------------------------|-------------------------|--------------------------|
| | | Direct owner of shares | Number of voting rights | |
| José Domínguez Abascal | 636,000 | 0 | 0 | 0.007 |
| Antonio Fornieles Melero | 16,400 | 0 | 0 | 0.000 |
| Joaquín Fernández de Piérola Marín | 0 | 0 | 0 | 0.000 |
| Jose Joaquín Abaurre Llorente | 9,870 | 0 | 0 | 0.000 |
| José Luis Aya Abaurre (passed away on 12 February 2016) | 465,301 | 0 | 0 | 0.005 |
| Javier Benjumea Llorente | 404,352 | 0 | 0 | 0.004 |
| José Borrell Fontelles | 71,695 | 0 | 0 | 0.001 |
| Mercedes Gracia Díez | 2,500 | 0 | 0 | 0.000 |
| Ricardo Hausmann | 7,250 | 0 | 0 | 0.000 |
| Ricardo Martínez Rico | 2,565 | 0 | 0 | 0.000 |
| Claudi Santiago Ponsa | 20,800 | 0 | 0 | 0.000 |
| Ignacio Solís Guardiola | 1,768,000 | 0 | 0 | 0.020 |
| Alicia Velarde Valiente | 41,600 | 0 | 0 | 0.000 |

See section H "Other Information of Interest" at the end of the report.

| | |
|---|-------|
| % total of voting rights held by the Board of Directors | 0,037 |
|---|-------|

Complete the following tables regarding the Company's Board of Directors with rights over company shares:

| Personal or Corporate name of the Director | Number of direct rights | Indirect rights | | Number of equivalent shares | % of total voting rights |
|--|-------------------------|-----------------|-------------------------|-----------------------------|--------------------------|
| | | Direct owner | Number of voting rights | | |

A.4 Indicate, where applicable, any family, business, contractual or corporate relations between owners of significant shareholdings, insofar as these are known by the company, unless they bear little relevance or arise from ordinary trading or course of business:

| Personal or related Corporate Name | Type of relationship | Brief description |
|--|----------------------|--|
| Inversión Corporativa, I.C., S.A Finarpisa, S.A. | Societal | Inversión Corporativa, I.C., S.A holds 99,99 % shares in Finarpisa, S.A. |

A.5 Indicate, where applicable, any commercial, contractual or corporate relations between owners of significant shareholdings on the one hand, and the company and/or its group on the other, unless these bear little relevance or arise from ordinary trading or course of business:

Not applicable

| Personal or related Corporate Name | Type of relationship | Brief description |
|------------------------------------|----------------------|-------------------|
|------------------------------------|----------------------|-------------------|

A.6 Indicate whether any shareholders' agreements affecting the company have been communicated to the company pursuant to Art. 530 and 531 of Spanish Corporate Law. If so, provide a brief description and list the shareholders bound by the agreement:

Yes

| Participants of the agreement | % of equity capital affected | Brief description of pact |
|---|------------------------------|---|
| Finarpisa, S.A. Inversión Corporativa, I.C., S.A. | 56.369 % | <p>On November 9, 2011, Inversión Corporativa IC, SA and Finarpisa SA signed an agreement to regulate the exercise of their respective voting rights in the general meetings of Abengoa in relation to the proposal, appointment, ratification, re-selection or substitution of the Director to represent First Reserve Corporation.</p> <p>This agreement was communicated to the CNMV as a relevant fact on 9 November 2011, under record no. 153062.</p> <p>By virtue of said agreement, Inversión Corporativa IC, SA and Finarpisa SA jointly agreed to vote in favor of: (a) the appointment of the candidate proposed to said Board to serve as Director designated by investor based on the co-optation procedure; and (b) the proposal to recommend the shareholders of Abengoa, during the next general meeting, to appoint, if need be, a replacement for the Director designated by investor on the Board of Directors.</p> <p>(ii) to vote in the corresponding general meeting of shareholders of Abengoa for the appointment of the candidate proposed by the Investor</p> <p>(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 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 envisaged in the Bylaws.</p> |

| Participants of the agreement | % of equity capital affected | Brief description of pact |
|---|------------------------------|---|
| Finarpisa, S.A. Inversión Corporativa, I.C., S.A. | 56.369 % | <p>On August 27, 2012, Inversión Corporativa IC, SA and its subsidiary, Finarpisa SA, amended the shareholders' agreement with the Abengoa shareholder, First Reserve Corporation.</p> <p>The amendment to this agreement was communicated to the CNMV as a relevant fact on 27 August 2012, under record no. 172757.</p> <p>The amendment was that 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. That they shall vote against such a proposal if submitted by any other shareholder or by the Board of Directors".</p> |

| Participants of the agreement | % of equity capital affected | Brief description of pact |
|---|------------------------------|--|
| Abengoa, S.A. Inversión Corporativa, I.C., S.A. | 56.369 % | <p>On August 27, 2012, Abengoa S.A. entered into a shareholder agreement with its top shareholder, Inversión Corporativa, I.C., S.A. by virtue of which the latter warrants and undertakes the following, directly or indirectly, through its subsidiary, Finarpisa S.A.</p> <p>This agreement was communicated to the CNMV as a relevant fact on 27 August 2012, under record no. 172756.</p> <p>By virtue of said agreement, Inversión Corporativa, I.C., S.A., either directly or indirectly through its subsidiary Finarpisa S.A., agrees:</p> <p>(i) To vote in favor of the agreements regarding points 2nd, 3rd, 4th, 5th, 6th and 7th on the Agenda of the Shareholders' General assembly held on September 30, 2012, as long as it is first verified that the aforementioned agreements are approved by the majority of the shareholders of another class other than those of Inversión Corporativa;</p> <p>(ii) to not exercise its voting rights except up to a maximum of 55.93 % in cases in which, as a result of the exercise of the rights of conversion of Class A shares into Class B shares expected to be included in the Corporate Bylaws, the total percentage of the voting rights it holds are increased over the company's entire voting rights</p> <p>(iii) that the percentage of the number of shares with voting rights held at all times (whether such shares are Class A or Class B) over the company's total number of shares not be at any time lower than one fourth of the percentage of the voting rights that said shares may allocate to Inversión Corporativa in relation to the company's total number of voting rights; and that, should such be the case, Class A share should be transferred or converted into Class B, in the amount deemed necessary to sustain such proportion</p> |

See section H "Other Information of Interest" at the end of the report.

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

Not applicable

Participants of concerted action % of equity capital affected Brief description of agreement

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

No

A.7 Indicate whether any individual or corporate body currently exercises, or could exercise control over the company pursuant to Article 5 of the Spanish Securities Market Act. If so, please identify:

Yes

| Personal or Corporate Name |
|---|
| Inversión Corporativa, I.C, S.A. |
| Comments |
| Inversión Corporativa, I.C, S.A. is the direct holder of 45.68 % of the equity capital of Abengoa, S.A. and an indirect holder of 6.17 % through its subsidiary, Finarpisa S.A. Inversión Corporativa, I.C, S.A. is bona fide owner of the 99.99 % shares of Finarpisa S.A. |

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

At year end:

| Number of direct shares | Number of indirect shares (*) | % Total on Capital Stock |
|---------------------------------|-------------------------------|--------------------------|
| 5,662,480 (Class A shares) | 5,662,480 | 6.152 % |
| 0 (Class B shares) | 0 | 0 % |
| 5,662,480 (Total shares) | 0 | 6.152 % |

(*) Held through:

| Name or corporate name of indirect holder of shares | Number of direct shares |
|---|-------------------------|
| Total: | |

Provide details of any significant changes during the year, in accordance with Royal Decree 1362/2007:

| Explain significant changes | | | |
|-----------------------------|---------------------------------|-----------------------------------|--------------------------|
| Communication Date | Total of direct shares acquired | Total of indirect shares acquired | % total on capital stock |
| 08-01-2015 | 92,489,200 | 0 | 1.008 |
| 28-01-2015 | 91,948,018 | 0 | 1.002 |
| 24-02-2015 | 93,839,020 | 0 | 1.023 |
| 31-03-2015 | 95,088,362 | 0 | 1.037 |
| 08-04-2015 | 93,662,601 | 0 | 1.021 |
| 30-04-2015 | 94,168,947 | 0 | 1.027 |
| 14-05-2015 | 115,969,777 | 0 | 1.260 |
| 17-06-2015 | 95,142,700 | 0 | 1.033 |
| 23-07-2015 | 92,442,800 | 0 | 1.070 |
| 17-08-2015 | 98,408,800 | 0 | 1.088 |
| 27-08-2015 | 93,450,000 | 0 | 1.016 |
| 15-09-2015 | 92,210,100 | 0 | 1.003 |

A.9 Provide details of the conditions and current timeframes that shareholders confer upon the Board of Directors to issue, repurchase or transfer treasury stock.

The Ordinary General Meeting of Shareholders held on March 29 2015 authorized the Board of Directors to buy back the Company's shares, of any of the classes of shares stipulated in the company Bylaws, either directly or through its subsidiary or investor 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 twenty euros (€ 20) as maximum, with the specific power of substitution in any of its members. Said power shall remain in force for five (5) years from this very date, subject to article 144 and following of the Spanish Corporate Law. This authorization expressly includes the acquisition of shares that must be delivered directly to the company's employees or the option rights to which they are entitled. Thus, the authorization conferred upon the Board of Directors for the same purposes, by virtue of the decision taken at the Shareholders' Ordinary General Meeting held on Sunday, April 06, 2014, was specifically revoked.

On November 19 2007, the company signed a Liquidity Agreement regarding Class A shares with Santander Investment Bolsa, S.V. In replacement of said Liquidity Agreement, on January 10 2013, the company signed a Liquidity Agreement regarding class A shares, pursuant to the conditions set forth in Circular 3/2007, of December 19, of the CNMV. This Liquidity Agreement has been suspended since September 28 2015.

On November 8 2012, the company signed a Liquidity Agreement regarding Class B shares, with Santander Investment Bolsa, S.V., pursuant to the conditions set forth in Circular 3/2007, of December 19, of the CNMV. This Liquidity Agreement was terminated on April 21 2015.

As of December 31 2015, treasury stock amounted to 5,662,480 shares, all of which were Class A.

Regarding transactions performed during the financial year, the acquired treasury stock amounted to 86,671,439, out of which 9,997,508 were Class A and 76,673,931 Class B, and treasury stock sold amounted to 122,633,224, out of which 9,885,560 were Class A while 112,747,664 were Class B, The net result of the transactions amounted to 35,961,785 shares.

A.9 bis Estimated Floating Capital:

| | % |
|----------------------------|--------|
| Estimated Floating Capital | 67.5 % |

A.10 Indicate whether there are any restrictions on the transferability of stocks and/or any restrictions on the voting rights. In particular, issue report on the existence of any kind of restrictions that could impede complete takeover of the company through the acquisition of its shares on the market.

No

Description of the Restrictions

A.11 Indicate whether the General Shareholders’ Meeting agreed to implement any neutralization measures to prevent public takeovers pursuant to the provisions of Law 6/2007.

No

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

A.12 Indicate whether the company has issued securities not negotiated on the community regulated market.

Yes

If so, indicate the various classes of shares and, for each class of shares, the rights and obligations entailed therein.

Class B shares are also listed in NASDAQ Global Select Market through “American Depositary Shares” represented by “American Depositary Receipts” (with five class B shares interchangeable by one American Depositary Share).

The ADS (American Depositary Shares) on Class B Shares of Abengoa, S.A. have been officially admitted for trade on the Nasdaq, American electronic stock market, since 17 October 2013.