

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
16-1-2018	35,865,862.17	18,836,119,300	179,329,310,851

State whether there are different classes of shares with different associated rights:

Yes

Class	Number of Shares	Nominal unit	Unit number of voting rights	Rights and obligations conferred thereof
A	1,621,143,349	0.02	100	Without different rights
B	17,214,975,951	0.0002	1	See Section H "Other Information of interest" at the end of the report

A.2. Breakdown of direct and indirect holders of significant shareholdings in the company as of the end of the financial year, excluding directors:

Personal or corporate name of the shareholder	% of voting rights attributed to the shares		% of voting rights through financial instruments		% total of voting rights
	Direct	Indirect	Direct	Indirect	
Banco Santander, S.A.	3.45	–	–	–	3.45 %
Department of Trade - Ministry of Industry	3.152	–	–	–	3.152 %

Observations

List of indirect shareholding:

Personal or corporate name of indirect owner	Personal or corporate name of direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% total of voting rights
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Observations

State the most significant movements that occurred in the share structure during the financial year:

On 28 March 2017 and within the financial restructuring framework undertaken by the Company, the share capital increase that was approved at the general meeting of Shareholders held on 22 November 2016 was executed, thus increasing the Company's share capital by a total nominal amount of thirty-four million eight hundred and twenty-two thousand one hundred and fifty Euros and four hundred and two thousandth (34,822,150.402) of a Euro, by issuing and circulating one thousand five hundred seventy-seven million nine hundred forty three thousand eight hundred twenty-five (1,577,943,825) new Class A Shares and sixteen thousand three hundred sixteen million three hundred sixty-nine thousand five hundred and ten (16,316,369,510) new Class B Shares.

In addition, as a result of said capital increase, a group of financial entities, which included the entities owned by or that depended on the Department of Trade - Ministry of Industry, became shareholders of the Company. In the case of the Department of Trade - Ministry of Industry, notice was issued for said acquisition of shares in the 2018 financial year, after the actual transfer of the shares by the financial entities that they insured.

In addition, on 28th September 2018, following the merger by acquisition of the Banco Popular Español, S.A. by Banco Santander, S.A., the latter became the direct owner of the Company shares previously indirectly owned through Banco Popular Español, S.A.

Personal or corporate name of the shareholder	Date of the transaction	Description of the transaction
Department of Trade - Ministry of Industry	22-12-2017	Acquisition of significant shares as a consequence of capital increase through capital offsetting
Banco Santander, S.A.	28-09-2018	Acquisition of significant shares directly owned as a consequence of merger by acquisition
Banco Popular Español, S.A.	28-09-2018	Loss of significant shares as a consequence of merger by acquisition

A.3. Complete the following tables about members of the board of directors of the company who have voting rights over company shares:

Personal or corporate name of the director	% of voting rights attributed to the shares		% of voting rights through financial instruments		% total of voting rights	% of voting rights that may be transferred through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Gonzalo Urquijo Fernández de Araoz	0	0	0	0	0	0	0
Manuel Castro Aladro	0	0	0	0	0	0	0
Pilar Cavero Mestre	0	0	0	0	0	0	0
José Wahnnon Levy	0	0	0	0	0	0	0
José Luis del Valle Doblado	0	0	0	0	0	0	0
Ramón Sotomayor Jáuregui	0	0	0	0	0	0	0

Personal or corporate name of the director	% of voting rights attributed to the shares		% of voting rights through financial instruments		% total of voting rights	% of voting rights that may be transferred through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Josep Piqué Camps	0	0	0	0	0	0	0

% total of voting rights held by the board of directors 0.000

Observations

List of Indirect shareholding:

Personal or corporate name of the director	Personal or corporate name of direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% total of voting rights	% of voting rights that may be transferred through financial instruments
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Observations

A.4. State, if applicable, any family, contractual or corporate relations between owners of significant shareholdings, insofar as these are known to the company, unless they bear little relevance or arise from ordinary trading or course of business except what is reported in section A.6:

Name or related corporate name	Type of relation	Brief description
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A.5. State, if applicable, the commercial, contractual, or corporate relationships between significant shareholders and the company and/or its group, unless they are immaterial or result from the ordinary course of business:

Name or related corporate name	Type of relation	Brief description
Banco Santander, S.A./Abengoa, S.A.	Contractual	The bank is the usual financier of Abengoa, S.A. and its group of companies
Department of Trade - Ministry of Industry /Abengoa, S.A.	Business	Some entities controlled by the Ministry render business support to the group of companies headed by Abengoa, S.A. (by granting financial concessions or the underwriting of guarantees)

A.6. Describe the relations, except if scarcely relevant for both parties, existing between significant shareholders or shares represented on the board and the directors, or their representatives, if legal entity administrators.

Explain, where possible, how significant shareholders are represented. Specifically, identify directors who may have been appointed to represent significant shareholders, those whose appointments may have been sponsored by significant shareholders, or who may be linked to significant shareholders and/or companies within its group, particularly indicating the nature of such link relation. Particularly, indicate, as the case may be, the existence, identity and posts held by members of the board of directors, or representatives of directors, of the company listed on the stock market, who may, where possible, be members of the administrative organ, or their representatives, in companies holding significant shares in the listed company or in entities within the group of said significant shareholders.

Name and corporate name of director or its representative, link	Personal or corporate name of the significant shareholder linked	Corporate name of company within the group of significant shareholder	Relation / post description
Observations			

A.7. State whether any private (paracorporate) shareholders' agreements affecting the company pursuant to the provisions of sections 530 and 531 of the Corporate Enterprise Act (Ley de Sociedades de Capital) have been reported to the company. In such a case, briefly describe them and list the shareholders bound by the agreement:

No

Signatories to the paracorporate agreement	% of share capital affected	Brief description of the agreement	Agreement maturity date, if any
Observations			

State whether the company is aware of the existence of concerted actions among its shareholders. If possible, briefly describe them:

No

Signatories to concerted action	% of share capital affected	Brief description of the concerted	Concerted maturity date, if any
Observations			

In the event that said agreements or concerted actions underwent a modification during the financial year, indicate them specifically:

On 23rd December 2016 the Company informed the National Securities Commission, by virtue of relevant event registered with number 246416, of the termination of the agreement of the investment agreement signed with First Reserve Corporation (FRC) on 3rd October 2011, considering that, on said date, the FRC was not a holder of any Class B shares of the Company or of any other securities exchangeable for or convertible to Class B shares and, therefore, was not a holder of any shares in the capital of the Company. As a result of said termination, the paracorporate agreements between the FRC and other shareholders referred to herein, which were reasons for the investment agreement with the FRC, became void.

Equally so, on 30th March 2017, Inversión Corporativa IC, S.A., Finarpisa, S.A. and First Reserve Fund XII L.P. deemed the shareholders' agreement signed on 10th October 2011 as terminated, such as had been modified on 27th August 2012, since First Reserve no longer held any shares in Abengoa's share capital. This event was reported to the CNMV on 5th March 2018.

A.8 State whether there is any individual or legal entity that exercises or may exercise control over the company pursuant to section 5 of the Spanish Securities Market Act (Ley del Mercado de Valores). If so, indicate:

No

Personal or corporate name

Observations

A.9. Complete the following tables on the company's treasury stock:

On the financial year closing date:

Number of direct shares	Number of indirect shares (*)	% Total on share capital
5,519,106 (Class A Shares)	0	0.31 %
0 (Class B shares)	0	0 %
5,519,106 (Total Shares)	0	0.31 %

Observations

(*) Through:

Personal or corporate name of direct owner of shares

Number of direct shares

Total:

Observations

Explain the significant variations occurring during the financial year:

Not applicable

A.10. Describe the terms and conditions and current time-frames that shareholders confer upon the board of directors to issue, repurchase, or transfer treasury stock:

The ordinary general meeting of shareholders held on 29 March 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 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 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 et seq of the Corporate Enterprises Act. The authorization expressly includes the acquisition of shares that must be delivered directly to the company's employees or company officers, or as a consequence of 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 Ordinary General Meeting of Shareholders held on 29 March 2015, was specifically revoked.

During the 2018 financial year there were no transactions in relation to treasury stock. At year end there were no contracts of liquidity in vigour.

A.11. Estimated floating capital:

	%
Estimated floating capital	93.1

Observations

A.12. State whether there are any restrictions (bylaw, legislative or whatsoever) on the transferability of shares and/or any restrictions on voting rights. Specifically report on the existence of any restrictions that may impede the takeover of the company through the acquisition of its shares on the market, including the systems of authorization or prior reporting that may be applicable by sector laws on the acquisition or transfer of the company's financial instruments

There are no bylaw restrictions on the transferability of securities or on voting rights.

Description of the restrictions

A.13. State whether the general meeting of shareholders has agreed to implement any neutralization measures to prevent public takeovers pursuant to the provisions of Law 6/2007.

No

If so, explain the measures approved and the terms under which the restrictions may be deemed inefficient:

Explain the measures approved and the terms under which the inefficiency may occur

A.14. State whether the company has issued securities that are not traded on a regulated market within the European Community.

No

If applicable, specify the different classes of shares, if any, and the rights and obligations attached to each class of shares.

Indicate the different classes of shares

B. General meeting

B.1. State and, if applicable, describe whether there are differences with the minimum requirements set out in the Corporate Enterprises Agreement (LSC) in connection with the quorum needed for the general meeting of shareholders.

No

	% of quorum different from that set out in article 193 of the Corporate Enterprises Act for general cases	% of quorum different from that set out in article 194 of the Corporate Enterprises Act for special cases
Quorum required in 1st call		
Quorum required in 2nd call		

Quorum required in 1st call

Quorum required in 2nd call

Description of the differences

B.2. State and, if applicable, describe any differences with regard to the system contemplated in the Corporate Enterprises Act (LSC) for the adoption of corporate resolutions:

No

Describe in what it differs from the system envisaged in the LSC.

	Enhanced majority other than set forth in Article 201.2 LSC for the cases of 194.1 LSC	Others cases of enhanced majority
% established by the entity for entering into agreements		

% established by the entity for entering into agreements

Describe the differences
