

Ordinary General Meeting of Shareholders

Abengoa S.A.

The Insolvency Administrator de Abengoa S.A. (hereinafter “**Abengoa**” or the “Company”), pursuant to the resolution issued by the Business Registrar of Seville on 24th June 2021, agreeing to call the General Meeting of Shareholders, performed pursuant to the juridical regime established in Article 170 of Royal Legislative Decree 1/2020, of 2nd July, that approves the consolidated text of the Capital Companies Act, calls the Ordinary General Meeting of Shareholders **to be held only by telematic means**, on 30th September 2021, at 12:00 hours, at first calling and, if appropriate, if the relevant quorum is not obtained, at second calling, which is foreseeably that which shall be held, on the following day, 1st October 2021, at the time mentioned, pursuant to the following

Agenda

One. Annual accounts and company management.

- 1.1. Examination and approval, if appropriate, of the individual annual accounts (balance sheet, profit and loss accounts, statement of changes in net assets during the financial year, cashflow statement and annual report) and the Company’s individual management report for financial year 2019, as well as the consolidated annual accounts (consolidated financial statements, consolidated income statement, consolidated global result statements, consolidated statements of changes in net assets, consolidated cashflow statements and consolidated annual report) and the consolidated management report of the consolidated group for financial year 2019.
- 1.2. Approval of the proposal for application of the result of the Company’s individual annual accounts.
- 1.3. Approval of the Company’s management during financial year 2019.

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Two. Delegation on the Board of Directors for interpretation, correction, execution, formalisation and inscription of the resolutions passed.

Three. Requests and queries.

Holding by telematic means

Considering the health situation affecting the country due to the crisis caused by the COVID-19 virus and pursuant to the terms set forth in Article 3 of Royal Decree Act 34/2020, of 17th November, on urgent measures to support entrepreneurial solvency and the energy sector, and in tax matters, in the version amended by Royal Decree Act 5/2021, of 12th March, on extraordinary measures to support entrepreneurial solvency in response to the Covid-19 pandemic (hereinafter "RDL 34/2020"), in order to preserve the health of all the people involved in preparing and holding the General Meeting of Shareholders and, moreover, to guarantee equal treatment among the shareholders and exercise of their rights, the General Meeting of Shareholders shall be held solely and exclusively by telematic means, that is thus without physical attendance by shareholders and representatives, all under the terms foreseen in this announcement.

1. Right to request publication of a complement to the calling and to present grounded proposals for resolutions

Pursuant to Article 519 of the Capital Companies Act and 21 of the Articles of Association, shareholders representing at least three per cent of the stock capital, or three percent of the shares with the right to vote, may apply for publication of a complement to this calling of the Ordinary General Meeting of Shareholders, including one or more points on the agenda, as long as the new points are accompanied by a justification or, if appropriate, by the proposal of a justified resolution.

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Exercise of this right must be made by certifiable notification, that must be received at the registered office within five days following publication of this calling.

Shareholders representing at least three per cent of the stock capital or three per cent of the shares with a vote may submit grounded proposals for resolutions, within the same term as stated above, on matters that have already been included, or that should be included in the agenda of the meeting called.

2. Right to information

1. Information

As of the date of publication of this announcement, the shareholders shall be entitled to examine the following at the registered office, and to request delivery or for it to be sent to them free of charge (including by electronic mail with acknowledgement of receipt if the shareholder accepts this):

1. The full text of this announcement calling the Ordinary General Meeting of Shareholders.
2. The model of card for assistance, delegation and remote voting.
3. The full texts of the proposed resolutions.
4. Information on the total number of shares and voting rights on the date of this announcement.
5. Full text of the regulations of the Board of Directors.
6. Full text of the regulations on operation of General Meetings of Shareholders.
7. Full text of the Articles of Association.
8. The Annual Accounts and Management Report of the Company that are submitted for approval by this General Meeting of Shareholders, including the Accounts Auditors' Report.
9. Generally, any documentation that is required or relevant to the General Meeting of Shareholders.

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That information is also available on the Company's web page (www.abengoa.com/Shareholders and Corporate Governance/General Meeting and shareholders' forum) as of publication of this calling and until the general meeting is held.

Likewise, as of that date and until the fifth day prior to the date foreseen to hold the Meeting, the shareholders may request the information or clarifications they consider necessary, or submit the written questions they consider relevant on the matters included on the agenda, on the information accessible to the public that may have been provided by the Company to the National Stock Exchange Commission since the last General Meeting of Shareholders was held and regarding the auditor's report. To these ends, they may address the Contact Mailbox ir@abengoa.com or submit the request through the electronic platform for delegation and voting that is available on the company's web page (www.abengoa.com/Shareholders and Corporate Governance/General Meeting and shareholders' forum).

II. Right to attendance and representation

Pursuant to the terms set forth in Article 30 of the Articles of Association of Abengoa, all shareholders who hold three hundred and seventy-five (375) shares or more, either of class A or class B, registered on the relevant accounting register at least five days in advance of the date when the General Meeting of Shareholders is to be held shall be entitled to attend with the right to speak and vote.

As it is foreseeable that the Meeting shall be held at second calling, for the purposes established in Article 517 of the Capital Companies Act, it is hereby recorded that shareholders must have the shares registered in their name no later than 23rd September 2021.

The Company or, if appropriate, the entities that hold stakes in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) in charge of the accounting records, shall provide each shareholder with the right to attend who requests such, a nominative card to prove their status as shareholders with the right to attend, and it shall state the number of shares they hold, as well as the class. The applications may be sent through the company's web page (www.abengoa.com/Shareholders and Corporate Governance/General Meeting and shareholders' forum). Holders of a lower number of shares to the minimum required to attend the Meeting may form groups until completing at least that number, applying for the relevant group card.

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All shareholders who are entitled to attend may be represented at the Meeting by means of any person, following the procedure established in the telematic attendance section.

Shareholders with the right to attend may (i) delegate or grant their representation, (ii) exercise their vote by remote means of communication, prior to the General Meeting being held, pursuant to the terms foreseen in Articles 30 and 31 of the Articles of Association and 9 and 10 of the Regulations of the General Meeting, or (iii) as has been stated, pursuant to the terms foreseen in Article 3.1. a) of Royal Decree Act 34/2020, attend by telematic means under the terms foreseen in Articles 182, 182 Bis, 189 and 521 of the Capital Companies Act. Pursuant to the terms established in the principles stated, these shall be applicable with regard to the General Meeting to which this calling refers, in the manner stated below.

The Shareholders are reminded that, as has been stated, the General Meeting shall be held exclusively by telematic means so they may not attend it in person.

1. Delegation of representation through means of remote communication.

A) Means of remote communication.

The valid means of remote communication to delegate or grant representation are the following:

a) Electronic media: To delegate or grant their representation by electronic means, the shareholders must have done this through the web page of Abengoa (www.abengoa.es), as of 30th August 2021 at 9:00 hours.

Considering that the mechanism to grant delegation by electronic means must have adequate guarantees of authenticity and identity of the subject delegated, the shareholders who wish to use this delegation mechanism must previously hold an advanced or recognised electronic signature under the terms foreseen in Act 59/2003, of 19th December, on Electronic Signatures, based on a recognised electronic certificate with regard to which there is no record of its revocation, and that may be (i) a User Electronic Certificate issued by the Spanish Public Certification Entity (CERES) assigned to the National Stamp Factory and Royal Mint (FNMT-RCM) or (ii) a recognised electronic certificate that is included in the Electronic National Identity Card issued pursuant to Royal Decree 1553/2005, of 23rd December, that regulates issue of the National Identity Card and its electronic signature certificates (hereinafter, jointly, a "Valid Electronic Signature").

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Once the shareholder has the relevant Valid Electronic Signature, they may use the " *General Meeting*" space on the Abengoa web page (www.abengoa.es), through the " *Electronic delegation*" form, under the terms and conditions described there, to grant their representation to another person, even though not a shareholder, to represent them at the General Meeting. The electronic delegation document shall be considered a copy of the attendance and delegation card in electronic format for the purposes provided in Article 30 of the Articles of Association.

- b) By mail: In order to grant their representation by mail, the shareholders must fill in and sign (i) the attendance and delegation card issued on paper by the relevant participant entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), in each case, or (ii) the form provided by Abengoa, through the mechanism established for that purpose on its web (www.abengoa.es) in the section " *General Meeting*", and in both cases sign the section provided on that card for the person represented to sign; in the second case (sending the form provided by Abengoa), a certificate providing proof of ownership of the shares must also be attached. The card, duly filled in and with hand-written signature (and if appropriate certificate of ownership), must be sent to the Company by mail, or by equivalent courier service to the registered office of the Company (Campus Palmas Altas, calle Energía Solar no. 1, 41014 Seville, Spain), addressed to the General Secretariat. Delivery of the delegation order by hand at the Company registered office (Campus Palmas Altas, calle Energía Solar no. 1, 41014 Seville, Spain) shall be considered equivalent to it being sent by post.

B) Notification of the delegation to the representative.

The shareholder granting their representation by electronic means or by mail is bound to notify the representative appointed of the representation granted.

When the representation is granted to Abengoa, to any Director and/or the Secretary to the Board of Directors, or to the Insolvency Administrator to the Company, the notification shall be understood to be performed and accepted by Abengoa receiving the electronic delegation or the physical card duly filled in or signed.

The person on whom the vote is delegated may only exercise it by attending the General Meeting personally, by telematic means (and not by means of remote communication).

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On the day the General Meeting is held, the appointed representatives must register and identify themselves through the telematic platform for access to the General Meeting, in the manner indicated below in section 4. In the case of delegation made by legal person shareholders, a copy of the document proving sufficient powers of representation held by the person signing the delegation may be requested; moreover, in the case of a legal person representing one or several shareholders, the document proving sufficient powers of representation held by the natural person attending may be requested.

2. Voting by remote means.

The valid remote means to cast votes remotely are as follows:

- a) Electronic media: In order to cast a remote vote by electronic means, the shareholders must do so through the Abengoa web page (www.abengoa.es). Shareholders who wish to use this voting mechanism must previously hold a Valid Electronic Signature. Once the shareholder holds the relevant Valid Electronic Signature, they may use the "*General Meeting*" space on the Abengoa web (www.abengoa.es), through the form "*Electronic vote*", to cast their remote vote in relation to the points on the agenda of the General Meeting. The electronic vote document shall have the status of an electronic format copy of the attendance card for the purposes foreseen in Article 30 of the Articles of Association.
- b) By mail: In order to cast the remote vote by mail, the shareholders must fill in and sign the "*Remote Vote*" section on (i) the delegation and vote section of the attendance card issued by paper by the relevant entity participating in IBERCLEAR, or (ii) the postal voting card that may be downloaded from the Abengoa web page (www.abengoa.es) and printed on paper, filling it in and signing it, along with the share ownership certificate. Once the card is filled in and signed in writing, the shareholder must send it to the Company registered office (Campus Palmas Altas, calle Energía Solar no. 1, 41014 Seville, Spain), addressed to the General Secretariat, by mail or by equivalent courier service; if the document sent is the form provided by Abengoa, the certificate proving ownership of the shares must also be sent. In the case of legal persons, a copy must also be attached of the document proving sufficient powers of representation held by the person signing. Delivery of the vote by hand at the company registered office (Campus Palmas Altas, calle Energía Solar no. 1, 41014 Seville, Spain), shall be considered equivalent to it being sent by mail.

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3. Basic rules on remote voting and delegation.

- A) Term for receipt by Abengoa: For validity and pursuant to the terms foreseen in the Articles of Association and the Regulations of the General Meeting, it is resolved that both the delegations as well as votes by remote means of communication (regardless of the means used) must be received by Abengoa before 23:59 hours on 29th or 30th September 2021, according to whether the General Meeting of Shareholders is held at first or second calling, respectively.

Computer applications to exercise voting and delegation by electronic means shall be in operation as of 30th August 2021 and shall close at 23:59 hours on 29th or 30th September 2021, according to whether the General Meeting of Shareholders is held at first or second calling, respectively.

B) Rules of prelation between delegation, remote and telematic voting at the General Meeting:

- a) Personal assistance at the General Meeting by the shareholder or their representative shall have the value of revocation of the vote made by remote means of communication.
- b) The vote cast by remote means of communication may be left without effect due to specific subsequent revocation performed by the same means as used to issue it, and within the term established for this.
- c) In the event of a shareholder validly performing delegations or votes, electronically on one hand, and by printed paper card on another, the latter shall prevail over the former, regardless of the respective dates. In the event of a shareholder having validly made various delegations or votes by printed card on paper, the last delegation or vote received by Abengoa within the term established shall prevail.
- d) Voting by means of remote communication, whatever the means used to issue such, shall make any prior electronic or written delegation void, it being considered revoked, as well as subsequent ones, that shall be considered not to have been cast.

- C) Extension of the delegation and voting instructions: Delegation of the representation shall cover all the points on the agenda, as well as, except for specific indication to the contrary, the points that may eventually be raised at the actual General Meeting, as this is allowed by the applicable regulations. Voting delegations shall state how the

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representative must vote. In the case of absence of precise voting instructions, the delegation shall be understood to contain the instruction to vote in favour of the proposals by the Insolvency Administrator of the Company and to abstain in proposals not made by the Insolvency Administrator. In the case of instructions having been issued by the shareholder represented, the representative shall cast the vote according to these.

D) Receivers of representation delegation: Delegations of representation made simply in favour of Abengoa, or those that do not indicate the person the delegation befalls, shall be understood to be made in favour of the Chairman of the Board of Directors, pursuant to the terms set forth in Article 31 of the Articles of Association.

E) Other provisions:

a) In the case of electronic means being used, only one electronic action, delegation or vote may be admitted, and one revocation. The revocation annuls the delegation or vote issued, but does not allow a further delegation or new vote by electronic means due to that possibility having been exhausted with the first vote or delegation.

b) Disposal of the shares whose ownership grants the right to vote that becomes known to Abengoa shall make the vote and delegation granted void.

c) Custody of the Valid Electronic Signature to use the electronic delegation and voting service is the exclusive responsibility of the shareholder.

d) Abengoa shall provide the shareholders the forms that must be used to delegate representation and remote voting on its web page (www.abengoa.es).

e) Shareholders entitled to attend who issue their remote vote as foreseen in this paragraph shall be considered to be present for the purposes of constituting the General Meeting.

4. Telematic attendance at the Meeting

Without prejudice to the terms established in the preceding paragraphs, shareholders with the right to attend the General Meeting pursuant to the foregoing may only attend it telematically using the telematic means stated below.

A. Prior registration:

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Shareholders who wish to attend the Meeting telematically must previously register in the space provided for the General Meeting through the Abengoa web page (www.abengoa.com), from 30th August 2021 to 23:59 hours on 29th or 30th September 2021, according to whether the General Meeting of Shareholders is held at first or second calling, respectively, without prejudice to the terms stated here below for shareholders' representatives. After the time stated, no prior registration shall be admitted to exercise the right to telematic attendance.

Such prior registration shall be carried out using an advanced or recognised electronic signature, under the terms foreseen in Act 59/2003, of 19th December, on Electronic Signatures, based on a recognised electronic certificate with regard to which there is no record of its revocation, and that may be (i) a User Electronic Certificate issued by the Spanish Public Certification Entity (CERES) assigned to the National Stamp Factory and Royal Mint (FNMT-RCM) or (ii) a recognised electronic certificate that is included in the Electronic National Identity Card issued pursuant to Royal Decree 1553/2005, of 23rd December, that regulates issue of the National Identity Card and its electronic signature certificates.

If the person attending by telematic means has granted delegations, in order to be able to exercise the rights inherent to such shares, they must notify the Company within 24 hours prior to the General Meeting being held, that is, before the 29th or 30th of September 2021 at 12:00 hours, according to whether the General Meeting of Shareholders is held at first or second calling, respectively, by sending an electronic mail to the address ir@abengoa.com, or by mail (Campus Palmas Altas, calle Energía Solar no. 1, 41014 Seville, Spain), identifying themselves by sending a copy of the representative's National Identity Card, Tax Identification Number or passport, in order to be able to prove their identity, in addition to the remote delegation and voting cards for representation, duly filled in, and stating that they accept representation by those delegates. That prior registration of the representatives who are to attend remotely must be performed in the manner and within the term stated in this paragraph.

B. Connection and Attendance:

The shareholders (or their representatives) previously registered according to the preceding paragraph must log in through the telematic attendance platform, that shall be available on the corporate web page, between 09:00 hours and 11:45 hours on the day the General Meeting is held, that is 30th September or 1st October 2021, according to whether the Meeting is held at first or second calling, and identify themselves by an advanced electronic

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or recognised signature, under the terms foreseen in the preceding section. Registration of attendees outside that time frame shall not be allowed.

In the event of an insufficient quorum to hold the General Meeting at first calling being recorded on 30th September 2021, the Company shall report that circumstance on the Telematic Attendance platform. In that case, the telematic attendees who have logged on to the first calling must log on again to attend the Meeting telematically at second calling.

Shareholders who perform the prior registration and who do not subsequently log on to the meeting shall not be considered to have attended.

C. Interventions

Shareholders (or their representatives) who, having attended telematically, wish to intervene and, if appropriate, formulate proposals under the terms legally foreseen, or exercise their right to information under the terms described in section I above, may do so in writing and, in all cases, in the manner, under the terms and conditions established on the Telematic Attendance platform, from when they log on and until 11:45 hours, by filling in the relevant form in which they must also state whether they want their intervention to be recorded literally in the minutes. The interventions and requests for information or clarifications shall be provided by the Chairman or, if appropriate, as indicated by him, by the Chairman of the Audit Committee, the Secretary, a director or, if convenient, by any employee or expert in the matter.

D. Voting:

The shareholders (or their representatives) who attend the General Meeting telematically, may issue their vote on the proposals regarding points on the Agenda, from logging on to the Telematic Attendance platform, until all the points on the agenda have been read.

The shareholder (or their representative) must state how to vote on each one of the points included in the Agenda. If instructions are not given for any of the points on the Agenda, the vote shall be understood to be cast in favour of the proposals made by the Insolvency Administrator and abstention for the rest.

With regard to the proposals of resolutions on matters that, by legal order, are not required to be recorded on the Agenda, those attending by telematic means may issue their votes as of the moment when said proposals are read, in order to proceed to vote, and until the

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Chairman of the Meeting announces commencement of the voting period.

The procedure foreseen in the Articles of Association and Regulations of the General Meeting of Shareholders shall be applied to voting on the proposals.

5. Technical incidents

The Company reserves the right to amend, suspend, cancel or restrict the voting and electronic delegation mechanisms, as well as telematic attendance of the Meeting, when there are technical or security reasons that require or impose such. The Company shall not be held responsible for damage that may be caused to the shareholder arising from failures, surges, power outages, connection failures, or any other circumstance of an equal or similar nature, beyond the will of the Company, that prevent use of the mechanisms described herein for delegation and remote voting or telematic attendance.

6. Additional information

Shareholders may find further information on delegation of representation and voting by remote means of communication or telematic attendance at the General Meeting on the Abengoa web page, (www.abengoa.es), from the electronic mail address ir@abengoa.com and by telephone on the Shareholders' Office Line: 954 93 71 11.

7. On the insolvency proceedings of Abengoa, S.A. and the suspension regime applicable to the powers of administration and disposal of its assets.

For the purposes of information, it is hereby recorded that ordinary, voluntary creditors' proceedings for insolvency by Abengoa were declared by means of the Court Order dated 26th February 2021, handed down by Section Three of the Court of Mercantile Instance of Seville.

In the Order dated 6th July 2021, the Court, being aware of the insolvency proceedings, resolved to change the intervention to a regime suspending the Company's powers of administration and disposal.

III. Shareholders' Electronic Forum

Abengoa has enabled a Shareholders' Electronic Forum on its web page (www.abengoa.com/shareholders and corporate governance/), for the legally established

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purpose of facilitating communication between its shareholders due to the General Meeting being held, which may be accessed both by individual shareholders as well as duly authorised shareholders' associations, by following the instructions the Company has published on its web page (www.abengoa.com/Shareholders and [Corporate Governance/General Meetings](http://www.abengoa.com/Corporate%20Governance/General%20Meetings) and [shareholders' forum](http://www.abengoa.com/Shareholders%20Forum)) for the calling.

In order to access and use the Forum, the shareholders must have a password that they may obtain through the web page (www.abengoa.com/Shareholders and [Corporate Governance/General Meetings](http://www.abengoa.com/Corporate%20Governance/General%20Meetings) and [shareholders' forum](http://www.abengoa.com/Shareholders%20Forum)), following the instructions provided for that purpose in the space "General Meetings and Shareholders' Electronic Forum".

IV. General information

For aspects related to the General Meeting that are not contained in this announcement, the shareholders may consult the Regulations of the General Meeting that are available to them on the Company web page (www.abengoa.com/Shareholders and [Corporate Governance/Structure](http://www.abengoa.com/Corporate%20Governance/Structure) of the governing bodies/Internal regulations).

Moreover, to obtain further information, the shareholders may address the Company using the form available on the web page (www.abengoa.com/Shareholders and [Corporate Governance/Shareholders' office](http://www.abengoa.com/Corporate%20Governance/Shareholders%20Office)) in the Shareholders' Office section.

V. Intervention by Notary Public

Pursuant to the resolution issued by the Business Registrar of Seville on 24th June 2021, approving calling of the General Meeting performed pursuant to the juridical regime established in Article 170 of the Capital Companies Act, the acting Secretary to the General Meeting shall be the Notary Public who is appointed for that purpose by the Business Registry, from among those in the Seville district, who must record the minutes of the General Meeting of Shareholders.

VI. Personal data processing

The personal data that the shareholders send the Company, or that are provided by banking entities and companies, and stock agencies, where the shareholders have deposited their shares, through the entity legally authorised to keep the records of annotations to account, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR)

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within the setting of the General Meeting, including the necessary data to exercise or delegate their rights of attendance; information; participation in the Shareholders' Electronic Forum, shall be processed according to the following:

Data Controller: Abengoa S.A., with registered office at Calle Energía Solar 1, 41014 Seville.

Purpose: To manage proceedings, compliance and control of the existing shareholding relationship with regard to the calling and holding the General Meeting.

Authority: The data shall be processed to comply with the legal obligations attributed to the Company.

Receivers:

- The entity legally authorised to keep the record of annotations to account, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).
- Public Administrations, in the cases foreseen by Law.
- Registries and Public Recorders, in the cases foreseen by Law.

The data subject may exercise the rights of access, correction, suppression, opposition, limitation of processing and data portability, under the terms established for that purpose in the laws in force, by sending an electronic mail to the mailbox lopd@abengoa.com.

The General Meeting shall most probably be held **at second calling, on 1st October 2021**, at 12:00 hours.

The Shareholders are reminded that, as has been indicated, the General Meeting shall be held **exclusively by telematic means** so they may not attend in person.

Seville, 27th August 2021

The Insolvency Administrator to the Company

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Ernst & Young Abogados, S.L.P.

p.p. Guillermo Ramos González