

## **Extraordinary General Shareholders' Meeting**

Abengoa S.A.

### **Celebration by telematic means**

Given the sanitary situation of the country as a consequence of the COVID-19 crisis and in accordance with paragraph (a) of article 3.1 Royal Decree-Law 34/2020, of 17 November, on urgent measures to support business solvency and the energy sector, and on tax matters (the "**RDL 34/2020**"), in order to preserve the health of the people involved in the preparation and celebration of the General Shareholders Meeting and, at the same time, guarantee equal treatment to all shareholders and the ability to exercise their rights, the Company's Board of Directors has unanimously resolved to enable shareholders who so wish to attend the General Meeting by telematic means, all in accordance with the terms set out in the notice of the corresponding call.

Likewise, in order to safeguard general interests and the health of persons, the Board of Directors has recommended to the shareholders to exercise their voting and proxy rights prior to the Extraordinary General Meeting by remote means of communication or to attend the Extraordinary General Meeting by telematic means, in the terms set out in the notice of the corresponding call, thus avoiding, as far as possible, physical attendance at the place where the General Meeting is to be held.

### **Right to Attend the Meeting and to Proxy Representation**

Pursuant to article 30 of the By-laws of Abengoa, all shareholders holding at least three hundred and seventy-five (375) shares, whether Class A or Class B, that are registered in the relevant book entry registry at least five days before the day on which the General Shareholders' Meeting is to be held, shall have the right to attend the General Shareholders' Meeting with the right to be heard and to vote.

As it can be expected that the Meeting will be held on second call, for purposes of the provisions of Section 517 of the Capital Companies Act, it is hereby stated for the record that the shareholders must have the shares registered in their name no later than 26 February 2021.

The Company or, if applicable, the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) in charge of the book entry registry shall provide to each shareholder with the right to attend who so requests a personal card to evidence their condition as shareholder with the right to attend, which shall state the number of shares held by the shareholder as well as the class thereof. Requests may be sent through the Company's website ([www.abengoa.com/web/en/accionistas\\_y\\_gobierno\\_corporativo/juntas\\_generales](http://www.abengoa.com/web/en/accionistas_y_gobierno_corporativo/juntas_generales) and foro de accionistas). The holders of a lower number of shares than the minimum required to attend the meeting may group together to obtain at least such number and request a corresponding group card.

For the purpose of accrediting the identity of the shareholders, or of anyone validly representing them, at the entrance to the premises where the General Meeting is held, those attending may be asked to present their attendance card, the documents accrediting the status of the representative, and the National Identity Document or any other official document generally accepted for these purposes. Likewise, shareholders, or those who validly represent them, who attend the General Meeting telematically shall be identified, in accordance with the procedure established in the section on telematic attendance.

Any shareholder entitled to attend may be represented at the General Meeting by any person.

Pursuant to the provisions of articles 30 and 31 of the By-laws and 9 and 10 of the Regulations of the General Shareholders' Meeting, prior to the General Shareholders' Meeting, shareholders having the right to attend may (i) grant a proxy, (ii) exercise their voting rights through remote means of communication or (iii) as already indicated, in accordance with paragraph (a) of article 3.1 of RDL 34/2020, attend through telematic means as provided under articles 182, 189 and 521 of the Companies Act. In reliance on the aforementioned provisions, the Board of Directors has further developed the rules established therein, resolving that they will apply with respect to the General Shareholders' Meeting referred to in this call, as indicated below.

The requirements and rules for online attendance are regulated in section 4 below.

#### 1. Proxy-granting by remote means of communication

##### *A) Remote means of communication.*

The remote means of communication that are valid to grant proxy representation are the following:

- a) Electronic means: To grant their proxy by electronic means, shareholders must do so through Abengoa's website ([www.abengoa.es](http://www.abengoa.es)) as of February 2nd at 9:00 am.

Given that the mechanism to grant a proxy by electronic means must have proper assurances of the authenticity and identity of the party granting the proxy, shareholders desiring to use this proxy mechanism must have previously obtained an advanced or recognized electronic signature upon the terms set forth in Law 59/2003, of December 19, on Electronic Signatures, based on a recognized electronic certificate with respect to which there is no evidence of revocation and which may be (i) an Electronic User Certificate (*Certificado Electrónico de Usuario*) issued by the *Entidad Pública de Certificación Española* (CERES), which is subordinate to the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda*) (FNMT-RCM), or (ii) a recognized electronic certificate included within an Electronic National Identity Document issued pursuant to Royal Decree 1553/2005, of December 23, regulating the issuance of National Identity Documents and their electronic signature certificates (hereinafter, collectively, a "**Valid Electronic Signature**").

Once a shareholder has their corresponding Valid Electronic Signature, the shareholder may grant a proxy to another person to represent them at the General Shareholders' Meeting, even if such person is not a shareholder, through the "*General Shareholders' Meeting*" section of Abengoa's website ([www.abengoa.es](http://www.abengoa.es)) using the "*Electronic Proxy*" form upon the terms and conditions described therein. For purposes of the provisions of

article 30 of the By-laws, the electronic proxy document shall be deemed to be an electronic copy of the attendance and proxy card.

- b) Postal correspondence: In order to grant a proxy by postal correspondence, shareholders must complete and sign (i) the paper attendance and proxy card issued by the applicable member entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), or (ii) the form provided by Abengoa through the mechanism established for such purpose on its website ([www.abengoa.es](http://www.abengoa.es)) in the “General Shareholders’ Meeting” section, in both cases signing in the section provided by such card for the signature of the person being represented; in the second case (delivery of the form provided by Abengoa), the certificate evidencing ownership of the shares must also be attached. The duly completed and hand-signed card (and the certificate of ownership, if applicable) must be sent to the Company by postal correspondence or an equivalent messenger service to the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain), addressed to the Office of the General Secretary (*Secretaría General*). Personal delivery of the proxy at the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain) shall have the same effect as sending the proxy by postal correspondence.

*B) Notification of the proxy to the proxy representative.*

Shareholders who grant a proxy by electronic means or by postal correspondence undertake to notify the appointed representative of the proxy granted.

If the proxy is given to Abengoa, to a Director and/or to the Secretary of the Board of Directors, such notice shall be deemed given and accepted upon receipt by Abengoa of the electronic proxy or of the duly completed or signed physical card.

The person to whom voting powers are delegated may only exercise such powers by attending the General Shareholders’ Meeting physically or through telematic means (and not by remote means of communication).

On the day of the General Shareholders’ Meeting is held, and from one hour prior to the time announced for the start of the meeting, the appointed proxies must identify themselves by means of their National Identity Document, foreigner's identification card or passport.

Likewise, if attendance is by telematic means, proxy representatives must register and identify themselves through the platform for telematic access to the General Shareholders Meeting, as indicated in section 4 below.

In the case of a proxy granted by a corporate shareholder, a request may be made for a copy of the document showing sufficient representative powers of the person signing the proxy; in addition, if a legal person represents one or more shareholders, a request may be made for a document showing sufficient representative powers of the physical person who appears.

## 2. Voting by remote means of communication

The remote means of communication which are valid for purposes of casting an absentee vote are the following:

- a) Electronic means: To cast an absentee vote by electronic means, shareholders must do so through Abengoa's website ([www.abengoa.es](http://www.abengoa.es)) from 2 February at 9:00 am. Shareholders wishing to use this voting mechanism must have previously obtained a Valid Electronic Signature. Once a shareholder has their corresponding Valid Electronic Signature, the shareholder may cast their absentee vote in connection with the items on the agenda for the General Shareholders' Meeting through the "*General Shareholders' Meeting*" section of Abengoa's website ([www.abengoa.es](http://www.abengoa.es)) using the "*Electronic Voting*" form. For purposes of the provisions of article 30 of the By-laws, the electronic voting document shall be deemed to be an electronic copy of the attendance card.
- b) Postal correspondence: To cast an absentee vote by postal correspondence, shareholders must complete and sign the "*Absentee Voting*" section of (i) the paper attendance, proxy and voting card issued by the relevant member entity of IBERCLEAR or (ii) the postal voting card, which may be downloaded from Abengoa's website ([www.abengoa.es](http://www.abengoa.es)) and printed on paper, completing and signing it together with the share ownership certificate. Once the card has been completed and hand-signed, the shareholder must send it to the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain), addressed to the Office of the General Secretary (*Secretaría General*) by postal correspondence or an equivalent messenger service; if the document sent is the form provided by Abengoa, the certificate showing ownership of the shares must also be sent. In the case of corporate shareholders, a copy of the document evidencing sufficient representative powers of the signing party must be attached. Personal delivery of the vote at the registered address of the Company (Campus Palmas Altas, calle Energía Solar número 1, 41014 Seville, Spain) shall have the same effect as sending it by postal correspondence.

## 3. Basic rules on absentee voting and remote proxy-granting

### A) *Deadline for receipt by Abengoa*

In order to be valid under the provisions of the By-laws and the Regulations of the General Shareholders' Meeting, the Board of Directors has resolved that both proxies and votes cast by remote means of communication (regardless of the method used) must be received by Abengoa prior to 23:59 hours on 2 or 3 March 2021, based on whether the General Shareholders' Meeting is held on first or second call, respectively.

The software applications for casting votes and granting proxies by electronic means shall be operational as from 2 February 2021 and shall shut down at 23:59 hours on 2 or 3 March 2021, depending on whether the General Shareholders' Meeting is held on first or second call, respectively.

*B) Rules of priority among proxies, absentee voting and telematic voting at the General Shareholders' Meeting:*

- a) Personal attendance at the General Shareholders' Meeting by the shareholder or the shareholder's proxy representative shall have the effect of revoking a vote cast by remote means of communication.
- b) A vote cast by remote means of communication may be invalidated by subsequent express revocation effected by the same means as those used to cast the vote, within the deadline established for such purpose.
- c) In the event that a shareholder validly grants a proxy or casts votes electronically, on the one hand, and by means of a printed card, on the other, the latter shall prevail over the former, regardless of the respective dates thereof. If a shareholder validly grants various proxies or casts various votes using a printed card, the last proxy or vote received by Abengoa within the established deadline shall prevail.
- d) A vote by remote means of communication, regardless of the means used to cast it, shall render ineffective any electronic or written proxy, whether granted previously, in which case it shall be deemed revoked, or subsequently, in which case it shall be deemed not to have been granted.

*C) Coverage of proxy and voting instructions*

The proxy shall cover the items on the agenda and, unless otherwise expressly stated, those other items that may arise during the course of the General Shareholders' Meeting as permitted by applicable legal provisions. The proxies shall state the direction in which the proxy representative shall vote. In the absence of specific voting instructions, it shall be deemed that the proxy contains an instruction to vote in favor of the proposals of the Board of Directors and to abstain on proposals not made by the Board of Directors. If instructions have been issued by the shareholder represented by the proxy, the proxy representative shall vote in accordance therewith.

*D) Proxy holders*

Proxies made out simply in favor of Abengoa, or that do not state the person to whom they are given, shall be deemed to have been given to the Chairman of the General Shareholders' Meeting.

In cases of proxies (whether expressly or implicitly given) in favor of the Chairman of the General Shareholders' Meeting, as well as in cases of direct grant to a director, whenever the proxy representative is faced with a potential conflict of interest and unless there are specific voting instructions or instructions to the contrary by the shareholder being represented, the proxy shall be deemed to have been granted, for the specific item in question, to the Secretary of the Board of Directors, who in such cases shall vote in accordance with the guidelines set forth in letter C) above.

For such purposes, as well as for the purposes provided in applicable legal provisions, it is reported that (i) the directors whose reproof and /or dismissal is proposed may have a conflict of interest with respect to such items, and (ii) if one or more of the proposals referred to in section 526.1 b) and c) of the Capital Companies Act are submitted at the General Shareholders'

Meeting because it is so permitted by applicable legal provisions, the directors affected by such proposals would have a conflict of interest in voting thereon.

E) *Other provisions*

- a) In the event that electronic means are used, only one electronic act, proxy or vote, and one revocation, are permissible. A revocation cancels a proxy granted or vote cast, but does not permit granting a new proxy or casting a new vote by electronic means, as this possibility is extinguished with the first vote or proxy.
- b) A transfer of voting shares of which Abengoa becomes aware shall invalidate the vote cast and any proxy granted.
- c) Shareholders shall be solely responsible for safeguarding the Valid Electronic Signature for using the electronic proxy-granting and voting service.
- d) Abengoa shall make available to the shareholders on its website ([www.abengoa.es](http://www.abengoa.es)) the forms that they must use for proxy-granting and absentee voting.
- e) Shareholders with the right to attend who cast their absentee vote in accordance with the provisions of this section shall be deemed to be present for purposes of establishing a quorum for the General Shareholders' Meeting.

4. Telematic attendance

Without prejudice to the foregoing, shareholder with right to attend the General Shareholders Meeting as stated before will be able to attend the General Shareholders through telematic means as stated below.

A) *Register*

Shareholders who wish to attend the meeting through telematic means will have to register themselves in advance in the space indicated for such purposes in the web page of Abengoa ([www.abengoa.com](http://www.abengoa.com)), from 2 February 2021 until 23:59 hours on 2 or 3 March 2021, depending on whether the Shareholders' Meeting is held at first or second call, without prejudice of what is indicated below with respect to representatives. After the time indicated no register will be admitted to exercise the right to attend the Shareholders' Meeting.

The indicated register will be done through an advanced or recognized electronic signature upon the terms set forth in Law 59/2003, of December 19, on Electronic Signatures, based on a recognized electronic certificate with respect to which there is no evidence of revocation and which may be (i) an Electronic User Certificate (Certificado Electrónico de Usuario) issued by the Entidad Pública de Certificación Española (CERES), which is subordinate to the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda*) (FNMT-RCM), or (ii) a recognized electronic certificate included within an Electronic National Identity Document issued pursuant to Royal Decree 1553/2005, of December 23, regulating the issuance of National Identity Documents and their electronic signature certificates.

If the telematic attendee had delegations in its favor, in order to be able to exercise the rights attached to those shares, it must communicate those delegations to the Company before the 24 hours immediately preceding the celebration of the Shareholders' Meeting, that is, before 2 or 3

March 2021 at 12:00 hours, depending on whether the Shareholders' Meeting is held at first or second call, by sending an email to [ir@abengoa.com](mailto:ir@abengoa.com), or through postal correspondence (Campus Palmas Altas, calle Energía Solar número 1, 41014 Sevilla, España), identifying himself with a copy of the identity card or passport of the relevant representative, as well as a copy of the delegation and voting cards he or she will be representing at the meeting duly fulfilled and indicating that he or she accepts the delegations. The advanced register of representatives that will attend through telematic means shall be done as indicated above.

#### *B) Connection and Attendance*

Shareholders (or its representatives) registered in advance in accordance with the procedures stated above, must connect to the meeting through the platform of telematic attendance, which will be available in the Company's web page between 09.00 am and until 11.45 am of the day of celebration of the meeting, that is 3 or 4 March 2021, depending on whether the meeting is held at first or second call and identify themselves through an advanced electronic signature as stated above. Attendees out of that timeframe will not be admitted.

In case that on 3 March 2021 there is not enough quorum to celebrate the meeting at first call, the Company will inform of this circumstance in the platform of telematic attendance. In that case, telematic attendees that had connected to attend the meeting at first call will have to reconnect to attend at second call.

Shareholders who register themselves in advance and then do not connect to attend the meeting will not be considered as attendees to the meeting.

#### *C) Interventions*

Shareholders (or representatives) assisting the meeting who want to intervene and, as the case may be, exercise their right of information in the terms described above, will be able to do it in writing and in any case in the terms and conditions stated in the platform for telematic attendance from the time they connect to the same until 11:45 am by completing the corresponding file where they would be required to indicate as well whether they want their intervention to be literally transcribed in the minutes of the General Shareholders Meeting.

Interventions and requests for information or clarifications will be answered in accordance with applicable law.

#### *D) Voting*

Shareholders (or their representatives) attending the General Shareholders Meeting through telematic means will be able to cast their votes on the proposals regarding items included in the Agenda since their connection to the platform until all items in the agenda have been read.

Shareholders (or their representatives) will have to indicate their vote for each item in the Agenda. If, in connection with any such items it does not indicate the sense of the vote it will be understood that he or she is voting in favour of the proposals of the Board of Directors and abstention with respect to the other proposals. With respect to proposals regarding items which, according to applicable law, do not need to be included in the agenda, attending shareholders (or representatives) will be able to cast their votes from the time those proposals are read until the Chairman or the Secretary announce the end of the voting period for such proposals.

The procedure foreseen in the by-laws and the Rules of the Shareholders Meetings will be applied to the voting process.

5. Technical incidents:

Abengoa reserves the right to modify or restrict the electronic voting and proxy-granting mechanisms as well as telematic attendance when required or imposed by technical or security reasons. Abengoa shall not be liable for any damage that shareholders may sustain as a result of failures, overloads, falling lines, failed connections, poor operation of the postal service or any other events of the same or a similar nature that are beyond Abengoa's control and that prevent the use of the mechanisms for remote voting and proxy-granting or telematic attendance.

6. Additional Information

For further information on proxy-granting and voting through remote means of communication as well as telematic assistance, shareholders may go to Abengoa's website ([www.abengoa.es](http://www.abengoa.es)), write to the e-mail address [ir@abengoa.com](mailto:ir@abengoa.com), or call the Shareholder Service Line 954 93 71 11.