**C.2.2 Complete the following table with information regarding the number of female directors comprising the committees of the board of directors for the last four financial years:**

| | Number of female directors | | | |
|---|---|---|---|---|
| | Financial year 2017 Number % | Financial year 2016 Number % | Financial year 2015 Number % | Financial year 2014 Number % |
| Executive committee | Not applicable | Not applicable | Not applicable | Not applicable |
| Audit committee | 0 (0) | 0 (0) | 2 (50) | 2 (66.66) |
| Appointments and remuneration committee | 1 (33.33) | 1 (33.33) | 2 (50) | 2 (66.66) |
| Appointments committee | Not applicable | Not applicable | Not applicable | Not applicable |
| Remunerations committee | Not applicable | Not applicable | Not applicable | Not applicable |

**C.2.3 Section deleted.**

**C.2.4 Section deleted.**

**C.2.5 State, if applicable, the existence of regulations of the board committees, where such regulations may be consulted, and the amendments made during the financial year. Also state if any annual report of the activities performed by each committee has been voluntarily prepared.**

Both the audit committee and appointments and remunerations committee have their own internal operating regulations available on the Company's website.

Such regulations were not modified during the financial year.

These Committees prepare annual reports on activities. The reports on the activities undertaken in 2016 were made available to shareholders together with the call to convene the Ordinary General Meeting of Shareholders held on 30 June 2017. That of the Audit Committee was also made public, forming part of the annual report for the 2016 financial year.

**C.2.6 Section deleted.**

# D. Related-party transactions and intragroup transactions

## D.1 Explain any procedures for approving related-party and intragroup transactions.

| Procedure to report the approval of related-party transactions |
|---|
| The procedure for approving transactions with related parties is set forth in Articles 44 and 44 bis of the bylaws, and 4 and 27 of the Board of Directors regulations.<br>Before the Board of Directors takes the relevant decisions, the audit committee must inform said Board of the transactions with related parties.<br>Upon prior receipt of the Audit Committee report, the Board of Directors is required to approve the transactions carried out between the Company or companies in its group with Directors, or with shareholders, individually or in partnership with others, involving a share legally considered as significant, including shareholders represented on the Company's Board of Directors or the Board of Directors of other companies belonging to the same group or with related parties.<br>The affected board members or those representing or connected to affected shareholders should abstain from the deliberation and voting process of the agreement in question Only transactions that simultaneously meet the following three characteristics shall be exempt from this approval:<br>(i) They are governed by standardized agreements that are applied on across-the board bases to a high number of clients;<br>(ii) they go through at prices or rates generally set by the person supplying the goods or services; and<br>(iii) their amount does not exceed 1 % of the company's annual revenue.<br>Only in duly justified circumstances of urgency may decisions be adopted on previous matters by the delegated bodies or individuals. In this case, they should be ratified in the first Board meeting that is held following the adoption of the decision<br>The Audit Committee shall prepare an annual report on the transactions with related parties, which should be published on the Company's web-page before the Ordinary Shareholders' Meeting is held. |

## D.2 Describe those transactions that are significant due to the amount or subject matter thereof between the company or entities of its group and the company's significant shareholders:

| Name or corporate name of significant shareholder | Name or corporate name of the company or entity of the group | Nature of the relationship | Type of transaction | Amount (thousands of Euros) |
|---|---|---|---|---|
| Banco Santander, S.A. | Abengoa, S.A. | Trading | Financial Consultancy on the sale of the shares in Atlantica Yield | Fees payable for said services are calculated over a percentage of the value of the transaction and its accrual is subject to the divestment in compliance with the conditions set forth in said agreements |

## D.3 Describe those transactions that are significant due to the amount or subject matter thereof between the company or entities of its group and the company's directors or officers:

| Name or corporate name of the directors or executives | Name or corporate name of the related party | Connection | Nature of the transaction | Amount (thousands of Euros) |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |

## D.4 Report the significant transactions made by the company with other entities belonging to the same group, provided they are not eliminated in the preparation of the consolidated accounts and they are not part of the ordinary course of business of the company as to their purpose and conditions.

In any case, report any intragroup transaction with entities established in countries or territories considered to be tax havens:

| Corporate name of entity of group | Brief description of the transaction | Amount (thousands of Euros) |
|---|---|---|
| | | |

## D.5 State the amount of transactions with other related parties.

| Corporate name of entity of group | Brief description of the transaction | Amount (thousands of Euros) |
|---|---|---|
| Atlantica Yield | On 1st November Abengoa signed an agreement with companies belonging to Atlantica Yield, including Atlantica Yield itself, as well as with the Department of Energy of the United States (USA – DOE) - (Omnibus Agreement) which sets forth the responsibilities of Abengoa to the DOE with regards to the construction of a Thermosolar plant in Solana, currently operated by Atlantica Yield. | As a result of the agreement the company registered an impact of €94M in the income of the financial year. |

## D.6 Describe the mechanisms used to detect, determine, and resolve potential conflicts of interest between the company and/or its group, and its directors, officers, or significant shareholders.

In accordance with the provisions of the Board of Directors' Regulations, directors are obliged to inform the board of any situation of potential conflict in advance, and to abstain until the conflict is resolved.

### D.7 Is more than one company of the group listed in Spain?

No

Identify the subsidiary companies that are listed in Spain:

Not Applicable

| Listed subsidiary companies |
|---|
| |

activity and any possible business relationships among them, as well as those between the listed dependent company and the other companies within the group:

Not Applicable

| Describe the possible business relationships between the parent company and the listed subsidiary, and between the subsidiary and the other companies within the group: |
|---|
| See Section H "Other Information of Interest" |

Identify the mechanisms established to resolve possible conflicts of interest between the listed subsidiary and the other companies within the group:

Not Applicable

| Mechanisms for the resolution of possible conflicts of interest |
|---|
| |

# E. Risk control and management systems

### E.1 Explain the scope of the company's Risk Management System, including the system for managing tax risks.

Abengoa's Risk Management System is a global and dynamic system. The scope of action of this system covers the entire organization and its whereabouts on a more permanent basis, and compliance with it is compulsory for all the Company's employees, managers and directors. It works comprehensively and continuously, consolidating this management according to the area, business unit or activity, subsidiaries, geographical areas and support areas at corporate level.

Abengoa's risk management system is designed to mitigate all the risks to which the Company may be exposed as a result of its activities. The structure of Abengoa's risk management is based on three pillars:

- The common management systems specifically designed to mitigate business risks.
- Internal control procedures aimed at mitigating risks derived from the elaboration of the financial report and at improving the reliability of such report, designed in accordance with the SOX Act (Sarbanes-Oxley Act).
- The universal risk model which is the methodology that Abengoa uses to identify, compress and assess the risks that affect the Company. The purpose is to obtain an integral vision of them, designing an efficient system of response that is in line with the business objectives.

These elements form an integrated system that allows for appropriate management of the risks and their mitigating controls at all the levels of the organization.

The internal auditing unit is in charge of ensuring compliance with and the proper functioning of these systems.

### E.2 Identify the decision-making bodies of the company responsible for preparing and implementing the Risk Management System, including the system for managing tax risks.

The determination of the risk control and management policy, including tax risks and the supervision of internal reporting and control systems, is a faculty of the Board of Directors of Abengoa that cannot be delegated, in compliance with the provisions set out in the Corporate Enterprises Act.