

Company No. 08818214

**RESOLUTIONS  
OF**

FRIDAY



A16 \*A5G4FE7M\* 23/09/2016 #79  
COMPANIES HOUSE

**ABENGOA CONCESSIONS INVESTMENTS LIMITED**  
**(the "Company")**

**PASSED ON 6 SEPTEMBER 2016**

At a general meeting of the Company duly convened and held at Heathrow Airport, Terminal 5, Wellington Rd, Hounslow TW6 2GA on 6 September 2016 at 6.15 am/pm, resolutions numbered 1 to 9 below were duly passed as ordinary resolutions and resolutions 10 and 11 were duly passed as special resolutions

**ORDINARY RESOLUTIONS**

- 1 THAT pursuant to the provisions of section 551 of the Companies Act 2006, the directors are generally and unconditionally authorised to exercise all the powers of the Company to allot B Shares provided that
  - 1.1 the maximum amount of such B Shares which may be allotted under this authority (within the meaning of that section) is EUR1, and
  - 1.2 this authority shall, unless it is (prior to expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date hereof, save that the Company may, before such expiry, make an offer or agreement which will or may require B Shares to be allotted after such expiry
- THAT it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to:
- 2 borrow a US\$211 million secured term facility by entering into a facility agreement to be dated on or about 8 September 2016 between, *inter alios*, the Company as borrower, the lenders named therein as original lenders (the "Lenders"), Global Loan Agency Services Limited as facility agent (the "Agent") and calculation agent and GLAS Trust Corporation Limited as security agent (the "Security Agent") (as such agreement may be amended and/or restated from time to time, the "Facility Agreement"),
- 3 following the release of the TCI Margin Loan Security (and specifically, the 14,000,000 shares the Company holds in Atlantica Yield plc presently secured pursuant to the TCI Margin Loan Security), grant first ranking security in respect of a total amount of 16,000,000 shares that it holds in Atlantica Yield plc in favour of the Security Agent (as trustee for the Lenders) as security for the Secured Obligations (as defined in the Facility Agreement) in accordance with the First Ranking Custody Account Security Agreement (as defined in the minutes of the meeting of the Directors held on the date hereof),
- 4 grant first ranking security in respect of a cash collateral account in favour of the Security Agent (as trustee for and on behalf of the Lenders) as security for the Secured Obligations (as defined in the Facility Agreement) in accordance with the First Ranking Security Over Cash Agreement (as defined in the minutes of the meeting of the Directors held on the date hereof),
- 5 prepay, using amounts drawn under the Facility Agreement, the TCI Margin Loan (as defined

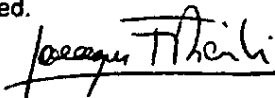
in the Facility Agreement) in an amount equivalent to the "Settlement Sum" (as defined in Clause 2.1 (Settlement Sum) of the Deed of Release) and seek full release of the TCI Margin Loan Security,

- 6 sign the September Facility Consent Letter (as defined in the minutes of the meeting of the Directors held on the date hereof) pursuant to which, among other things, the lenders of the September Facility (as defined in the minutes of the meeting of the Directors held on the date hereof) have agreed to waive any defaults under the September Facility in connection with the Facility Agreement,
- 7 sign the December Facility Consent Letter (as defined in the minutes of the meeting of the Directors held on the date hereof) pursuant to which, among other things, the lenders of the December Facility (as defined in the minutes of the meeting of the Directors held on the date hereof) have agreed to waive any defaults under the December Facility in connection with the Facility Agreement,
- 8 sign the March Facility Consent Letter (as defined in the minutes of the meeting of the Directors held on the date hereof) pursuant to which, among other things, the lenders of the March Facility (as defined in the minutes of the meeting of the Directors held on the date hereof) have agreed to waive any defaults under the March Facility in connection with the Facility Agreement, and
- 9 to receive the Company's annual accounts for the financial year ended 31 December 2015 together with the directors' report and auditor's report on those accounts

#### **SPECIAL RESOLUTION**

- 10 THAT pursuant to the provisions of section 570 of the Companies Act 2006, the directors are empowered to allot B Shares pursuant to the general authority given to them for the purposes of section 551 of that Act by the Ordinary Resolution numbered 1 above as if section 561(1) of that Act did not apply to any such allotment, and the Company may make an offer or agreement which will or may require B Shares to be allotted after the expiry of the power granted by this resolution
- 11 THAT, with effect from the date on which any director of the Company who is duly authorised to do so issues a further B Share, the articles of association of the Company be amended
  - by inserting the words "and the facility agreement between, among others, the Company, Abengoa S A and Global Loan Agency Services Limited (as agent) dated on or about \_\_\_\_\_ September 2016 (the "September 2016 Facility Agreement")" after the words "as agent under the March Facility Agreement" in the definition of "Independent Director", and
  - by inserting the words "and the September 2016 Facility Agreement" after the words "March Facility Agreement" in article 41A.8

Signed.



Director

6 September 2016