

Company No 08818214

THE COMPANIES ACT 2006

THURSDAY



A23 *A649LM7S* #176
13/04/2017
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

ABENGOA CONCESSIONS INVESTMENTS LIMITED

(the "Company")

At a general meeting of the Company duly convened and held at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES on Friday 10 March 2017 at 3pm GMT, the following resolutions were passed, in the case of resolution 1 as an ordinary resolution, and in the case of resolutions 4 and 5 as special resolutions:-

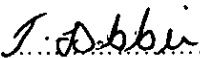
ORDINARY RESOLUTION

1. **THAT** pursuant to an ordinary resolution passed on 10 March 2017 and 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 10 March 2017, 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.

SPECIAL RESOLUTIONS

4. **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.
5. **THAT** with effect from the Restructuring Steps Commencement Date, the articles of association of the Company be amended:
 - o by deleting references to the March 2016 Interim Facility and the September 2016 Interim Facility and including references to the Restructuring Agreement, the NM1/3 Common Terms Agreement and the Finance Documents (as defined in the Restructuring Agreement);
 - o by deleting references to an Independent Director (as defined therein); and
 - o by amending the rights associated with B Shares and broadening (to a limited extent) the proposed resolutions in respect of which the B Shareholder must be notified.

Terms used but not defined shall have the meanings given to them in the minutes of the meeting of the board of directors of the Company dated 10 March 2017.


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Pinsent Masons Secretarial Limited
Company Secretary