

Press release 19 January 2010

## Abengoa, S.A. places a €250 million 7-year unsecured convertible bond issue

Abengoa, S.A. (the "Issuer" or "Abengoa") has placed today, amongst qualified and institutional investors, an issue of Euro-denominated senior unsecured convertible bonds due 2017 (the "Convertible Notes") of €250 million. The base offering size of €200 million was increased to €250 million following exercise of an upside option of €50 million between launch and pricing. The Convertible Notes will be issued at 100 per cent of their principal amount and have a coupon of 4.50% per annum payable semi-annually in equal instalments in arrear. The conversion price has been set at €30.27 per share, representing a premium of 32.5% above the volume weighted average share price of the Issuer's ordinary shares ("the Ordinary Shares") on the Spanish Stock Exchanges between launch and pricing.

The Issuer will use the net proceeds from the sale of the Convertible Notes for general corporate purposes in order to fund the Company's organic growth, strengthen its Balance Sheet and diversify its funding sources.

The Convertible Notes will be convertible into new or existing Ordinary Shares or, at the election of the Issuer, settled (in whole or in part) in cash by reference to a forward looking arithmetic average of the volume weighted average price of the Ordinary Shares.

The closing date of the Convertible Notes is expected to be on or about 3 February 2010 (the "Closing Date"). Abengoa intends to list the Convertible Notes on the Luxembourg Stock Exchange's Euro MTF market on the Closing Date.

The Convertible Notes may be redeemed, at the election of the Noteholders, prior to the maturity date, following a change of control and during a customary change of control period. In addition, Noteholders will be entitled to request that the Issuer redeem their Notes on 3 February 2015. The Convertible Notes cannot be redeemed by the Issuer for the first three years (other than following a change of control and the expiry of the change of control period referred to above, or if less than 15% of the Notes are outstanding), and are redeemable thereafter if the value of the Ordinary Shares underlying a Convertible Note exceeds 130% of the then prevailing conversion price for a specified period of time.

BNP Paribas, CALYON, Natixis and Société Générale Corporate & Investment Banking are acting as Joint Bookrunners and Joint Lead-Managers of the Offering. Banco Santander is acting as Co-Bookrunner.

The Convertible Notes have been offered to investors outside of the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended, and in compliance with the laws and regulations applicable in each country where the Offering takes place.

The Convertible Notes have been offered only to qualified investors within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, in accordance with the respective regulations of each country in which the Convertible Notes are offered.

**Disclaimer**

# ABENGOA

In connection with the issue of the Convertible Notes, the underwriting banks or any of them acting as Stabilising Manager(s) (or persons acting on behalf of any such Stabilising Manager(s)) may over-allot Convertible Notes or effect transactions with a view to supporting the market price of the Convertible Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of the Stabilising Manager(s)) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the final terms of the offer of the Convertible Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Convertible Notes and 60 days after the date of the allotment of the Convertible Notes. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager(s) (or persons(s) acting on behalf of the Stabilising Manager(s)) in accordance with all applicable laws and rules.

This announcement is for general information only and does not form part of any offer to sell, or the solicitation of any offer to buy, securities. The distribution of this announcement and the offer and sale of the securities described in this announcement in certain jurisdictions may be restricted by law. Any persons reading this announcement should inform themselves of and observe any such restrictions.

This announcement is directed only at the following persons in the United Kingdom: investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); and high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order. If you are in the United Kingdom and do not fall into one of the above categories, any investment or investment activity to which this announcement relates is not available to you, and will not be engaged in with you, and you should not act upon, or rely upon, this announcement.

The Convertible Notes being offered and the Ordinary Shares issuable upon conversion of the Convertible Notes have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act") and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful.

For further information please contact:

Abengoa S.A.

Investor Contact:

Juan Carlos Jiménez Lora  
Telephone: +34 954 93 71 11

Media Contact:

Miguel A. Jiménez-Velasco  
Telephone: +34 954 93 71 11

**About Abengoa S.A.**

# ABENGOA

Abengoa is a technology company that applies innovative solutions for sustainability in the infrastructure, environment and energy sectors, aiming to deliver long-term value to its shareholders through a management model characterised by encouragement of entrepreneurship, social responsibility, and transparent and efficient management. It operates in five fast growing and profitable sectors (solar energy, bioenergy, environmental services, information technology and industrial engineering and construction), where it enjoys a leadership position.

Abengoa is a global leader in segments of the renewable energy space such as solar thermal power and bioenergy. It operates more than 3,300 km of power transmission lines and aims to substantially expand this. In waste management, the company expects to consolidate its leadership position in the steel dust and aluminium recycling sector, and further develop its position as one of the largest desalination players.

The Company has combined successfully its long dated engineering and construction capabilities in the energy sector, with a strong commitment to the development of new technologies, to become a global pioneer in solar energy (where it already accounts 45MW in operation and 320MW under construction, operates the first two thermo solar towers in the world, and is building the first two integrated solar combined cycle projects worldwide).

Abengoa is well diversified both from a business and geographic perspective and has achieved a sustained growth in activities and revenues since listed in 1996.

As part of an ongoing strategy aimed at strengthening the Company's balance sheet and diversifying its financing sources, the Company continues to explore alternatives to raise funding through different sources as debt financing, equity raising at a subsidiary level, certain divestments and/or potential partnerships, including in respect of further development of its Brazilian transmission projects and its solar business in Spain.

Abengoa is a public listed company, member of the IBEX 35, with a current market capitalisation of ca. €2.1bn and present in more than 70 countries worldwide where it operates its five business units (Company website: [www.abengoa.com](http://www.abengoa.com))