

Comisión Nacional del Mercado de Valores
C/Edison, 4
28006 – Madrid

Abengoa, S.A., (the “**Company**”) with the aim of complying with article 82 of the Spanish Securities Market Act, hereby notifies the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (“**CNMV**”) of the following

Significant event

(Hecho relevante)

In connection with the noteholders’ meeting (the “**Noteholders’ Meeting**”) of the €250,000,000 4.50 per cent. Senior Unsecured Convertible Notes due 2017 issued by the Company (the “**Issue**” and the “**Notes**”), which was called, among others, by virtue of significant event notice number 230,311 dated 30 October 2015, the Company hereby announces that the Noteholders’ Meeting was held yesterday on second call having said Noteholders’ Meeting approved the resolutions attached as Annex to this significant event notice. The effectiveness of the resolutions is conditional on the registration in the Commercial Registry of Seville of the public deed of amendment of the terms and conditions of the Issue and the entering into of the Deeds of Guarantee.

Additional information

The following contact details have been provided for noteholders to request any information or clarifications regarding this Noteholders’ Meeting:

Tabulation Agent:

Lucid Issuer Services Limited
Att: David Shilson/Victor Parzyjagla
Leroy House
436 Essex Road
London N1 3QP
United Kingdom
E-mail: abengoa@lucid-is.com
Telephone: +44 (0) 20 7704 0880

Seville, 30 November 2015

Annex**Resolutions of the Noteholders' Meeting**

1. Amendment to the Terms and Conditions which will affect the terms of Conditions 3 (*Definitions*) and 14(a) (Syndicate of Noteholders), and insertion of a new Condition 19 (Guarantees).
2. Empower the Commissioner to enter into any documentation which would be deemed needed or necessary to give effect to the resolutions approved by the Noteholders' Meeting.
3. Discharge and exonerate the Company from all liabilities in respect of the convening of the Noteholders' Meeting and the proposals of amendments of the Terms and Conditions of the issue.
4. Acknowledgment that the effectiveness of the resolutions is subject to fulfilment of certain conditions precedent.
5. Approval of the entering into of the Deeds of Guarantee and to the taking of such actions required to give effect to the resolution approved by the Noteholders' Meeting.
6. Discharge and exonerate the Commissioner from all liabilities in respect of the proposals subject to approval and the actions carried out for their implementation under the powers conferred by virtue of the proposal under paragraph (2) above.
7. Approval of the Minutes of the Noteholders' Meeting.