

Abengoa, S.A. (the "**Company**"), with the aim of complying with article 228 of the consolidated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October, hereby notifies the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**") the following

Significant event notice

(Hecho relevante)

The Company has agreed to call the noteholders' meetings (the "**Noteholders' Meetings**") and each a "**Noteholders' Meeting**") in respect of the issues detailed below:

- €500,000,000 8.50 per cent. Notes due 2016 (ISIN: XS0498817542) (all of which remain outstanding); and
- €250,000,000 4.50% Senior Unsecured Convertible Notes due 2017 (ISIN: XS0481758307) (of which €5,600,000 remain outstanding),

(respectively, the "**Issues**" and the "**Notes**"), which will be held at second call at Calle Manuel Pombo Angulo 20, 28050, Madrid, on 28 November 2016, at the times indicated in Annex I for each of the Issues, for which no minimum quorum is required.

The call of each Noteholders' Meeting is made in compliance with the provisions of the Spanish Companies Act (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el Texto Refundido de la Ley de Sociedades de Capital*) (the "Spanish Companies Act"), in accordance with the terms and conditions of the Issues (the "Terms and Conditions") and the syndicate of noteholders' regulations ("**Syndicate of Noteholders' Regulations**") and according to the following agenda:

Agenda

- 1 Amendment to the Terms and Conditions of the Notes in order to modify the governing law and jurisdiction.
- 2 Amendment to the terms of the Deeds of Guarantee and the Global Note in order to modify its governing law and jurisdiction.
- 3 Empower the Commissioner and the Fiscal Agent to enter into any documentation which would be deemed needed or necessary to give effect to the resolutions approved by the Noteholders' Meeting.
- 4 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.

- 5 Approval of the entering into any agreements and to the taking of such actions required to give effect to, and formalise, the resolution approved by the Noteholders' Meeting.
- 6 Discharge and exonerate the Commissioner and the Fiscal Agent 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 (3) above.
- 7 Approval of the remuneration of the Commissioner, and other expenses related to its role as legal representative of the Syndicate of Noteholders and body for liaison between Syndicate of Noteholders and the Company.
- 8 Drafting and approval of the Minutes of the Noteholders' Meeting.

Noteholder information

Noteholders may request a free copy of the Consent Solicitation Memorandum, including details of agenda items at each Noteholders' Meeting and proposals submitted for a vote, to be delivered or sent immediately after notices of the Noteholders' Meetings are published in the BORME (Spanish Commercial Registry Official Gazette). The Consent Solicitation Memorandum is also available to noteholders at the address of the Tabulation Agent and in the Company's registered offices. The corresponding Fiscal Agency Agreement for each of the Issues has also been made available to noteholders purely for information purposes.

Additionally, the proposals subject to approval are available for reference on the Company's website (www.abengoa.es).

Voting and Attendance rights

Noteholders shall be entitled to attend the corresponding Noteholders' Meetings if they hold Notes at least five (5) days before the date the applicable Noteholders' Meeting is held and provide proof of ownership by any of the legally permitted means.

The procedures for noteholders to attend and vote at the Noteholders' Meetings are set out in a consent solicitation memorandum prepared by the Company (the "**Consent Solicitation Memorandum**").

The Company's directors and the Fiscal Agent, as well as the financial and legal advisors to the Company, the Commissioner and Fiscal Agent in the Issues, will also be entitled to attend Noteholders' Meetings.

Noteholders who have joined the Restructuring Agreement are required to participate in the Noteholders' Meetings and to vote in favour of the proposals.

Right to presentation

All noteholders entitled to attend the relevant Noteholders' Meeting may be represented at the meeting by proxy by another person or entity by any of the legally permitted means.

The Consent Solicitation Memorandum details the procedures for noteholders to be represented at the relevant Noteholders' Meeting.

Additional information

The following contact details have been provided for noteholders to request any information or clarifications regarding these Noteholders' Meetings:

Tabulation Agent:
Lucid Issuer Services Limited
Att: Paul Kamminga / Victor Parzyjagla
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
E-mail: abengoa@lucid-is.com
Telephone: +44 (0) 20 7704 0880

Seville, 28 October 2016.

Annex I**Noteholder's Meetings Times**

Issue	Time
€500,000,000 8.50 per cent. Notes due 2016	11:00 CET
€250,000,000 4.50% Senior Unsecured Convertible Notes due 2017	11:30 CET