

Abengoa, S.A. ("**Abengoa**" or the "**Company**"), pursuant to article 228 of the Restated Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October (el Texto Refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre), informs the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) of the following

Material Fact

1. The Extraordinary General Shareholders' Meeting held on second call on 22 November 2016, has approved, among others, the following resolutions:
 - To accept the resignation submitted by all the directors on that same date.
 - To set the number of the members of the Board of Directors at seven (7).
 - At the proposal of the Board of Directors, following a report by the Appointments and Remuneration Committee, based on Spencer Stuart's proposal, in accordance with the terms of the Restructuring Agreement entered into by the Company on 24 September 2016, to appoint Mr. Gonzalo Urquijo Fernández de Aroz as executive director.
 - At the proposal of the Appointments and Remuneration Committee, based on Spencer Stuart's proposal, in accordance with the terms of the Restructuring Agreement entered into by the Company on 24 September 2016, to appoint Mr. Manuel Castro Aladro, Mr. José Luis del Valle Doblado, Mr. José Wahnnon Levy, Mr. Ramón Sotomayor Jáuregui, Mr. Javier Targhetta Roza and Ms. Pilar Cavero Mestre as independent directors.
2. Likewise, the Board of Directors held on that same date after the Extraordinary General Shareholders' Meeting, has approved, among others, the following resolutions:
 - With a previous report from the Appointments and Remuneration Committee, to appoint Mr. Gonzalo Urquijo Fernández de Aroz as executive Chairman.
 - To appoint Mr. Manuel Castro Aladro as Lead Independent Director. This appointment was not voted by the executive director.
 - To appoint Ms. Pilar Cavero Mestre, Mr. Javier Targhetta Roza and Mr. Ramón Sotomayor Jáuregui as members of the Appointments and Remuneration Committee, appointing Ms. Pilar Cavero Mestre as Chairwoman and Mr. Juan Miguel Goenechea Domínguez as Secretary non-member.
 - To appoint Mr. José Wahnnon Levy, Mr. José Wahnnon Levy, Mr. José Luis del Valle Doblado and Mr. Manuel Castro Aladro as members of the Audit Committee, appointing Mr. José Wahnnon Levy as Chairman.

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- To eliminate both the Strategy and Technology Committee and the Investments Committee. The Audit Committee assumes the Investments Committee's functions.
- With a previous report from the Appointments and Remuneration Committee, to appoint Mr. Joaquín Fernández de Piérola Marín as Chief Executive Officer.
- With a previous report from the Appointments and Remuneration Committee, to appoint Mr. Víctor Pastor Fernández as Chief Financial Officer.
- With a previous report from the Appointments and Remuneration Committee, to appoint Mr. David Jiménez-Blanco Carrillo de Albornoz as Chief Restructuring Officer.
- To approve a new corporate structure of the Company, which will be organized around two committees:
 - An Executive Committee comprised of the following members Mr. Gonzalo Urquijo Fernández de Aroz, Mr. Joaquín Fernández de Piérola Marín, Mr. Daniel Alaminos Echarri, Mr. Álvaro Polo Guerrero, Mr. Víctor Pérez Fernández and Mr. David Jiménez-Blanco Carrillo de Albornoz.
 - A Management Committee, whose members will be subsequently appointed.
- With a previous report from the Appointments and Remuneration Committee, to appoint Ms. Mercedes Domecq Palomares as Vicesecretary of the Board of Directors.

3. As a result, the Board of Directors and its committees will be comprised as follows:

Board of Directors

Chairman	Mr. Gonzalo Urquijo Fernández de Aroz	Executive
Lead Independent Director	Mr. Manuel Castro Aladro	Independent
Members		
	Mr. José Luis del Valle Doblado	Independent
	Mr. José Wahnnon Levy	Independent
	Mr. Ramón Sotomayor Jaúregui	Independent
	Ms. Pilar Cavero Mestre	Independent
	Mr. Javier Targhetta Roza	Independent
Secretary non-member	Mr. Daniel Alaminos Echarri	

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Vicesecretary non-member Ms. Mercedes Domecq Palomares

Audit Committee

Chairman Mr. José Wahnnon Levy

Members Mr. José Luis del Valle Doblado

Mr. Manuel Castro Aladro

Secretary non-member Mr. Daniel Alaminos Echarri

Appointments and Remuneration Committee

Chairman Ms. Pilar Cavero Mestre

Members Mr. Javier Targhetta Roza

Mr. Ramón Sotomayor Jáuregui

Secretary non-member Mr. Juan Miguel Goenechea Domínguez

4. Likewise, the Board of Directors, in that same meeting, has been informed about the current status of the implementation of the restructuring agreement and has expressed its recognition to the outgoing board of directors for the work undertaken regarding the restructuring so far.

Seville, November 22, 2016.