

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' meeting (the "**Noteholders' Meeting**") in respect of the €500,000,000 8.50% Notes due 2016 (ISIN: XS0498817542 and Common Code 49881754) (respectively, the "**Issue**" or the "**Bonds**") (of which all remain outstanding) which will be held at first call at Paseo de la Castellana 43, 28046, Madrid, on 28 March 2016, at 10:00 a.m. (Central European time). In the event that the Noteholder's Meeting could not be validly adjourned at first call due to the fact that the required quorum is not met, the Company foresees to convene at second call of the Noteholders' Meeting.

The call of the 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 Issue (the "**Conditions**") and the syndicate of noteholders' regulations (the "**Regulations**") and according to the agenda attached as **Annex** to this significant event notice.

### **Noteholder information**

Noteholders may request a free copy of the Consent Solicitation Memorandum, including details of agenda items at the Noteholders' Meeting and proposals submitted for a vote, to be delivered or sent immediately after notice of the Noteholders' Meeting is 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 Fiscal Agency Agreement for the Issue 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](http://www.abengoa.es)).

## **Voting and attendance rights**

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

The Consent Solicitation Memorandum sets out the procedures for noteholders to attend and vote at the Noteholders' Meeting.

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 Issue, will also be entitled to attend the Noteholders' Meeting.

## **Right to representation**

All noteholders entitled to attend the 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 Noteholders' Meeting.

## **Additional information**

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

### **Tabulation Agent**

Lucid Issuer Services Limited  
Att: David Shilson/Victor Parzyjagla  
Tankerton Works  
12 Argyle Walk  
Londres WC1H 8HA  
Reino Unido United Kingdom  
E-mail: [abengoa@lucid-is.com](mailto:abengoa@lucid-is.com)  
Telephone: +44 (0) 20 7704 0880

Seville, 25 February 2016

## **Annex**

### **Agenda for the Noteholders' Meeting**

1. Amendment to the Conditions which will affect the terms of Conditions 5 (Definitions) and 6(a) (Interest Rate).
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 Conditions of the issue.
4. Approval of the entering into any agreements and to the taking of such actions required to give effect to, and formalize, the resolution approved by the Noteholders' Meeting.
5. 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.
6. 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 the syndicate of noteholders and the Company.
7. Drafting and approval of the Minutes of the Noteholders' Meeting.