

Abengoa, S.A. (“**Abengoa**” or the “**Company**”), in compliance with article 226 of the recast text of the Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October, and with article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) hereby informs the Spanish Securities Market Regulator about the following:

Regulatory Announcement

In connection with the noteholders’ meeting (the “**Meeting**”) of the “Abengoa Abenewco 2, S.A.U EUR 492,655,901.00 Guaranteed Notes due 2022 (Reg S ISIN: XS1584122334 / Rule 144A ISIN: XS1584122508); and the USD 424,045,898.00 Guaranteed Notes due 2022 (Reg S ISIN: XS1584122920 / Rule 144A ISIN: XS1584123142)” (the “**Notes**”), which was called, among others, by virtue of a Significant Event notice number 275043 dated 22 February 2019, the Company hereby announces that the Meeting has been held today having said Meeting approved the resolutions attached as Annex to this Significant Event. The tabulation agent will proceed to accede to an amendment and restructuring implementation deed entered into on 11 March 2019, between the Company, certain companies of the Group and certain of its main financial creditors (the “**Restructuring Agreement**”) on behalf of all the Noteholders pursuant to the terms of the Amendment and Restructuring Proposal.

ADDITIONAL INFORMATION

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

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
Teléfono: +44 (0) 20 7704 0880

In Seville, 26 March 2019

ANNEX RESOLUTIONS OF THE MEETING

1. Agree to:
 - a. amending the terms and conditions of the Senior OM Common Terms Agreement and the Notes as contemplated in the Restructuring Agreement in order to:
 - i. substitute the Issuer as debtor under the Notes for Abengoa Abenewco 2 Bis, S.A.U. ("**Abenewco 2 Bis**"), remaining the Issuer as guarantor;
 - ii. amend the redemption provisions of the Notes so that they can only be redeemed by delivery of other debt securities (including, without limitation, convertible or exchangeable notes);
 - b. amending the terms and conditions of the Group Intercreditor Agreement as contemplated in the Restructuring Agreement;
 - c. declaring the Notes immediately due and payable for the purposes of the issuance by Abenewco 2 Bis (which will be a wholly owned subsidiary of the Issuer and own 100 per cent. of the issued share capital of Abengoa Abenewco 1, S.A.U.) of notes convertible into ordinary shares representing up to 100 per cent. of the issued share capital of Abenewco 2 Bis or Abenewco 1 (subject to dilution by the Abenewco 1 Mandatory Convertible Notes and any management incentive plan to be agreed by Abenewco 1 pursuant to the terms of the Restructuring Agreement) by means of offset of the credit rights (compensación de créditos) derived from the Notes;
 - d. as applicable, receiving the convertible notes issued in accordance with paragraph d. and credit them to the securities account where their Notes are held or instructing the Holding Period Trustee to hold the SOM Convertible Notes until maturity and, sell the SOM Convertible Notes or the shares resulting from conversion in the market and deliver to the Beneficial Owner the proceeds of the sale;
 - e. the rest of the terms of the Restructuring Agreement; and
2. Agree to appoint Tabulation Agent as proxy (through a power of attorney) to enter into on behalf of the Noteholders an accession deed to the Restructuring Agreement, any relevant Restructuring Documents as a private or public document, and appear before a Spanish public notary in order to formalise and raise to public status the Restructuring Agreement, the accession deed thereto and any relevant Restructuring Documents in accordance with the terms and conditions set out therein.
3. Agree to the approval of the Minutes of the Noteholders' Meeting.