

NOTICE IN RESPECT OF THE AMENDMENT AND RESTURCTURING CONSENT REQUEST DATED 6 AUGUST 2020

Abengoa Abenewco 2, S.A.U.
(the “Issuer”)

in respect to holders of its outstanding

EUR 52,771,428.733806 1.5 per cent. senior secured convertible notes due 2024
(Reg S ISIN: XS1978210273 / Rule 144A ISIN: XS1978210430)

USD 30,836,395.074546 1.5 per cent. senior secured convertible notes due 2024
(Reg S ISIN: XS1978210869 / Rule 144A ISIN: XS1978210943)

EUR 806,222,430.266194 1.5 per cent. senior secured convertible notes due 2024
(Reg S ISIN: XS1978209002 / Rule 144A ISIN: XS1978209424)

USD 471,107,073.925454 1.5 per cent. senior secured convertible notes due 2024
(Reg S ISIN: XS1978209853 / Rule 144A ISIN: XS1978209937)

(together, the “Notes”)

11 September 2020

The Issuer distributed a consent request dated 6 August 2020 (the “**Consent Request**”) to the holders of the Notes (including the Beneficial Owners) through Euroclear and Clearstream, Luxembourg on 6 August 2020 for the purposes of considering and, if thought fit, passing the Amendment and Restructuring Proposal.

Pursuant to the terms of the Consent Request, the Issuer hereby notifies the Beneficial Owners that the Amendment and Restructuring Invitation shall be extended as described in this Notice.

EXTENSION OF AMENDMENT AND RESTRUCTURING INVITATION

The Expiration Time shall be extended to 12:00 p.m. (Central European Time) on 22 September 2020.

The Meeting shall be held at 1:00 p.m. (Central European Time) on 23 September 2020.

ADDITIONAL INFORMATION

Capitalised terms used in this Notice but not defined herein have the same meaning ascribed to them in the Consent Request.

Any Electronic Instructions already delivered by a Beneficial Owner will not be affected by this Notice.

Further details about the transaction can be obtained from:

The Tabulation Agent:

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
W: www.lucid-is.com/abengoa
E: abengoa@lucid-is.com
T: +44 20 7704 0880

Copies of the Consent Request are available to Beneficial Owners of the Notes via the Tabulation Agent (free of charge).

Disclaimer

This Notice must be read in conjunction with the Consent Request. The Consent Request contains important information which should be read carefully before any decision is made with respect to the Amendment and Restructuring Invitation. If any Beneficial Owner of the Notes is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant, independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended (if in the United Kingdom) or other appropriately authorised financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Amendment and Restructuring Invitation.

Amendment and Restructuring Invitation and Distribution Restrictions

The Consent Request does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Issuer or any other entity.

The distribution of this announcement and the Consent Request may nonetheless be restricted by law in certain jurisdictions. Persons into whose possession the Consent Request comes are required by the Issuer and the Tabulation Agent to inform themselves about, and to observe, any such restrictions. This announcement and the Consent Request do not constitute a solicitation in any circumstances in which such solicitation is unlawful. None of the Issuer, the Guarantors, the Agents, the Registered Holder and the Tabulation Agent, will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions. Furthermore, none of the Registered Holder or the Agents were involved in any way in the preparation of this Notice, the Consent Request, the Amendment and Restructuring Proposal or the Restructuring Agreement.