

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

**THIS NOTICE DOES NOT CONSTITUTE AN OFFER FOR SALE OF SECURITIES AND IS BEING FORWARDED TO U.S. PERSONS SOLELY IN THEIR CAPACITY AS NOTEHOLDERS (AS DEFINED BELOW) IN CONNECTION WITH THE MEETING (AS DEFINED BELOW). THIS DOES NOT AFFECT THE RIGHT OF NOTEHOLDERS TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING IN ACCORDANCE WITH THE APPLICABLE LEGAL AND CONTRACTUAL PROVISIONS.**

**THIS NOTICE IS MADE TO HOLDERS OF SECURITIES OF A NON-U.S. COMPANY. THE NOTICE IS SUBJECT TO DISCLOSURE REQUIREMENTS OF A NON-U.S. COUNTRY THAT ARE DIFFERENT FROM THOSE OF THE UNITED STATES. IT MAY BE DIFFICULT FOR YOU TO ENFORCE YOUR RIGHTS AND ANY CLAIM YOU MAY HAVE ARISING UNDER THE UNITED STATES FEDERAL SECURITIES LAWS, SINCE THE ISSUER AND SOME OR ALL OF ITS OFFICERS AND DIRECTORS ARE RESIDENTS OF A NON-U.S. COUNTRY. YOU MAY NOT BE ABLE TO SUE A NON-U.S. COMPANY OR ITS OFFICERS OR DIRECTORS IN A NON-U.S. COURT FOR VIOLATIONS OF THE UNITED STATES SECURITIES LAWS. IT MAY BE DIFFICULT TO COMPEL A NON-U.S. COMPANY AND ITS AFFILIATES, OR A FOREIGN SOVEREIGN STATE, TO SUBJECT THEMSELVES TO A UNITED STATES COURT'S JUDGMENT.**

**THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAW OF ANY STATE OR THE JURISDICTION OF THE UNITED STATES.**

**ABENGOA ABENEWCO 2 BIS, S.A.U.**

(the "Issuer")

**EUR 1,148,126,558 1.5 per cent. Senior Secured Convertible Notes Due 2024 and  
USD 562,194,026 1.5 per cent. Senior Secured Convertible Notes Due 2024 (the "Notes")**

**CONSENT REQUEST EXTENSION NOTICE**

By a notice (the "**Notice**") distributed to the holders of the Notes (the "**Noteholders**") through Euroclear and Clearstream, Luxembourg on 17 February 2020, the Issuer convened a meeting of Noteholders to be held on 9 March 2020 at Calle Manuel Pombo Angulo, Madrid, Spain, at 12:00 p.m. (CET) (the "**Meeting**") for the purpose of considering and, if thought fit, passing the Resolutions.

The Issuer hereby gives notice that:

- a) the Expiration Time for the Consent Request is extended to 5 p.m. (CET) on 11 March 2020; and
- b) the Meeting is hereby rescheduled at 12 p.m. (CET) on 17 March 2020. The Resolution and the Proposals remain unamended and as set out in the Notice of Meeting.

The updated indicative timetable incorporating the above changes is set out below. Other than as described herein, the terms of the Consent Request and Notice of Debt Pre-Emption Rights Exercise Period (including the Resolution and the Proposals) remain as set out in the Consent Request and Notice of Debt Pre-Emption Rights Exercise Period prepared by the Issuer. All existing Electronic Instructions that have already been submitted as of the date of this Notice remain so submitted. Noteholders who have already submitted Electronic Instructions need to take no further action as a result of this Notice.

<b>Event</b>	<b>Date</b>	<b>Description of Event</b>
Launch Date	17 February 2020	The Notice of Meeting published on the Issuer's website and the website of the Vienna Stock Exchange and given to Beneficial Owners through the Clearing Systems.  Consent Request and Notice of Debt Pre-Emption Rights Exercise Period, Paying, Transfer and Conversion Agency Agreement and Issuer's bylaws made available to Beneficial Owners via the Tabulation Agent (free of charge).
Record Date	5:00 p.m. (Central European time), 28 February 2020	Record Date in respect of the Notes. Only Direct Participants in the relevant Clearing Systems at this time and date will be entitled to submit an Electronic Instruction.
Expiration Time	5:00 p.m. (Central	Latest time and date for delivery of Electronic

European time), 11 March 2020

Instructions to the Tabulation Agent, subject to the rights of the Issuer to re-open, extend, decline and/or amend the Consent Request and Notice of Debt Pre-Emption Rights Exercise Period pursuant the “Terms of the Consent Solicitation” below.

Latest time and date for the Tabulation Agent (or its nominee) to be appointed by the Registered Holder as proxy to attend the Meeting and to vote in respect of the Resolution or to appoint another proxy to attend and vote at the Meeting in accordance with the provisions of the Regulations, the Paying, Transfer and Conversion Agency Agreement and the Notice of Meeting.

After this date, Electronic Instructions delivered prior to the Expiration Time are irrevocable and votes may be withdrawn or revoked only in the limited circumstances set out herein.

Meeting of the  
Syndicate of  
Noteholders

17 March 2020 at 12:00  
p.m.(Central European  
time)

Time and date of the Meeting.  
Meeting of the Syndicate of Noteholders to  
vote in relation to the Proposals.

Announcement of  
results of the  
Meeting

As soon as reasonably  
practicable after the  
Meeting

Announcement of result of the Meeting.

#### **ADDITIONAL INFORMATION**

Capitalised terms used in this notice but not otherwise defined herein have the same meanings as given to them in the Notice.

- (1) The Tabulation Agent with respect to the Proposals is:

**The Bank of New York Mellon, London Branch**

One Canada Square  
London E14 5AL  
United Kingdom

Attention: Debt Restructuring Services  
Tel: +44 1202 689 644

Email: [debtstructuring@bnymellon.com](mailto:debtstructuring@bnymellon.com)

- (2) The Commissioner with respect to the Proposals is:

**Sanne Agensynd, S.L.U.**

Calle O'Donnell 12  
Madrid  
Spain

- (3) The Paying and Conversion Agent with respect to the Notes is:

**The Bank of New York Mellon, London Branch**

One Canada Square  
London E14 5AL  
United Kingdom

This notice is given by:

Abengoa Abenewco 2 Bis, S.A.U.  
3 March 2020