

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 Company's subsidiary Abengoa Abenewco 2, S.A.U. issue of EUR 495,262,482 Guaranteed Notes due 2023 (Reg S ISIN: XS1584123225 / Rule 144A ISIN: XS1584123738); or USD 249,437,962 Guaranteed Notes due 2023 (Reg S ISIN: XS1584123811 / Rule 144A ISIN: XS1584124116)" (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 on second call having said Meeting approved the resolution 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, Abenewco 1, 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 Junior OM Common Terms Agreement and the Notes as contemplated in the Restructuring Agreement in order to 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 the Issuer of (i) the convertible bonds to be issued by the Issuer which shall be convertible into ordinary shares representing 49 per cent of the issued share capital of the Issuer and (ii) the convertible bonds to be issued by the Issuer which shall be convertible into ordinary shares representing up to 99.99 per cent of the issued share capital of the Issuer 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 c. and credit them to the securities account where their Notes are held or instructing the Holding Period Trustee to hold the convertible notes until maturity and, pursuant to the terms of the Holding Period Trust Deed sell the convertible notes or the relevant shares 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.
- 4.