

ABENGOA

The Board of Directors In a meeting held on February 23rd, 2012 agreed to call an Ordinary General Shareholders' Meeting to be held at the corporate address in Campus Palmas Altas, c/ Energía Solar 1, 41014 Seville, on March 31st, 2012 at 7 pm on first calling and, as required, on second calling the following day, April 1th, at the aforesaid time and place, to deal with the following Agenda:

One. Presentation and adoption, as appropriate, of the annual financial statements and management report of the Company and the Consolidated Group for the 2011 fiscal year, and of the management and remuneration of the Board of Directors during the aforesaid period.

Two. Presentation and adoption, as appropriate, of the proposed allocation of the 2011 financial results.

Three. Ratification, appointment or re-election, as appropriate, of office holders.

Four. Appointment or confirmation, as appropriate, of Auditors of the Company and the Consolidated Group

Five. Modification of the Regulation of the Shareholders' General Meetings (adequacy to the Law 25/2011)

Six. Special report on Directorship Remuneration Policy for consultative deliberation by the Annual General Meeting.

Seven. Delegation in the Board of Directors of the faculty to increase the share capital by means of the emission of new shares of anyone from the classes of shares A and / or B and / or C, in conformity with the established in the article 297.1 b), inside the limits of the Law, with express faculty to delegate the exclusion of the right of preferential subscription of conformity with the foreseen in the article 506 of the Law of Capital companies, revoking and leaving without effect the hanging resultant quantity of the previous delegations granted by the General Meeting. Delegation of powers to the Board of Directors and each of his members to fix the conditions of the capital increase, to realize the acts necessary for his execution, to adapt the draft of the corresponding article of the Social Bylaws to the new number of the share capital and to grant all the public and private documents are necessary for the execution of the increase. Request before the competent, national and foreign organisms, for the admission to negotiation of the new shares in any stock market.

Eight. Authorization in favor of the Board of Directors to issue debentures and other similar securities of fixed or variable income, ordinary or guaranteed, convertible to shares or not, with express delegation of the power of exclusion of the right of preference in compliance with article 511 of the Capital Companies Act, directly or through group companies in accordance with currently applicable legislation and rendering null and void the amounts pending as a result of previous delegations conferred by the General Meeting.

Nine. Authorization in favor of the Board of Directors for derivative acquisition of own equity, directly or through group companies in accordance with currently applicable legislation and rendering null and void the amounts pending as a result of previous delegations conferred with the same purpose by the General Meeting.

ABENGOA

Ten. Delegation to the Board of Directors of the power to interpret, rectify, execute, legalize and register the agreements adopted.

Eleven. Approval of the minutes by any procedure in accordance with law.

I Information

Shareholders shall have the right to inspect the Annual Financial Statements and Management Report of the Company and its Consolidated Group to be subjected to the approval of the General Meeting at the corporate address, or may request a copy of the same free of charge, including the Auditors' Report, Remuneration Policy Report, and the agreements proposal, reports substantiating amendment of the Articles of Incorporation and any other mandatory report.

Said information shall likewise be available on the corporate website www.abengoa.com.

I Assistance

Shareholders holding three hundred seventy five (375) shares Class A or thirty seven thousand five hundred (37.500) shares class B or a combination of both classes of shares which nominal value is equivalent to three hundred seventy five (375) Euros or more shall be entitled to attend the AGM, provided said shares are registered in the owner's name in the corresponding records of any of the bodies belonging to the Spanish Central Securities Depository (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. [Iberclear]), which shall be accredited by means of an attendance card issued by said bodies to each shareholder. Persons holding fewer than 1,500 shares may form groups comprising at least the minimum number and appoint one shareholder to represent them. All shareholders intending to attend the Meeting in person are reminded of the obligation to present the aforesaid card or documents accrediting their identity and shareholding.

Any shareholder who is entitled to attend may be represented at the General Meeting through another shareholder.

Warning: Given the experience of previous occasions it is probable that the General Meeting will be held on second calling on April 1th, 2012 at 7 pm.

Seville, February 23, 2012
Secretary to the Board of Directors.
Miguel Ángel Jiménez-Velasco Mazarío