

Comisión Nacional del Mercado de Valores
C/Edison, 4
28006 – Madrid

Abengoa,, S.A., (the "**Company**") with the aim of complying with article 82 of the Spanish Securities Market Act 24/1988, hereby notifies the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**") of the following

Significant event

(Hecho relevante)

In connection with the noteholders' meetings (the "**Noteholders' Meetings**") of the following issues: (i) "€250,000,000 4.50 per cent. Senior Unsecured Convertible Notes due 2017 (ISIN: XS0481758307) ("**2017 Convertible Notes**")", (ii) "€400,000,000 6.25 per cent. Senior Unsecured Convertible Notes due 2019" (ISIN: XS0875275819 / XS0875624925) ("**2019 Convertible Notes**") and (iii) "US\$279,000,000 5.125 per cent. Exchangeable Notes due 2017" (ISIN: US00289RAD44, CUSIP 00289RAD4 / XS1196424698) ("**2017 Exchangeable Notes**" and, collectively and jointly with the 2017 Convertible Notes and the 2019 Convertible Notes, the "**Issues**" and the "**Notes**"), which were called, among others, by virtue of Significant Event notice number 229,056 dated 29 September 2015, the Company hereby announces that:

1. the Noteholders' Meetings in connection with the 2019 Convertible Notes and the 2017 Exchangeable Notes have been held today on first call having each of said Noteholders' Meetings approved the resolutions attached as Annex to this Significant Event. The effectiveness of the resolutions is conditional on the registration in the Commercial Registry of Seville of the relevant public deeds of amendment of the terms and conditions of the relevant Issues and the Entering into of the relevant Deeds of Guarantee; and
2. the Noteholders' Meeting in connection with the 2017 Convertible Notes has not attained the legally required quorum to be held on first call (i.e. at least two thirds of the entire outstanding amount of the 2017 Convertible Notes in issue). The Company will convene the Noteholders' Meeting in respect of the

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2017 Convertible Notes to be held on second call, of which it will inform the market through the relevant Significant Event notice.

Additional information

The following contact details have been provided for noteholders to request any information or clarifications regarding these Noteholders' Meetings:

Tabulation Agent:

Lucid Issuer Services Limited
Att: David Shilson/Victor Parzyjagla
Leroy House
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London N1 3QP
United Kingdom
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In Seville, 29 October 2015

Annex
Resolutions of the Noteholders' Meetings

A. Resolutions of the Noteholder's Meeting of the 2019 Convertible Notes

1. Amendment to the Terms and Conditions which will affect the terms of Conditions 3 (*Definitions*) and 14(a) (Syndicate of Noteholders), and insertion of a new Condition 19 (Guarantees).
2. Empower the Commissioner to enter into any documentation which would be deemed needed or necessary to give effect to the resolutions approved by the Noteholders' Meeting.
3. Discharge and exonerate the Company from all liabilities in respect of the convening of the Noteholders' Meeting and the proposals of amendments of the Terms and Conditions of the issue.
4. Acknowledgment that the effectiveness of the resolutions is subject to fulfilment of certain conditions precedent.
5. Approval of the entering into of the Deeds of Guarantee and to the taking of such actions required to give effect to the resolution approved by the Noteholders' Meeting.
6. Discharge and exonerate the Commissioner from all liabilities in respect of the proposals subject to approval and the actions carried out for their implementation under the powers conferred by virtue of the proposal under paragraph (2) above.
7. Approval of the Minutes of the Noteholders' Meeting.

B. Resolutions of the Noteholder's Meeting of the 2017 Exchangeable Notes

1. Amendment to the Terms and Conditions which will affect the terms of Conditions 4 (Definitions) and 15(a) (Syndicate of Noteholders), and insertion of a new Condition 21 (Guarantees).
2. Empower the Commissioner to enter into any documentation which would be deemed needed or necessary to give effect to the resolutions approved by the Noteholders' Meeting.
3. Discharge and exonerate the Company from all liabilities in respect of the convening of the Noteholders' Meeting and the proposals of amendments of the Terms and Conditions of the issue.

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4. Acknowledgment that the effectiveness of the resolutions is subject to fulfilment of certain conditions precedent.
5. Approval of the entering into of the Deeds of Guarantee and to the taking of such actions required to give effect to the resolution approved by the Noteholders' Meeting.
6. Discharge and exonerate the Commissioner from all liabilities in respect of the proposals subject to approval and the actions carried out for their implementation under the powers conferred by virtue of the proposal under paragraph (2) above.
7. Approval of the Minutes of the Noteholders' Meeting.