

Abengoa, S.A. (the "**Company**"), with the aim of complying with article 228 of the consolidated text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October, hereby notifies the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**") the following

Significant Event Notice

(Hecho Relevante)

The Company and Abengoa Greenbridge, S.A.U. (each as issuer in respect of their respective issues detailed below) have agreed to call the noteholders' meetings (the "**Noteholders' Meetings**" and each a "**Noteholders' Meeting**") in respect of the issues detailed below:

- €500,000,000 8.50 per cent. Notes due 2016 (ISIN: XS0498817542) (all of which remain outstanding);
- €250,000,000 4.50% Senior Unsecured Convertible Notes due 2017 (ISIN: XS0481758307) (of which €5,600,000 remain outstanding);
- €400,000,000 6.25% Senior Unsecured Convertible Notes due 2019 (ISIN XS0875275819 / XS0875624925) (of which €161,100,000 remain outstanding);
- \$279,000,000 5.125% Exchangeable Notes due 2017 (ISIN XS1196424698) (of which \$600,000 remain outstanding); and
- issues made by the Company and Abengoa Greenbridge, S.A.U. under the Up to €425,000,000 Senior Unsecured Programme for the issuance of notes by Specified Issuers unconditionally and irrevocably guaranteed by Abengoa, S.A. described in Annex I,

(respectively, the "**Issues**" and the "**Notes**"), which will be held at first call at Calle Manuel Pombo Angulo 20, 28050, Madrid, on 27 October 2016, at the times indicated in Annex II for each of the Issues. In the event that any of such Noteholders' Meetings could not be validly held at first call due to the fact that the required quorum is not met, both the Company and Abengoa Greenbridge, S.A.U., as applicable, foresee to convene at second call the corresponding adjourned Noteholders' Meeting.

The call of each Noteholders' Meeting is made in compliance with the provisions of the Spanish Companies Act (*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el Texto Refundido de la Ley de Sociedades de Capital*) (the "**Spanish Companies Act**"), in accordance with the terms and conditions of the

Issues (the “**Terms and Conditions**”) and the syndicate of noteholders’ regulations (“**Syndicate of Noteholders’ Regulations**”) and according to the following agenda:

Agenda

- 1 Amendment to the Terms and Conditions of the Notes in order to modify the governing law and jurisdiction.
- 2 Amendment to the terms of the Deeds of Guarantee and the Global Note in order to modify its governing law and jurisdiction.
- 3 Empower the Commissioner and the Fiscal Agent to enter into any documentation which would be deemed needed or necessary to give effect to the resolutions approved by the Noteholders’ Meeting.
- 4 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.
- 5 Approval of the entering into any agreements and to the taking of such actions required to give effect to, and formalise, the resolution approved by the Noteholders’ Meeting.
- 6 Discharge and exonerate the Commissioner and the Fiscal Agent 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 (3) above.
- 7 Approval of the remuneration of the Commissioner, and other expenses related to its role as legal representative of the Syndicate of Noteholders and body for liaison between Syndicate of Noteholders and the Company.
- 8 Drafting and approval of the Minutes of the Noteholders’ Meeting.

Noteholder Information

Noteholders may request a free copy of the Consent Solicitation Memorandum, including details of agenda items at each Noteholders’ Meeting and proposals submitted for a vote, to be delivered or sent immediately after notices of the Noteholders’ Meetings are published in the BORME (Spanish Commercial Registry Official Gazette). The Consent Solicitation Memorandum is also available to noteholders at the address of the Tabulation Agent and in the Company’s registered offices. The corresponding Fiscal Agency Agreement for each of the

Issues has also been made available to noteholders purely for information purposes.

Additionally, the proposals subject to approval are available for reference on the Company's website (www.abengoa.es).

Voting and attendance rights

Noteholders shall be entitled to attend the corresponding Noteholders' Meetings if they hold Notes at least five (5) days before the date the applicable Noteholders' Meeting is held and provide proof of ownership by any of the legally permitted means.

The procedures for noteholders to attend and vote at the Noteholders' Meetings are set out in a consent solicitation memorandum prepared by the Company (the "**Consent Solicitation Memorandum**").

The Company's directors, the Abengoa Greenbridge, S.A.U.'s sole director and the Fiscal Agent, as well as the financial and legal advisors to the Company, the Commissioner and Fiscal Agent in the Issues, will also be entitled to attend Noteholders' Meetings.

Right to representation

All noteholders entitled to attend the relevant Noteholders' Meeting may be represented at the meeting by proxy by another person or entity by any of the legally permitted means.

The Consent Solicitation Memorandum details the procedures for noteholders to be represented at the relevant Noteholders' Meeting.

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: Paul Kamminga / Victor Parzyjagla
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
E-mail: abengoa@lucid-is.com
Telephone: +44 (0) 20 7704 0880

Seville, 27 September 2016.

**Annex I
Programme Issues**

Issue	ISIN Code
Series 1 EUR 5,000,000 Notes due 2019	XS1120399966
Series 2 EUR 5,800,000 Notes due 2017	XS1124473775
Series 3 EUR 15,000,000 Notes due 2019	XS1131168541
Series 4 EUR 15,000,000 Notes due 2017	XS1131445642
Series 5 EUR 20,000,000 Notes due 2019	XS1133663382
Series 6 EUR 5,000,000 Notes due 2017	XS1135339197
Series 7 EUR 15,000,000 Notes due 2019	XS1139081654
Series 8 EUR 25,000,000 Notes due 2020	XS1172106772
Series 9 EUR 19,200,000 Notes due 2020	XS1173996569
Series 10 EUR 22,000,000 Notes due 2020	XS1187075590
Series 11 EUR 5,000,000 Notes due 2018	XS1187092843
Series 12 EUR 40,000,000 Notes due 2020	XS1193921878
Series 13 EUR 8,000,000 Notes due 2020	XS1196276130
Series 14 EUR 15,000,000 Notes due 2018	XS1198227693
Series 15 EUR 29,000,000 Notes due 2020	XS1204187857
Series 16 EUR 5,000,000 Notes due 2020	XS1210086028

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Series 17 EUR 15,000,000 Notes due 2020	XS1226308119
Series 18 EUR 15,000,000 Notes due 2020	XS1230124536
Series 19 EUR 15,000,000 Notes due 2020	XS1240754322

Annex II**Noteholders' Meetings Time**

Issue	Time
€500,000,000 8.50 per cent. Notes due 2016	11:00 CET
€250,000,000 4.50% Senior Unsecured Convertible Notes due 2017	11:30 CET
€400,000,000 6.25% Senior Unsecured Convertible Notes due 2019	11:35 CET
\$279,000,000 5.125% Exchangeable Notes due 2019	11:40 CET
Series 1 EUR 5,000,000 Notes due 2019	11:45 CET
Series 2 EUR 5,800,000 Notes due 2017	11:50 CET
Series 3 EUR 15,000,000 Notes due 2019	11:55 CET
Series 4 EUR 15,000,000 Notes due 2017	12:00 CET
Series 5 EUR 20,000,000 Notes due 2019	12:05 CET
Series 6 EUR 5,000,000 Notes due 2017	12:10 CET
Series 7 EUR 15,000,000 Notes due 2019	12:15 CET
Series 8 EUR 25,000,000 Notes due 2020	12:20 CET
Series 9 EUR 19,200,000 Notes due 2020	12:25 CET
Series 10 EUR 22,000,000 Notes due 2020	12:30 CET
Series 11 EUR 5,000,000 Notes due 2018	12:35 CET
Series 12 EUR 40,000,000 Notes due	12:40 CET

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2020	
Series 13 EUR 8,000,000 Notes due 2020	12:45 CET
Series 14 EUR 15,000,000 Notes due 2018	12:50 CET
Series 15 EUR 29,000,000 Notes due 2020	12:55 CET
Series 16 EUR 5,000,000 Notes due 2020	13:00 CET
Series 17 EUR 15,000,000 Notes due 2020	13:05 CET
Series 18 EUR 15,000,000 Notes due 2020	13:10 CET
Series 19 EUR 15,000,000 Notes due 2020	13:15 CET