

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

Following the Regulatory Announcement dated 30 September 2018 (official registry number 270059) published by the Company informing about its financial restructuring proposal, Abengoa informs that it has entered into a lock-up agreement (the “**Lock-up Agreement**”) with a group of financial entities and investors holding the majority of the New Bonding facilities, the New Money 2 and the Senior Old Money and with the provider of an interim financing in the form of convertible debt, pursuant to which such creditors undertake (i) to stay certain rights and actions under such facilities vis-à-vis the relevant Abengoa group companies until the earlier of 31 January 2019 or such later date as may be agreed (the “**Long-Stop Date**”), (ii) to take all actions to support, facilitate, implement, consummate or otherwise give effect to the financial restructuring proposal and, in particular, enter into negotiations with a view to agreeing and executing a restructuring agreement on or prior to the Long-Stop Date, and (iii) agree not to sell or otherwise transfer their debt until the Long-Stop Date or the date of termination of the Lock-up Agreement, except under certain circumstances.

To this effect, the Company hereby notifies the rest of its financial creditors of the relevant procedures to enter into the Lock-up Agreement.

### Lenders

Claimants, New Bonding Providers and New Money 2 and Old Money creditors who are lenders are requested to accede to the Lock-Up Agreement by delivering to Lucid Issuer Services Limited ([abengoa@lucid-is.com](mailto:abengoa@lucid-is.com)) a duly completed and executed accession letter, which they can obtain from Lucid Issuer Services Limited.

Pursuant to the Lock-up Agreement, the deadline for submission by the said creditors of accession letters to the Lock-up Agreement is 15 January 2019, unless extended.

### Holders of notes

Likewise, holders of the notes referred to below (the “**Noteholders**”) are requested to enter into the Lock-up Agreement in accordance with the procedure set out in a lock-up accession notice (the “**Lock-up Accession Notice**”) that has been shared with the Noteholders. Noteholders can obtain a copy of the Lock-up Accession Notice from Lucid Issuer Services Limited ([abengoa@lucid-is.com](mailto:abengoa@lucid-is.com)).

The affected issues of notes are the following:

# ABENGOA

- (a) Abengoa Abenewco 1, S.A.U. EUR 26,094,319 5/9 per cent. Secured Notes due 2021 (Reg S ISIN: XS1584885666 / Rule 144A ISIN: XS1584885740);
- (b) Abengoa AbenewCo 2, S.A.U. EUR 513,829,937.63 Guaranteed Notes due 2022 (Reg S ISIN: XS1584122334 / Rule 144A ISIN: XS1584122508); or USD 432,193,746.45 Guaranteed Notes due 2022 (Reg S ISIN: XS1584122920 / Rule 144A ISIN: XS1584123142); or
- (c) Abengoa AbenewCo 2, S.A.U. EUR 513,829,937.63 Guaranteed Notes due 2023 (Reg S ISIN: XS1584123225 / Rule 144A ISIN: XS1584123738); or USD 300,877,747.48 Guaranteed Notes due 2023 (Reg S ISIN: XS1584123811 / Rule 144A ISIN: XS1584124116);

Pursuant to the Lock-up Accession Notice, the deadline for submission by Noteholders of instructions to enter into the Lock-up Agreement is 12:00 p.m. (Spanish time) on 14 January 2019 (the “**Expiration Time**”), unless extended.

Noteholders are also requested to provide with a duly completed and executed Accession Letter (as defined in and in the form attached to the Lock-up Agreement) no later than five (5) Business Days after the Expiration Time.

For any questions in connection with the accession process to the Lock-up Agreement, lenders and Noteholders are requested to contact Lucid Issuer Services Limited ([abengoa@lucid-is.com](mailto:abengoa@lucid-is.com)) or Abengoa’s Shareholders and Investors’ Office ([ir@abengoa.com](mailto:ir@abengoa.com)).

Seville, 31 December 2018