

**ABENGOA**

Comisión Nacional del Mercado de Valores

Área de Mercados. Dirección de Supervisión

Sevilla, October, 19, 2009

Subject: Relevant Events.

Dear Sirs,

In order to comply with what is established in article 82 of the Spanish Securities Market Act 24/1988 (Ley del Mercado de Valores), Abengoa, S.A. hereby notifies the resolutions adopted by the Extraordinary General Shareholders' Meeting hold in first call on October 19, 2009:

**One.-** Amendment of article 18 of the Articles of Association, "Bonds" related to the issue of bonds, convertible and/or exchangeable, or otherwise, and other negotiable securities.

**Two.-** Delegation on the Company's Board of Directors, in accordance with article 319 of the Companies Registry Regulations and the general regime on the issue of bonds, for five (5) years, and having the ability itself to sub-delegate, the authority to issue, on one or several occasions, any fixed income securities or debt instruments of an analogous nature (including, but not limited to, debentures, promissory notes or warrants), as well as fixed income securities or securities of any other kind (including warrants) convertible into shares of the Company and/or exchangeable for shares of the Company or of other companies belonging to the Company's group or otherwise, up to a maximum five billion euro (€5,000,000,000). To delegate the authority to establish the criteria by which to determine the conditions and methods for the exchange, conversion or to exercise the right to increase the share capital as necessary to meet the applications made for conversion or exchange, as well as the right to exclude the shareholders' preferential subscription right, in accordance with the provisions of article 293.3 of the Spanish Companies Act (Ley de Sociedades Anónimas) and other applicable regulations.

**Three.-** Authorization of the Company's Board of Directors to interpret, rectify, supplement, execute and delegate authorities, and adapt the resolutions adopted by the General Meeting.

Yours sincerely,

Miguel Ángel Jiménez-Velasco Mazarío  
General Counsel

## **Resolutions adopted by the Extraordinary General Shareholders' Meeting of Abengoa, S.A. hold on 19 October 2009 in the first call**

**First resolution.-** Article 18 of the Company By-Laws, "Bonds", is modified, remaining drafted as follows, in order to adapt its drafting to the legislation in force, eliminating the maximum limit suppressed by article 111bis of the Securities Market Act:

### **"Article 18.- Issue of bonds, including convertible and/or exchangeable bonds other tradable bonds**

The Company may issue bonds in the terms and with the legally established limits.

The convertible and/or exchangeable bonds which the Company may issue, may be issued with a fixed (determined or to be determined) or variable ratio.

The Company may issue promissory notes, warrants, preferential shares or other tradable securities other than those provided for in the above sections.

The General Shareholders' Meeting, in the legally established terms, may delegate to the Board of Directors the power to issue simple or convertible and/or exchangeable bonds, warrants or other tradable securities provided for in the above sections, including, as the case may be, the power to exclude the pre-emptive subscription right. The Board of Directors may use said delegation of power on one or a number of occasions and for a maximum period of five (5) years.

Similarly, the General Shareholders' Meeting may authorise that the Board of Directors determine the moment at which the issue agreed may be executed and establish the remaining conditions not provided for in the resolution of the General Shareholders' Meeting.

The Company may also provide a guarantee for those bonds issued by its subsidiaries."

**Second Resolution.-** Delegation to the Board of Directors of the Company, in accordance with article 319 of the Companies Registry Regulation and the general regime on issues of bonds, for a period of five years, and with the express power of substitution in any of its members, the power to issue, once or a number of times, any such fixed interest securities or debt instruments of a similar nature (including, without limitation, debentures, promissory notes or warrants), as well as fixed interest securities or those of any other kind (including warrants) convertible into shares of the Company and/or exchangeable into shares of the Company or of other companies of the group or independent of it, in the maximum amount of Five Thousand Million Euro (EUR 5,000 M). Delegation, with the express power of

substitution in any of its members, of the power to establish the criteria for determining the bases and modalities of the conversion, exchange or exercise of the power to increase the share capital by the amount necessary to attend to the relevant requests for conversion or exercise, as well as the power to exclude the preemptive subscription right of the shareholders, in accordance with the provisions of article 293.3 of the Public Limited Companies Act and other applicable legislation.

Said delegation to the Board of Directors of the Company shall be carried out in accordance with the following conditions:

1. Securities subject to issue. The securities referred to in this delegation may be bonds, notes and other fixed interest securities or debt instruments of a similar nature in any of the forms admitted under Law, including, without limitation, debentures, promissory notes or warrants or other securities of a similar nature which may create the right, either directly or indirectly, to subscription or acquisition of shares of the Company, either newly issued or already in circulation, which may be implemented by means of their physical delivery or via differences. This delegation also covers fixed interest securities and warrants convertible into shares of the Company and/or exchangeable into shares of the Company or other companies of the group or independent of it.
2. Term. The issue of the securities may be carried out on one of a number of occasions, at any moment, within the maximum term of five years from the date of adoption of this resolution.
3. Maximum amount of the delegation. The maximum total amount of the issue or issues of securities which are agreed under this delegation will be Five Thousand Million Euros or its equivalent in another currency.

For the purposes of the above limit, in the case of the warrants the sum of the premiums and the prices of the exercises of the warrants of each issue which may be approved under this delegation shall be taken into account. On the other hand, in the event of fixed interest securities, it shall be calculated on the basis of the live balance of those issues under the same.

It is hereby noted that, in accordance with article 111 bis of Act 24/1988, of 28 July, on the Securities Market, the limitation provided in article 282.1 of the Public Limited Companies Act, in the area of issue of bonds or other securities that acknowledge or create debt, is not applicable to the Company.

4. Scope of the delegation. The delegation referred to in this resolution shall be extended, as broadly as is required under Law, to the establishing of the different aspects and conditions of each issue. In particular, by way of illustration but not limited, it shall be the responsibility of the Board of Directors of the Company to determine, for each issue, its amount, always

within the expressed global quantitative limits; the place of issue (whether national or abroad) and the money or currency and, in the case that it is abroad, its equivalent amount in euros; the denomination, whether bonds or notes or any such other admitted under Law (even subordinate); the date or dates of issue; when the securities are not convertible, the possibility that they may be exchanged totally or partially for pre-existing shares of the Company or other companies of the group or independent of it, and the circumstance of being able to be converted or exchangeable necessarily or voluntarily, and in the latter case, at the option of the holder of the securities or of the Company, or create a subscription or call-option over the aforementioned shares; the interest rate, dates and payment procedures of the coupon; the character of perpetual or amortizable thereof and, in the latter case, the term of amortization and the date of maturity; the type of payment, premiums and batches, the guarantees, even of a mortgage nature; the form of representation, by means of titles or book entries, the number of securities and their nominal value, which, in the case of convertible and/or exchangeable securities, will not be less than the nominal value of the shares; pre-emptive subscription right, as the case may be, and subscription regime; applicable legislation, whether domestic or foreign; request, as the case may be, the admission to trade on secondary official or non-official markets, whether organised or not, or domestic or not, of the securities which may be issued with the requirements which in each case are required by the regulations in force, as the case may be, designate the commissioner of the relevant syndicate of holders of the securities which may be issued and approve the fundamental rules which are to regulate the legal relationships between the Company and said syndicate which, if applicable, may exist.

The delegation also includes the attribution to the Board of Directors of the power to decide in respect of the conditions of amortisation of the securities issued in using this authorisation, being able to employ for such purpose any of those provided for in this respect in the Public Limited Companies Act. Similarly, the Board of Directors is empowered so that, when it deems it appropriate, and on the condition that it obtains the official authorisations which may be necessary and, as the case may be, the approval of the meetings of the relevant syndicates of holders of the pertinent securities which may be issued in using this authorisation, it may modify the terms and conditions of such securities.

5. Bases and modalities of the conversion. In the case of the issue of fixed interest securities convertible into shares (in the latter case, either into shares of the Company or into shares of the companies belonging to the group of companies or independent of it) and for the purposes of determining the

bases and modalities of the conversion, it is agreed to establish the following criteria:

- (i) The securities which may be issued under this resolution may be convertible into newly issued shares of the Company or into shares of companies belonging to the group of companies or independent of it, in accordance with a fixed ratio of conversion (determined or to be determined) or variable, being the Board of Directors empowered to decide whether they are convertible, as well as to determine whether they are necessarily or voluntarily convertible, and in the event that they are so voluntarily, at the decision of their holders or the Company, with the regularity and during the term which may be established in the issue resolution and which may not exceed fifteen (15) years from the relevant date of issue.
- (ii) For the purposes of the conversion, fixed interest securities shall be valued at their nominal amount and shares at the fixed exchange which may be determined in the resolution of the Board of Directors in which this delegation is used, or at the exchange to be determined on the date or dates which may be indicated in the resolution of the Board of Directors, and according to the trading value on the Spanish securities markets of the shares of the Company on the date/s or period/s which may be taken as reference in the same resolution, with or without a discount.
- (iii) It may also be agreed to issue the convertible fixed interest securities with a variable ratio of conversion and/or exchange. In this case, the price of the shares for the purposes of the conversion will be the arithmetical average of the closing prices of the shares of the Company on the Continuous Market for a period to be determined by the Board of Directors. The premium or discount may be different for each date of conversion of each issue (or, as the case may be, each tranche of an issue).
- (iv) The Board of Directors may establish, in the event that the securities subject to the relevant issue are convertible, that the Company reserves the right to opt at any moment between the conversion into new shares of the Company, specifying the nature of the shares to be delivered at the moment the conversion or exchange is executed, even being able to opt to deliver a combination of newly issued shares of the Company with pre-existing shares.
- (v) When the conversion is applicable, the fractions of share which, as the case may be, it would be necessary to deliver to the holder of the securities would be rounded down to the nearest whole number and

each holder may receive, if such is agreed by the Board of Directors, in cash the difference which such a situation may produce.

- (vi) In no case may the value of the shares for the purposes of the ratio of conversion of the securities bonds for shares be less than the face value. Similarly, in accordance with the provisions of article 292.3 of the Public Limited Companies Act, the convertible fixed interest securities may not be issued in an amount less than their face value nor may said securities be converted into shares when the face value thereof is less than these.
  - (vii) At the same time as the issue of the convertible shares is approved under the authorisation conferred by the General Shareholders' Meeting, the Board of Directors will issue a report developing and specifying, on the basis of the criteria described above, the bases and modalities of the conversion specifically applicable to the issue indicated, which will accompany the relevant report of the accounts auditors, both established in article 292.2 of the Public Limited Companies Act.
6. Rights of the holders of convertible or exchangeable securities. To the extent that the conversion and/or exchange into shares of the securities which may be issued is possible, the holders will have as many rights as the legislation in force acknowledges.
7. Capital increase, exclusion of the pre-emptive subscription right in convertible securities. The delegation in favour of the Board of Directors provided for herein likewise covers, by way of illustration but not limited to, the following powers:
- (i) The power of the Board of Directors, under the provisions of article 293.3 of the Public Limited Companies Act, excludes totally or partially the pre-emptive subscription right of the shareholder, when this is required to obtain financial resources in international markets, to employ techniques of market sounding or any other manner which the interest of the Company justifies. In any case, if the Board of Directors decides to suppress the pre-emptive subscription right in relation to a specific issue of convertible securities which it may possibly decide to carry out under this authorisation, it will issue, at the time of approving the issue and in accordance with the provisions of article 293.3 of the Public Limited Companies Act, a detailed report of the specific business reason which justifies said measure, which will be subject to the relevant report of the accounts auditor referred to in the aforementioned article. Said reports will be made available to the

shareholders and communicated to the first General Shareholders' Meeting which may be held following the relevant issue resolution.

- (ii) In accordance with article 153.1b) of the Public Limited Companies Act, the power to increase the share capital in the amount necessary to attend to the requests for conversion of convertible securities issued in accordance with this delegation. Said power may only be exercised to the extent that the Board of Directors does not exceed in said capital increases, jointly with any such other capital increases which it may carry out under other delegations in order to increase the share capital which it has, the limit of half of the figure of the share capital provided for in articles 153.1.b) of the Public Limited Companies Act and counted at the moment of this authorisation. This authorisation to increase the share capital includes that of issuing and placing into circulation, once or a number of times, the shares representing the same which may be necessary to carry out the conversion, and, in accordance with article 153.2 of the Public Limited Companies Act, that of providing a new drafting of the Company By-Laws relating to the figure of the share capital and, as the case may be, to annul the share of said capital increase which may not have been necessary for the conversion into shares. In accordance with the provisions of article 159.4 of the Public Limited Companies Act, in the capital increase which the Board of Directors may carry out in order to attend to such applications for conversion there would be no entitlement to the pre-emptive subscription right of the shareholders' of the Company.
  - (iii) The power to develop and specify the bases and modalities of the conversion and/or exchange, taking into account the criteria established in section 5 above and, in general and in its most broad terms, the determination of as many extremes and conditions as may be necessary or appropriate for the issue. The Board of Directors, in the successive General Shareholders' Meetings which the Company may hold, will inform the shareholders' of the use which, as the case may be, it may have made until that time of the delegation to issue convertible and/or exchangeable fixed interest securities.
8. Warrants: the rules provided for in sections 5 to 7 above will be applicable, *mutatis mutandis*, in the event of the issue of warrants or other similar securities which may give rise to entitlement either directly or indirectly to the subscription of newly issued shares of the Company or shares of the Company already in circulation, with the delegation comprising the broadest powers, having the same scope as the previous sections, to decide anything which it deems appropriate in relation to said kind of securities.

9. Admission to trade: the Company will request, when it proceeds, the admission to trade on secondary official or non-official markets, whether organised or not, or domestic or foreign, of the securities which are issued by virtue of this delegation, authorising the Board of Directors to undertake the procedural steps and actions necessary to have them admitted to trade before the competent bodies of the different domestic or foreign markets.
10. Guarantee of issues of fixed interest securities carried out by companies of the group. The Board of Directors of the Company is similarly authorised to guarantee in the name of the Company, within the limits established previously, the new issues of fixed interest securities (even convertible or exchangeable ones) which, during the term of validity of this agreement, may be carried out by companies belonging to its group.
11. Powers of delegation and substitution and granting of powers. The Board of Directors is authorised so that, in turn, it may delegate in favour of any of its members and/or the Secretary of the Board of Directors the powers granted under this resolution which may be delegated and to grant in favour of the employees of the Company that it deems appropriate those powers necessary to execute said delegated powers.

**Third Resolution.-** Authorise the Board of Directors to interpret, remedy, complement, execute, substitute powers and adapt the resolutions which may be adopted by the General Shareholders' Meeting.

Without prejudice to the authorisations conferred by the General Shareholders' Meeting in the above resolutions, the Board of Directors, with express powers of substitution in any of its members and/or the Secretary of the Board of Directors, is granted the broadest powers which may be necessary under Law to proceed to fix, complete, develop and modify the resolutions adopted by the present General Shareholders' Meeting, carrying out as many procedural steps as may be necessary before any body or private or public entity, as well as for the compliance of as many requirements as may be legally required for their execution, being able to complete and remedy omissions or defects in all the resolutions adopted by the General Shareholders' Meeting, execute as many public or private documents as it may deem necessary or appropriate to adapt the resolution to the verbal or written qualification of the Companies Registry and of any of the other authorities, civil servants or competent institutions, carrying out as many acts as may be necessary or appropriate to see them through and, in particular, to achieve their registration in the Companies Registry of those which may be registered.