ABENGOA

National Securities Market Commission
Seville, 27 September 2012
Ref. Relevant facts

Abengoa, S.A. (the "Company"), hereby informs the National Securities Market Commission (the 'CNMV'), for presentation to the public as a relevant fact, and with regard to the calling of the Extraordinary General Shareholders' Meeting scheduled for 29 and 30 September, of the following:

1. Procedure for trading Rights to Allocate Paid-Up Shares and the subsequent listing for trading Class B Shares

Following approval of the Operation put before the Extraordinary General Shareholders' Meeting with the relevant majorities and quora (the "Operation"), the Rights to Allocate Paid-Up Shares of newly issued Class B shares resulting from the capital increase forming part of the Operation put before the Extraordinary General Meeting (the "Rights to Allocate Paid-Up Shares") will be allocated to those Abengoa shareholders holding at least one Class A or Class B share in the Company currently in circulation according to the accounting records of Iberclear and of its Participant Bodies at 12:00 PM on the date of publication of the announcement of the capital increase in the Official Gazette of the Companies Register of Spain [the 'BORME'], at a rate of four (4) Rights to Allocate Paid-Up Shares for each Class A or Class B share. Each Right to Allocate Paid-Up Shares will entitle the holder to receive one New Class B Share.

It is here expressly placed on record that, given the aforementioned proportion (one New Class B Share for each Right to Allocate Paid-Up Shares), no fractions will be generated making it necessary to trade and acquire new rights to receive shares, to group them together or to sell them. In the event that the current shareholders should fail to perform any operation with the Rights to Allocate Paid-Up Shares, upon conclusion of the trading period they will receive one new Class B share for each Right to Allocate Paid-Up Shares. Likewise, as one Class B share is allocated for each of the four (4) Rights to Allocate Paid-Up Shares which the capital increase generates for each share, the content of each Right to Allocate Paid-Up Shares, in an economic sense, is equivalent to that of the Class B Share itself received as a result of exercising the right.

Those shareholders holding Rights to Allocate Paid-Up Shares may opt:

(i) Not to transfer their Rights to Allocate Paid-Up Shares, and to receive the New Class B Shares. In this case the shareholder will be allocated free of charge those Class B Shares corresponding to the number of Rights to Allocate Paid-Up Shares held upon conclusion of the trading period, the proportion being 1 Class B Share per Right to Allocate Paid-Up Shares. The allocation of shares is not subject to withholding tax; or

(ii) To sell all or part of the Rights to Allocate Paid-Up Shares on the market. As the Rights to Allocate Paid-Up Shares are tradable, shareholders may decide to sell them on the market at the listed price at the moment in question during the 15 calendar days following publication of the announcement of the capital increase in the BORME. The sum of the sale of Rights to Allocate Paid-Up Shares on the market is not subject to withholding.

Those shareholders not serving notice of their decision will receive the number of New Class B Shares to which they are entitled in accordance with the Rights to Allocate Paid-Up Shares held by them.

As explained below, it is expected that on the date when the period of trading of the Rights to Allocate Paid-Up Shares commences, the Class A shares in Abengoa will be listed with the price of the issue of the new Class B shares already discounted. The trading period of the said Rights to Allocate Paid-Up Shares will be 15 days.

Settlement of the trading of the Rights to Allocate Paid-Up Shares will be performed three working days after the closure of the trading period, with the new Class B shares being definitively allocated to those holding the Rights to Allocate Paid-Up Shares on the following day.

Lastly, the ordinary procedures for registration of the released capital increase will be performed with the Companies Register and Iberclear, together with listing for trading of the Class B Shares in the Stock Exchanges through the Stock Exchange Interconnection System.

2. Benchmark price of the Rights to Allocate Paid-Up Shares of Class B shares, of the Class A Shares during the Rights trading period, and of the Class A and Class B Shares following execution of the Operation.

2.1. Benchmark price of the Rights to Allocate Paid-Up Shares of Class B and Shares and Class A Shares during the Rights trading period.

Madrid Stock Exchange, as the lead stock exchange, has informed Abengoa that, for the purposes of establishing the benchmark price at the start of the auction prior to the trading of the Class A shares, once the theoretical value of the Rights to Allocate Paid-Up Shares has been deducted, and in order to establish the benchmark price of the Rights themselves, it will take as the benchmark one fifth (1/5) of the closing price of the Class A Shares in the stock trading session prior to commencement of trading of the aforementioned Rights to Allocate Paid-Up Shares.

It should in this regard be recalled that Class B Shares enjoy the same economic rights as Class A Shares to all effects, and that as the Operation involves the issuance of 4 new shares for each existing Class A or Class B share, following the Operation the number of shares in circulation will be multiplied by five (5).

As explained in the Report issued by the Board of Directors and in the presentation for shareholders and investors published by the Company as a relevant fact on 27 August 2012, one fundamental aspect in the structure of the Operation is to ensure that Class B shares, once listed for trading, enjoy appropriate liquidity, in particular on such a volatile market as at present. In this regard, the proposed Operation aims to concentrate to a great extent the liquidity of the stock within one class of shares (Class B), and the voting rights within the other class of shares (Class A). The Class B shares issued as result of the Operation will be combined with the Class B shares currently held by FRC, which will likewise be listed for trading.

In choosing the proportion between the existing shares and the Class B shares to be issued within the context of the Operation (that is, 4 new shares for each existing Class A or Class B share) Abengoa, assisted by its financial advisors, analysed numerous companies in Europe and the United States which have shares listing under a dual listing system, in other words with two classes of listed shares, as stated in the Board of Directors' Report published in Abengoa's corporate website since 27 August 2012.

As stated in the information provided by our financial advisors, it may be empirically observed that when shares with lower voting rights but identical economic rights have a significantly higher liquidity than Class A shares, more liquid shares are listed at a higher price, that is, with a premium over the share with more voting rights. Thus for example, on 25 September 2012, the price of "low voting" shares in other two European companies included in the principal reference indexes, that have greater liquidity concentrated within these "low-voting" shares, was quoted at a slight premium compared with Class A shares (2% and 3%, respectively). One cannot be certain that this will also happen in the case of the Abengoa Class B shares.

With the chosen proportion of 4 new Class B shares for each existing Class A or Class B shares, the aim is to protect the main priorities of minority investors: liquidity and value; the greater this proportion (in other words, the more Class B shares are handed out for each existing share), the greater will be the concentration of liquidity in Class B, and hence the lower the liquidity distributed between the different classes of share. Besides, the potential negative impact on Class A shares is neutralised with the conversion right that permits Class A shareholders to convert their Class A shares in Class B shares during a five year period.

Following completion of the Operation, the minority shareholders may choose either (i) to maintain Class A and Class B shares, thereby maintaining the same political and economic rights overall as previously, although liquidity will be divided between Class A and Class B; or (ii) to convert their Class A shares into Class B shares, maintaining the same overall economic rights as previously, while losing voting rights, and concentrating their entire investment in the more liquid share.

As the Board of Directors placed on record in the required report, in accordance with the comparative data available provided by the financial consultants involved in the operation and the analyses undertaken by internal teams based on information from other securities markets, the Company expects that the potential divergences in the listed price of A and B shares will not be disproportionate, for the following reasons:

(i) Class B shares enjoy exactly the same economic rights as Class A shares. In specific terms, although having a lower par value, each Class B share entitles its holder to receive the same dividend, the same reimbursement of contributions in the event of a reduction in capital, distribution of reserves of all kinds (including, where applicable, premiums for attending the General Shareholders' Meeting), including issue premiums, and any other allocations and distributions, as each Class A share, it has the same rank of loss absorption and the right to the same proportion upon liquidation, all under the same terms as those applicable to each Class A share, as expressly provided in the Articles of Association. In addition, Class B shares share the potential control premium with the Class A shares, as the Articles of Association provide that in the event of a change in control whereby the new controlling shareholder does not offer the same price in the public offer of acquisition to the shareholders of both classes, Class B shareholders will then enjoy a right of redemption at the same price as the public offer.

(ii) Although Class B shares have lower voting rights, this circumstance does not constitute any material modification of the position of those holding shares of this class, since: (a) the rights of minority shareholders (to call general shareholders' meetings, challenge resolutions, etc.) will be maintained unchanged through the introduction within the context of this Operation of modifications to the Articles of Association which will allow these rights to be exercised in accordance with the number of shares and not the par value of the share capital represented by the shares; (b) shareholders may maintain their percentage stake in capital increases with rights of preferential subscription in the same manner as Class A shareholders, since Class B shares have a class-based subscription right protecting this stake; (c) the Company remains under the control of a majority shareholder which will not de facto increase its voting rights in comparison with those which it currently holds, as it has given an undertaking to limit exercise to 56% of the total voting rights in the Company, as it will be explained below; (d) the Operation constitutes equal treatment of all current minority and majority shareholders, in that they are allocated the same number of new Class B shares. The Board of Directors is aware that, by issuing Class B shares for all shareholders, whether they hold Class A or Class B shares, this will lead to a minimal transfer of voting rights towards Class B, to which all shareholders will now belong, although it is of the opinion that this is an indirect effect which should not undermine the benefits of the Operation as a whole.

(iii) The introduction of a mechanism permitting all Class A shareholders to convert their shares into Class B provides a guarantee to those shareholders wishing to prioritise the liquidity of their investment; and will result in a degree of arbitrage between the two classes of share, and will therefore, if used, facilitate to a degree a reduction in the potential divergences between the prices of the two classes of shares.

It should be stressed that it is not unforeseeable that in the future there may be a greater divergence between the listed price of Class B Shares and that of Class A Shares, in particular in the event that the majority of the shareholders holding the latter should decide to exercise their right of conversion into Class B Shares as acknowledged in the Articles of Association, thereby increasing the liquidity of the Class B Shares and correspondingly reducing the liquidity of the Class A Shares. It will in any event be the market which would freely set the price of both shares in the event that this circumstance were to arise.

2.2 Benchmark price of Class A and Class B Shares following execution of the Operation.

As stated above, it is expected that the Stock Market will assign as the benchmark price at the start of the auction prior to trading of the Rights to Allocate Paid-Up Shares a price equal to one fifth (1/5) of the closing price of the Class A shares on the day immediately prior to the date when the period of trading of the Rights to Allocate Paid-Up Shares begins. Following conclusion of the period for trading of the Rights to Allocate Paid-Up Shares, the operations derived from this process will be settled, and the new Class B Shares definitively allocated to those holding the Rights to Allocate Paid-Up Shares following settlement of the aforementioned operations.

On the first day of trading of the Class B Shares, the Stock Exchange will take as the benchmark price at the start of the auction both of the Class A shares and of the Class B shares themselves, the corresponding closing price of the Class A Shares on the day prior to the start of trading of Class B stock.

Notwithstanding the above, and given that Class B Shares will be admitted for trading without any public offering for the sale or subscription of shares first being conducted, it will be the market which, from the very outset, will establish the share price, by balancing the supply and demand for stock.

The Report drawn up by the Board of Directors describing and explaining in greater deal the characteristics of the operation has been available to the entire market on the Company's corporate website, www.abengoa.com, since the date when the Extraordinary General Shareholders' Meeting was called.

Miguel Ángel Jiménez-Velasco Mazarío
General Secretary.