

Spanish Securities Market Commission

C/Edison, 4

28006 — Madrid

Abengoa, S.A. ("**Abengoa**" or the "**Company**"), pursuant to section 82 of the Spanish Securities Market Act (*Ley del Mercado de Valores*), informs the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) of the following

**Material fact (*Hecho relevante*)**

In relation to the Material Fact (*Hecho relevante*) of November 6, 2015 (No. 230768) concerning the framework agreement entered into with Gonvarri Corporación Financiera ("Gonvarri"), the Company announces that it has received notice from Gonvarri that the framework agreement is terminated considering that the conditions to which that agreement was subject have not been satisfied.

The Company will continue negotiations with its creditors with the objective of reaching an agreement that ensures the Company's financial viability, under the protection of article 5 bis of the Spanish Insolvency Law (*Ley Concursal*), which the Company intends to apply for as soon as possible.

Seville, on November 25th, 2015

**Forward-looking statements**

This communication contains forward-looking statements (within the meaning of the U.S. Private Securities Litigation Reform Act of 1995) and information relating to Abengoa that are based on the beliefs of its management as well as assumptions made and information currently available to Abengoa. Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal" or "target" or the negative of these words or other variations on these words or comparable terminology and include the statements above with respect to the Company's intention to continue negotiating with its creditors with a view to reaching an agreement on the Company's financial viability, under the protection of Article 5 bis of the Spanish Insolvency Act (*Ley Concursal*). Such statements reflect the current views of Abengoa with respect to future events and are subject to risks, uncertainties and assumptions about Abengoa and its subsidiaries and investments, including, among other things, the development of Abengoa's business, trends in its operating industry, and future capital expenditures. In light of these risks, uncertainties and assumptions, the events or

# **ABENGOA**

circumstances referred to in the forward-looking statements may not occur. None of the future projections, expectations, estimates or prospects in this communication should be taken as forecasts or promises nor should they be taken as implying any indication, assurance or guarantee that the assumptions on which such future projections, expectations, estimates or prospects have been prepared are correct or exhaustive or, in the case of the assumptions, fully stated in this communication. Many factors could cause the actual results, performance or achievements of Abengoa to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others: Abengoa's substantial short- and medium-term liquidity requirements; Abengoa's inability to complete its enhanced asset disposal plan by the end of 2016; Abengoa's inability to realize the anticipated strategic and financial benefits from its joint venture with EIG; Abengoa's substantial indebtedness; Abengoa's possible loss of control of Abengoa Yield; Abengoa's ability to generate cash to service its indebtedness; changes in general economic, political, governmental and business conditions globally and in the countries in which Abengoa does business; changes in interest rates; changes in inflation rates; changes in prices; decreases in government expenditure budgets and reductions in government subsidies; changes to national and international laws and policies that support renewable energy sources; inability to improve competitiveness of Abengoa's renewable energy services and products; decline in public acceptance of renewable energy sources; legal challenges to regulations, subsidies and incentives that support renewable energy sources; extensive governmental regulation in a number of different jurisdictions, including stringent environmental regulation; Abengoa's substantial capital expenditure and research and development requirements; management of exposure to credit, interest rate, exchange rate and commodity price risks; the termination or revocation of Abengoa's operations conducted pursuant to concessions; reliance on third-party contractors and suppliers; acquisitions or investments in joint ventures with third parties; unexpected adjustments and cancellations of Abengoa's backlog of unfilled orders; inability to obtain new sites and expand existing ones; failure to maintain safe work environments; effects of catastrophes, natural disasters, adverse weather conditions, unexpected geological or other physical conditions, or criminal or terrorist acts at one or more of Abengoa's plants; insufficient insurance coverage and increases in insurance cost; loss of senior management and key personnel; unauthorized use of Abengoa's intellectual property and claims of infringement by Abengoa of others intellectual property; changes in business strategy; and various other factors indicated in the "Risk Factors" section of Abengoa's Annual Report on Form 20-F for the fiscal year 2014 filed with the Securities and Exchange Commission on February 23, 2015. The risk factors and other key factors that Abengoa has indicated in its past and future filings and reports, including those with the U.S. Securities and Exchange Commission, could adversely affect Abengoa's business and financial performance. Abengoa undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, new events or any other type of development.