

## National Securities Market Commission

C/Edison 4  
28006 - Madrid

Abengoa, S.A. ("**Abengoa**"), in compliance with the provisions of article 82 of the Securities Market Act, hereby notifies the following

### Relevant Fact

On 30 September 2012, the Extraordinary General Shareholders' Meeting of Abengoa, under point six of the agenda, resolved to modify Article 8 of the company's bylaws in order to introduce a conversion right that enables shareholders of the company's Class A shares to convert them into Class B shares, until 31 December 2017 (the "**Conversion Right**"). The meeting also resolved to reduce the share capital by lowering the par value of a number of Class A shares, to be determined, by 0.99 euros per share, by creating a restricted reserve in accordance with Article 335 c) of the Capital Companies Act, integrating the shares for which the par value is reduced from their conversion into Class B shares; as well as requesting the admission to trading of the Class B shares and delegating the necessary powers to implement all of the above.

Likewise, the Extraordinary General Shareholders' Meeting of Abengoa held on 10 October 2015, approved to reduce the share capital by lowering the par value of each then outstanding Class A share from 1 euro per share to 0,02 euros per share and of each outstanding Class B share from 0,01 euro per share to 0,0002 euros per share, by creating a restricted reserve in accordance with Article 335 c) of the Capital Companies Act, for the same amount of the share capital reduction.

At the end of the fifteenth partial conversion period that ran from July 16, 2015 to October 15, 2015 (the "**Conversion Period**"), the company had received requests to convert a total of one hundred thirty three thousand six hundred and twenty six (133,626) Class A shares into Class B shares, after which, and in order to manage the conversion requests and in accordance with the resolutions adopted by the Extraordinary General Shareholders' Meeting of Abengoa of 30 September 2012 referred to in the above paragraph, the Company has declared the Capital Reduction approved by the Shareholders' Meeting corresponding to this Conversion Period as partially executed for an amount of two thousand six hundred and forty five euros with eighty euro cents (€ 2,645.80), by reducing the par value of total of one hundred thirty three thousand six hundred and twenty six (133,626) Class A shares, for which the par value will be reduced from one (1) euro per share to two thousandths euro (€0.0002) per share (the "**Shares Affected by the Conversion**").

As a result of the foregoing, the Shares Affected by the Conversion has been integrated, without being redeemed or exchanged and without interruption, within the Class B shares (the "**New Class B shares**"). The aforementioned capital reduction has

been duly registered in the Mercantile Register.

Having filed the relevant requests with the Governing Corporations of the Stock Exchanges of Madrid and Barcelona (the "**Stock Exchanges**") and with the National Securities Market Commission (the "**CNMV**"), the CNMV has confirmed compliance with the requirements for admission to trading on the Stock Exchanges of Madrid and Barcelona, which are planning to admit the New Class B Shares for trading, 2 November 2015.

Seville, 30 October 2015