

Comisión Nacional del Mercado de Valores
C/Edison, 4
28006 – Madrid

Abengoa, S.A. ("**Abengoa**" or the "**Company**"), pursuant to article 228 of the Restated Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October (el Texto Refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre), informs the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) of the following:

Material fact (Hecho relevante)

In connection with the information appeared in the media regarding the exchange ratio to be applied in a potential merger of the Company's two classes of shares, A and B, into a sole class, the Company informs that in accordance with the restructuring agreements announced through relevant facts on 11 August and 16 August (reference numbers 242039 and 242091 respectively), a proposal for the merger of the Company's currently existing two classes of shares in one single class will have to be submitted to the General Shareholders Meeting.

The Company, in order to fulfill such obligation, is analyzing the proposal that should be submitted to the General Shareholders' Meeting for its approval, and the Board of Directors has not yet adopted any decision in this respect.

Madrid, 19 September 2016