

Abengoa, S.A. (the "**Company**"), in compliance with the provisions of Article 227 of the Spanish Stock Market Act, hereby informs the National Securities Market Commission of the following

Other relevant information

Following the communications of inside information published by the Company on 6 August 2020 and other relevant information published on 4 September and 10 September (with official registry numbers 416, 4228 and 4361, respectively), in relation to the noteholders general meeting (the "**Meeting**") of the issuance of notes named (i) "EUR 806,222,430.266194 1.5 per cent. senior secured convertible notes due 2024 (Reg S ISIN: XS1978209002 / Rule 144A ISIN: XS1978209424); and (ii) USD 471,107,073.925454 1.5 per cent. senior secured convertible notes due 2024 (Reg S ISIN: XS1978209853 / Rule 144A ISIN: XS1978209937)"; and (iii) "EUR 52,771,428.733806 1.5 per cent. senior secured convertible notes due 2024 (Reg S ISIN: XS1978210273 / Rule 144A ISIN: XS1978210430); and (iv) USD 30,836,395.074546 1.5 per cent. senior secured convertible notes due 2024 (Reg S ISIN: XS1978210869 / Rule 144A ISIN: XS1978210943)" (the notes that conformed to the issuance described in items (iii) and (iv) shall jointly referred to as the "**Variable Notes**" and, together with the notes of the issuance described in items (i) to (iv) shall jointly referred to as the "**Notes**" and the holders of said Notes, the "**Noteholders**"), the Company announces that the Meeting has been held today, having approved the decisions attached as Appendix to the present communication regarding other relevant information. In this manner, the tabulation agent will proceed to adhere to a restructuring agreement named Amendment and Restructuring Implementation Agreement signed on 6 August 2020, between the Company, several companies of its group and a group of financial entities and investors which participate in the existing financial debt (the "**Restructuring Agreement**"), in representation of all the noteholders, in accordance with the terms of the proposal of novation and restructuring which was provided to all the Noteholders and will formalise the operations included in such agreement.

ADDITIONAL INFORMATION

The following means of contact have been made available for the purpose of providing or clarifying any information related to this Meeting.

The Tabulation Agent

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In accordance with the provisions of Article 228.1 of the Spanish Stock Market Act, it is hereby stated that the information contained in this communication has the condition of inside information under the terms described in Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014.

Seville, 23 September 2020

APPENDIX

AGREEMENTS ADOPTED BY THE MEETING

- 1) Amendment of the terms and conditions of the agreement called Group Intercreditor Agreement as set out in the Restructuring Agreement.
- 2) Approval of the relevant consents and waivers required to be approved by the holders of the Notes as set out in Appendix 4 to the Amendment and Restructuring Consent Request Letter dated 6 August 2020.
- 3) Acknowledgement that, in accordance with the Senior OM Notes Terms and Conditions, the Senior OM Noteholders were allowed to convert their Senior OM Notes into shares of Abengoa Abenewco 1, S.A. under certain circumstances. However, the conversion of the Senior OM Notes in accordance with the Amended and Restated Terms and Conditions will be mandatorily made into shares of Abengoa Abenewco 2 Bis, S.A.

According to the Restructuring Agreement, Abengoa, S.A, Abengoa Abenewco 2 Bis, S.A. and Abengoa Abenewco 1, S.A. undertake to use their best endeavours, cooperate and negotiate in good faith with the NM2 Creditors' and the Senior OM Creditors' representatives of the Restructuring Ad Hoc Committee and agree, prior to the Implementation Date, the legal implementation steps (in form and substance satisfactory to the NM2 Creditors', Senior OM Creditors' and representatives of the Restructuring Ad Hoc Committee, but taking into account tax, corporate, accounting and cost analysis) required to exchange, after the Conversion Date, the shares of Abengoa Abenewco 2 Bis, S. A. issued to the Senior OM Creditors (in exchange for the Senior OM Debt) into, at each Senior OM absolute discretion, shares of Abengoa Abenewco 1, S.A. (either ordinary shares or non-voting shares).

- 4) Appointment of the Tabulation Agent as proxy (through a power of attorney) to enter into on behalf of the Noteholders an accession deed to the Restructuring Agreement and any document in connection with the Restructuring, as a private or public document, and appear before a Spanish public notary in order to formalise and raise to public status of Accession Deed to the Restructuring Agreement and any document in connection with the Restructuring in accordance with the terms and conditions set out therein.
- 5) Request the Commissioner to appoint KPMG LLP as Appraiser as defined in the terms and conditions of the Notes, only regarding the Variable Notes.
- 6) Approval of the Minutes of the Meeting.