

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 2020 (with official registry numbers 416, 4228 and 4361, respectively), in relation with the noteholders general meeting (the “**Meeting**”) of the issuance of notes named EUR 1,148,126,558 1.5 PER CENT. SENIOR SECURED CONVERTIBLE NOTES DUE 2024 (REG S ISIN: XS1978320882 / RULE 144A ISIN: XS1978321344); or USD 562,194,026 1.5 PER CENT. SENIOR SECURED CONVERTIBLE NOTES DUE 2024 (REG S ISIN: XS1978327622 / RULE 144A ISIN: XS1978328190) (the “**Notes**” and “**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. As a result, 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 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 the present communication has the consideration of inside information under the terms described in the 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 Notes as contemplated in the Restructuring Agreement and as substantially set out in the Amended and Restated Terms and Conditions; in so that, *inter alia*:
 - a. the Notes shall accrue PIK interest only from the Implementation Date, and all cash interest related provisions are deleted;
 - b. the final maturity date is amended to be the Conversion Date;
 - c. the Notes shall be mandatorily convertible on the earlier of (i) the Conversion Date and (ii) the date of occurrence of an Abengoa Insolvency Event; and
 - d. redemption only through equity conversion of the outstanding amount of the Senior OM Notes into shares of Abenewco 2 Bis representing 95% (indirect participation in ordinary shares of Abenewco 1 with such allocation as set out in Schedule 21 of the Restructuring Agreement, subject to dilution depending on (i) the level of acceptance by NM2 Creditors of the restructuring fee established in clause 2.4.1 of the Restructuring Agreement, and (ii) if prior to the conversion of the Senior OM Notes, (a) the guarantee (*garantía de rentabilidad*) under the A3T CB Put Option Agreement is exercised and the A3T CB Bondholder has elected to convert the NM2 Contingent MC Notes into ordinary shares of Abenewco 1, and/or (b) Abengoa becomes entitled to receive the relevant fee in accordance with the Abengoa Fee Letter.
- 2) Agree to the terms of the Restructuring Agreement.
- 3) 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.
- 4) Acknowledgement that, in accordance with the Terms and Conditions of the Notes, the Noteholders were allowed to convert their Notes into shares of Abengoa Abenewco 1, S.A. under certain circumstances. However, the conversion of the 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 substances 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 Noteholders (in exchange for said Notes) into, at each Noteholder absolute discretion, shares of Abengoa Abenewco 1, S.A. (either ordinary shares or non-voting shares).

- 5) 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 other documents 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 the Accession Deed to the Restructuring Agreement and any other documents in connection with the Restructuring in accordance with the terms and conditions set out therein.
- 6) Approval of the Minutes of the Meeting.