



# ABENGOA

## Revised Financing Structure – Summary Term Sheet

14 February 2017

ABENGOA

	New Money 1		
	New Money 1A		New Money 1B
	NM1A Initial Disbursement <sup>1</sup>	NM 1A Disbursement II (escrow account) <sup>2</sup>	
Amount	▶ €627.0m (US\$664.6m <sup>3</sup> )	▶ €212.0m (US\$224.7m <sup>3</sup> ) (net of commitment/underwriting fees)	▶ €106.0m (US\$112.4m <sup>3</sup> )
Cost	▶ 5% cash + 9% PIK	▶ While in escrow: 5% cash + 9% PIK or 14% PIK at the Company's election ▶ Once out of escrow: 5% cash + 9% PIK	▶ 5% cash + 9% PIK, accrued as incremental NM2
Priority / Waterfall	<ul style="list-style-type: none"> <li>▶ Subject to terms and conditions to be agreed by the NM1 Anchor Funders, including NM1/3 veto right in respect of disposals of ABY shares below US\$21 in certain circumstances: in respect of ABY shares proceeds, NM1A Initial Disbursement (€627m (US\$664.6m) + make whole and back-end fees and interest) may rank senior to NM1B on ABY proceeds; thereafter, pro-rata catch up repayment for NM1B. Thereafter, mandatory 100% sweep pro-rata to outstanding NM1A and NM1B</li> <li>▶ NM1A has priority over any cash in escrow repaid at the Escrow Long Stop Date</li> <li>▶ When the company has met the conditions to fully access the escrow cash, NM1A and NM1B will share pro rata in amounts in escrow (including any cash subject to A3T milestones)</li> <li>▶ NM1A and NM1B will share pro rata in A3T value/proceeds</li> </ul>		
Upfront fee / Underwriting fee	▶ 4% upfront fee (2% for non-early birds) ▶ 2% underwriting fee		▶ 4% upfront fee (2% for non-early birds). This fee does not accrue on NM1B but accrues as NM2 ▶ 2% underwriting fee
Back-end fee	▶ 5% first 24 months; 10% thereafter on outstanding amount of NM1A		▶ 5% first 24 months; 10% thereafter on outstanding amount of NM1B. This fee does not accrue on NM1B but accrues as NM2
Make whole	▶ NM1A minimum Money on Money (to be structured as a true-up of the back-end fee): 1.17x		
Other	<ul style="list-style-type: none"> <li>▶ Liquidity Test based on Liquidity Plan revised to reflect the structure</li> <li>▶ CPs: (i) revised Liquidity Plan to reflect the structure and proceeds of US\$895.7m (€845.0m) for the sale of ABY shares, (ii) transaction subject to satisfaction (or waiver) of relevant structural and legal CPs required to close and (iii) A3T specific CPs are satisfied or waived before any drawdown from the escrow</li> </ul>		

1. Immediately available to the Company  
2. To be disbursed into an escrow account on day 1  
3. FX \$/€: 1.06



New Money 1

New Money 1A

NM1A Disbursement II (escrow account)

All or part of the Escrow Loan may only be released from escrow in the following circumstances prior to 30 September 2017:

**1. Escrow Release Scenario 1**

US\$53m (€50m) of the Escrow Loan may be released if the Escrow Release Conditions are satisfied and the ABY share price is greater than or equal to US\$18 for eight consecutive valuation days.

The remaining US\$158.24m (€149.3m) (net of fees) of the Escrow Loan may be released (in accordance with A3T milestones) if:

1. the Escrow Release Conditions are satisfied and the ABY shares have been sold for greater than US\$895.7m (€845.0m) (net of fees); or
2. the Escrow Release Conditions (b) and (c) are satisfied, the *concurso mercantil* in respect of Abengoa Mexico is concluded with no material outstanding challenges affecting the A3T structure (in the reasonable opinion of the Majority QNM1 on the basis of legal advice and following consultation with Abengoa) and the ABY share price is greater than or equal to US\$18 for eight consecutive valuation days.

**2. Escrow Release Scenario 2**

US\$53m (€50m) of the Escrow Loan may be released if the Escrow Release Conditions are satisfied, the ABY shares have been sold for less than US\$895.7m (€845.0m) (net of fees) but greater than US\$731.4m (€690.0m) (net of fees).

The remaining US\$158.24m (€149.3m) (net of fees) of the Escrow Loan may be released (in accordance with A3T milestones) under this scenario if Abengoa and KPMG have produced a new liquidity plan within 15 days which has been approved by the QNM1 and signed by the Abengoa board of directors.

**3. Escrow Release Scenario 3**

US\$132.5m (€125.0m) of the Escrow Loan may be released if the ABY shares have been sold for greater than US\$895.7m (€845.0m) (net of fees) but only conditions (b) and (c) of the Escrow Release Conditions have been satisfied, and the *concurso mercantile* in respect of Abengoa Mexico is not concluded or there are material outstanding challenges affecting the A3T structure (in the reasonable opinion of the Majority QNM1 on the basis of legal advice and following consultation with Abengoa).

**Escrow Release Conditions:**

Prior to 30 September 2017:

- (a) in relation to Abengoa Mexico:
  - (i) a lock-up agreement with respect to an agreed reorganisation plan is signed by 60% (or such greater percentage as may be agreed) of creditors of Abengoa Mexico;
  - (ii) a contingent debt substitution agreement relating to certain terms of the agreed Abengoa Mexico reorganisation plan has been entered into by (amongst others) Abemex and the Conciliator; and
  - (iii) for the purposes of the contingent debt substitution, a valuation report has been obtained,

in each case in a form reasonably satisfactory to the Majority QNM1;

- (b) Mexican anti-trust clearance has been obtained in relation to the transfer of A3T; and
- (c) as at the date of release, the applicable conditions precedent relating to A3T have been satisfied or waived.

Escrow drawdown  
conditions