

## Ordinary General Shareholders' Meeting

The Board of Directors has agreed to convene an Ordinary General Shareholders' Meeting to be held at the registered office, Avenida de la Buhaira, nº 2, Seville, on 14 April at 7 pm, on first summons and, if need be, on second summons, the following day, 15 April at the same time and place. Below is the Agenda of the meeting:

**First.-** Study and approval, if applicable, of the Annual Accounts and the Management Report of the Company and its Consolidated Group for the 2006 financial year, in addition to the Board of Directors' management during the same period.

**Second.-** Study and approval, where applicable, of the Application Proposal of the Results for 2006.

**Third.-** Re-election or appointment, where applicable, of the Company and consolidated group's Auditor for the 2007 financial year.

**Fourth.** Modification of articles 44 and 46 of the Articles of Association, for the purpose of eliminating references to the Advisory Committee of the Board of Directors of Abengoa, S.A. and abolishing the aforementioned body.

**Fifth.** Modification of article 39 of the Articles of Association in order to increase the maximum number of Directors on the Board of Directors from nine to fifteen.

**Sixth.** - Appointment and re-election of directors, where applicable.

**Seventh.** - Modification of article 41 of the Articles of Association in order to include the authority of the Board of Directors to designate a Director as coordinator of external directors.

**Eighth.** - Modification of the minimum notice (one month) given in the announcement of the General Shareholders Meeting in articles 24 of the Articles of Association and article 5 of the Internal Regulations of the General Shareholders Meetings.

**Ninth.** - Authorisation of the Board of Directors to increase share capital, within the parameters set by law, without previously consulting the General Assembly, with the express authority to exclude the preferential subscription right in compliance with article 159.2 of the Law of Public Limited Companies, and revoking and cancelling the amount pending from the previous delegations granted by the General Assembly.

**Tenth.** - Extension of the Board of Directors' authorisation to issue stock, or other similar securities, fixed or variable yield, simple or guaranteed, convertible or non-convertible for shares, directly or through Group companies, in compliance with current law, thereby annulling previous authorisations granted, for the same purpose, by the General Assembly.

**Eleventh.** - Authorisation of the Board of Directors to derivatively purchase proprietary shares, directly or through Group companies, in compliance with current law, thereby annulling previous authorisations granted, for the same purpose, by the General Assembly.

**Twelfth.** - Delegate the Board of Directors to interpret, rectify, implement, formalise and enter the resolutions adopted.

**Thirteenth.** - Agree minutes as a correct record in accordance with any of the forms approved by law.

# ABENGOA

Shareholders shall be entitled to examine in the registered office and to request to be given or sent, at no cost, the Company and Consolidated Group's Annual Accounts and Management Report which are subject to this General Meeting's approval, including the Auditor's Report and the agreement proposal and supporting documentation. This information is also available on the website [www.abengoa.com](http://www.abengoa.com)

All shareholders with 1,500 or more shares shall be entitled to attend the General Meeting provided that at least five days before the date of the General Meeting the aforementioned shares are registered in the shareholder's name in the corresponding registry of entities belonging to the Registry, Compensation and Stock Liquidation Systems Management Society, S.A.U. (Iberclear), which must be certified by the attendance card issued by the aforementioned entities, with which each shareholder will be provided. Those shareholders with a smaller number of shares than the abovementioned limit may put their shares together so as to reach the required number and designate a shareholder to represent them. All shareholders attending the Meeting in person are reminded of the obligation to show the aforementioned attendance card or documents proving identity and ownership.

All shareholders entitled to attend may be represented at the Meeting by any person who is a shareholder.

***Notice: Experience has shown that the General Meeting will be held in all likelihood on the second summons, the 15 April at 7 pm.***

Seville, 9 March 2007  
Secretary to the Board of Directors.