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A free translation of the report on the consolidated annual accounts originally issued in Spanish and prepared in accordance with generally accepted accounting principles in Spain. In the event of a discrepancy, the Spanish language version prevails.

AUDITOR'S REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

To the Shareholders of
Abengoa, SA
Seville

We have audited the consolidated annual accounts of Abengoa, SA and its subsidiaries, consisting of the consolidated balance sheet at December 31, 2002, the consolidated profit and loss account and the related notes to the annual accounts for the year then ended, the preparation of which is the responsibility of the Directors of the parent Company. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work carried out in accordance with auditing standards generally accepted in Spain which require the examination, on a test basis, of evidence supporting the consolidated annual accounts and an evaluation of their overall presentation, the accounting principles applied and the estimates made. Our work did not include the audit of the annual accounts at December 31, 2002 of some companies listed in Appendix I and II of the enclosed consolidated annual accounts, in which Abengoa, SA holds an interest of participation and whose total assets and net income represent a 34,6% and 42,4% of the corresponding consolidated annual accounts, respectively. Said annual accounts of such companies have been examined by other auditors and our auditor's opinion on the consolidated annual accounts of Abengoa, SA and its subsidiaries is based, in respect of the investment on such companies, only on these other auditors' report.

In accordance with Spanish Corporate Law, the parent Company's Directors have presented, for comparative purposes only, for each item of the consolidated balance sheet and the consolidated profit and loss account, the corresponding amounts for the previous year as well as the amounts for 2002. Our opinion refers exclusively to the consolidated annual accounts for 2002. On March 4, 2002 we issued our audit report on the 2001 consolidated annual accounts, in which we expressed an unqualified opinion.

In our opinion, based on our audit and on other auditors' report (see Appendix I and II), the accompanying consolidated annual accounts for the year 2002 present fairly, in all material respects, the consolidated financial position of Abengoa, SA and its subsidiaries at December 31, 2002 and the consolidated results of its operations for the year then ended, and contain all the information necessary for their interpretation and comprehension in accordance with generally accepted accounting principles in Spain, applied on a basis consistent with that of the preceding year.

The accompanying consolidated Directors' Report for 2002 contains the information that the parent Company's Directors consider relevant to the consolidated companies' position, the evolution of its business and of other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the aforementioned Directors' Report coincides with that of the consolidated annual accounts for 2002. Our work as auditors is limited to checking the Directors' Report within the scope already mentioned in this paragraph and it does not include a review of information other than that obtained from the group companies' accounting records.

PricewaterhouseCoopers Auditores, S.L.


Raúl Oscar Febra Cemborain
Partner

February 24, 2003