

Comisión Nacional del Mercado de Valores
Markets Area. Supervision Management.
For the attention of Mr. Antonio Mas.

Paseo de la Castellana 19

28043 – Madrid

Madrid, 3rd June 2004

Subject: A relevant event. Notice of the General Shareholders' Meeting

Dear Sir,

As a consequence of the resolutions adopted at the meeting of this company's Board of Directors that was held on 23rd February 2004 and in order to comply with what is established in article 13 of Royal Decree 291/1992, of 27th March, and the concurrent provisions, on the updating of information from companies that issue securities that are accepted for trading on Stock Exchanges, we herewith forward a copy of the following documentation:

1. Text of the notice of the Ordinary General Shareholders' Meeting to be held on the 22nd June, upon first calling or the following day, the 23rd, upon second calling.
2. The Audit Report on the Annual Accounts of Befesa Medio Ambiente, S.A., for the financial year that commenced on the 1st January 2003 and closed on the 31st December 2003, including the Balance Sheet, the Profit and Loss Account, and the Annual Report, together with the Management Report and the resolution on the application of the result for said financial year. Originals are attached.
3. The Audit Report on the Consolidated Annual Accounts of Befesa Medio Ambiente, S.A. and its group of companies, for the financial year that commenced on the 1st January 2003 and closed on the 31st December 2003, including the Balance Sheet, the Profit and Loss Account, and the Annual Report, together with the Management Report for the aforementioned financial year. A photocopy is attached, given that on the 6th May last original copies were forwarded (CNMV entry register number 048992), and 2 original copies.

4. Proposal of resolutions the Board of Directors intends to have reviewed and approved at the Ordinary General Shareholders' Meeting.
5. The Board of Directors' Report on the bases and modalities to be proposed to the General Shareholders' Meeting for the issue of bonds that are convertible into shares.

The abovementioned documentation is forwarded in triplicate to the effects indicated in the National Stock Exchange Commission's Circular Letter 4/1998, with one copy being for the National Commission itself, and the other two copies to be forwarded by the same to the Governing Body of the Madrid and Bilbao Stock Exchanges, respectively.

The Annual Accounts of Befesa Medio Ambiente, S.A., the Management Report, the Resolution on the application of the result, and the Consolidated Annual Accounts of Befesa Medio Ambiente, S.A. and its group of companies will be submitted for approval at the Ordinary General Shareholders' Meeting to be held on the 22nd of June, upon first calling, (or if this were not the case, the 23rd June, upon second calling).

The mandatory notice in a newspaper in the province and in the Official Mercantile Registry Newsletter shall be published, within the legally established limits, within the next few days.

Once the General Shareholders' Meeting has adopted the aforementioned resolutions you will also be informed of the same for the indicated effects.

That is all for the present. In the meantime, I remain,

Yours sincerely,

Signed: Antonio Marín Hita
Legal Counsel Manager