

Auditor's PCAOB Report on Internal Control over Financial Reporting



Free translation of the report originally issued in Spanish.
In the event of a discrepancy, the Spanish language version prevails.

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REPORT OF INDEPENDENT AUDITORS

To the shareholders of
Abengoa, S.A.
Sevilla

We have audited the accompanying consolidated balance sheet of Abengoa, S.A. and its subsidiaries ("Abengoa") as of 31 December 2008 and the related consolidated statements of operations, shareholders' equity and cash flows for the year then ended. These consolidated annual accounts are the responsibility of Abengoa's management. Our responsibility is to express an opinion on these consolidated annual accounts based on our audit. We did not audit the accounts of certain subsidiaries detailed in Exhibit I and II of the consolidated annual accounts, whose accounts reflect total assets and revenues constituting 20% and 27%, respectively, of the related consolidated annual account amounts as of and for the year ended 31 December 2008. Those accounts were audited by other auditors (see Exhibit I and II of the consolidated annual accounts) whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included for those subsidiaries, is based solely on the report of the other auditors.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the annual accounts. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall annual account presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, based on our audit and the report of other auditors, such 2008 consolidated annual accounts present fairly, in all material respects, the financial position of Abengoa, S.A. and its subsidiaries as of 31 December 2008 and the results of their operations and their cash flows for the year then ended in conformity with International Financial Reporting Standards as adopted by the European Union.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States of America), Abengoa's internal control over financial reporting as of 31 December 2008 based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated 23 February 2009 expressed an unqualified opinion.

PricewaterhouseCoopers Auditores, S.L.

Gabriel López
Partner

23 February 2009



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REPORT OF INDEPENDENT AUDITORS

To the shareholders of
Abengoa, S.A.
Sevilla

We have audited Abengoa, S.A. and its subsidiaries' ("Abengoa") internal control over financial reporting as of 31 December 2008, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Abengoa's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Reports on Responsibility for Financial Statements and Internal Control over Financial Reporting. Our responsibility is to express an opinion on the effectiveness of Abengoa's internal control over financial reporting based on our audit. We did not examine the effectiveness of internal control over financial reporting of certain subsidiaries detailed in Exhibit I and II of the consolidated annual accounts, whose accounts reflect total assets and revenues constituting 18% and 22%, respectively, of the related consolidated annual account amounts as of and for the year ended 31 December 2008. The effectiveness of those subsidiaries' internal control over financial reporting was audited by other auditors (see Exhibit I and II of the consolidated annual accounts) whose report has been furnished to us, and our opinion, insofar as it relates to the effectiveness of those subsidiaries' internal control over financial reporting, is based solely on the report of the other auditors.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of annual accounts for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of annual accounts in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated annual accounts.



Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Reports on Responsibility for Financial Statements and Internal Control over Financial Reporting, management has excluded the entities indicated in Exhibit I to said Management's Reports from its assessment of internal control over financial reporting as of 31 December 2008 because they were acquired by Abengoa in a purchase business combination during 2008. We and the other auditors on which reports we rely, have also excluded the entities indicated in Exhibit I to said Management's Reports from our audit of internal control over financial reporting. The entities indicated in Exhibit I to said Management's Reports, are subsidiaries in the percentages indicate in said Exhibit I whose total assets and total revenues represent 1,3% and 0,1%, respectively, of the related consolidated annual account amounts as of and for the year ended 2008.

In our opinion, based on our audit and the report of the other auditors, Abengoa maintained, in all material respects, effective internal control over financial reporting as of 31 December 2008, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States of America), the consolidated annual accounts as of and for the year ended 31 December 2008 of Abengoa and our report dated 23 February 2009 expressed an unqualified opinion.

PricewaterhouseCoopers Auditores, S.L.

A handwritten signature in blue ink, appearing to read 'Gabriel López', written over a faint, larger version of the signature.

Gabriel López
Partner

23 February 2009

ABENGOA

Management's Reports on Responsibility for Financial Statements and Internal Control over Financial Reporting

Management's Report on Responsibility for Financial Statements

As members of the company management, we are responsible for the preparation of the consolidated annual accounts as of December 31, 2008, which have been prepared in accordance with international financial reporting standards and present fairly the Company's financial position, results of operations and cash flows. The consolidated annual accounts include some amounts that are based on best estimates and judgments made by the company.

The consolidated annual accounts, as of December 31, 2008, have been audited by the Company's independent registered public accounting firm, PricewaterhouseCoopers Auditores S.L. The purpose of their audit is to express an opinion, which is included in this Annual Report, as to whether the consolidated annual accounts as of December 31, 2008 present fairly, in all material respects, the Company's financial position, results of operations and cash flows.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting.

The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated annual accounts for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated annual accounts in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of the Company's assets that could have a material effect on the consolidated annual accounts.

Mod. F-2

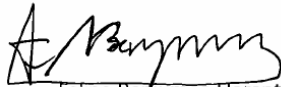



ABENGOA

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008, based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. In accordance with current regulation in this respect, Management excluded from the scope of its assessment of internal control over financial reporting as of December 31, 2008 the entities listed in Exhibit I, because they were acquired in a purchase business combination during 2008. The effect of the consolidation of these newly acquired businesses on the consolidated annual accounts represent 1% of total assets and 0.1% of total revenues as of and for the year ended December 31, 2008. Based on its assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2008.

The Company's internal control over financial reporting, as of December 31, 2008, has been audited by PricewaterhouseCoopers Auditores S.L, an independent registered public accounting firm, as stated in their report which is included herein.



Felipe Berjumea Llorente,
Chief Executive Officer



Amancio Sánchez Falcón
Chief Financial Officer



Enrique Borrero Lovera
Chief Consolidation and
Financial Reporting Officer

February 23, 2009

ABENGOA

Appendix I

Companies acquired in 2008 and excluded from SOX scope:

Company/Group excluded	% of shares held	Shareholder
Abencs Engineering Privated Ltd.	100.0%	Abener Engineering and Construction Services, LLC
DTN Holding Company, Inc.	100.0%	Telvent Export, S.A.
Sol 3G, S.L.	77.8%	Abengoa Solar, S.A.

Mod. F-2

