

Dear Sirs:

In response to your writ dated the 16th of October of 2003, and received in our offices on the 20th of October of 2003, we hereby reiterate our Relevant Facts dated 5th of December of 2002 and 10th of February of 2003, in where we informed you that in agreement with Law 44/2002 of 22nd of November, "Medidas de Reforma del Sistema Financiero", the Board of Directors of Abengoa, decided in its meeting of 2nd of December of 2002, the constitution of an Audit Committee, whose characteristics and updated composition are the following :

1. - Composition.

Three Directors will integrate on a permanent basis the Committee. Two of them will be non executive Directors, following in this sense the rule previewed in the above mentioned Law regarding the majority of non executive Directors that may integrate this Committee.

The position of President will fall obligatorily on one of the non executive Directors, and will rotate annually between them. The maximum duration of the position will not be superior to four years and will have to mediate a minimum term of a year between the re-election of the same Director as President.

2. - Designation.

The Audit Committee will initially be integrated by Mr. José Joaquín Abaurre Llorente and Mr. José Luis Aya Abaurre (non executive Directors) and by Mr. Javier Benjumea Llorente.

Mr. José Luis Aya Abaurre has been designated President of the Audit Committee .

The Secretary of the Audit Committee is Mr. Miguel Angel Jiménez-Velasco Mazarío, as Secretary of the Board of Directors.

3. - Functions.

The functions entrusted to the Audit Committee with non-delegable character are:

1. To inform on the questions that the shareholders raise in the General Meeting of Shareholders.
2. To propose to the Board of Directors for its submission to the General Meeting of Shareholders the appointment of the external Auditors of Accounts.
3. To supervise the services of internal audit.
4. To know the financial information process and the systems of internal control of the company.
5. Relationship with the external auditors to receive information on those questions that can put at risk the independence of these and on any others related to the process of development of the Audit of Accounts, as well as on those other communications stated in the legislation of Audit of Accounts and in the technical norms of auditing.

In this sense, and as we already informed you in our writs of 5th of December of 2002, the Board of Directors of Abengoa decided to propose to the next General Shareholders' meeting that was celebrated, the modification of the Company By-Laws in order to incorporate the forecasts established in the mentioned "Ley de Medidas de Reforma del Sistema Financiero" as needed, and according to Relevant Facts numbers 42527 and 42997 dated 9th of June of 2003 and 30th of June of 2003, the General Ordinary Meeting of Shareholders of Abengoa celebrated the past 28th of June 2002 agreed on the modification of article 44 of the Company By-laws , incorporating a new article 44. Bis, which incorporates the forecasts relative to the established Audit Committee as stated in Law 44/2002 "de Reforma del Sistema Financiero".

Finally we enclose once again for your certainty, the Regulation of the Audit Committee approved by the Board of Directors dated 24th of February of 2003.

Best Regards,