KPMG Auditores, S.L.

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Auditors' Report on the Annual Accounts

(Translation from the original in Spanish)

To the Shareholders of
Viscofan, S.A.

We have audited the annual accounts of Viscofan, S.A. (the Company), which comprise the balance sheet at 31 December 2003, the related statement of profit and loss for the year then ended and the notes thereto, the preparation of which is the responsibility of the Company's board of directors. Our responsibility is to express an opinion on the annual accounts taken as a whole, based on our examination which was conducted in accordance with generally accepted auditing standards in Spain, which require examining, on a test basis, evidence supporting the amounts in the annual accounts and assessing the appropriateness of their presentation, of the accounting principles applied and of the estimates employed.

In accordance with prevailing Spanish legislation, these annual accounts also include, for each individual caption in the balance sheet, statement of profit and loss and disclosure of source and application of funds, comparative figures for the previous year. We express our opinion solely on the annual accounts for 2003. On 25 March 2003 we issued our unqualified audit report on the 2002 accounts.

In our opinion, the annual accounts for 2003 present fairly, in all material respects, the shareholders' equity and financial position of Viscofan, S.A. at 31 December 2002 and the results of its operations and source and application of funds for the year then ended, and contain sufficient information necessary for their adequate interpretation and understanding, in accordance with generally accepted accounting principles in Spain applied on a basis consistent with that of the preceding year.

The accompanying directors' report for 2003, contains such explanations as the directors consider relevant to the situation of the Company, the evolution of its business and other matters, but is not an integral part of the annual accounts. We have verified that the accounting information contained therein is consistent with that disclosed in the annual accounts for 2003. Our work as auditors is limited to the verification of the directors' report within the scope described in this paragraph and does not include a review of information other than that obtained from the Company's accounting records.

Signed: KPMG AUDITORES, S.L.

Juan José Llorente
31 de marzo 2004

KPMG Auditores S.L. es miembro de
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