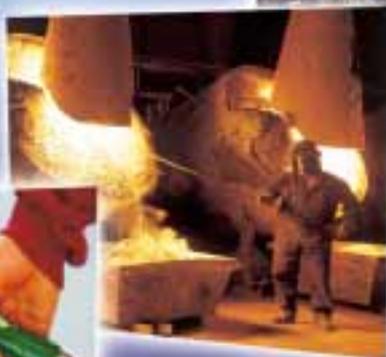


# ABENGOA

## Annual Report 2001

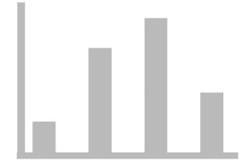


**Your Partner in Resources  
and Technical Solutions**

# Abengoa Highlights

Balance Sheet (millions of euros)	2001	% change	2000	1999	1998			
Total assets	2,100.6	+11.4	1,885.4	1,197.9	984.6			
Shareholders' equity	316.9	+4.9	302.0	200.6	184.5			
<b>Profit &amp; Loss Account (millions of euros)</b>								
Sales	1,379.9	+14.5	1,204.6	866.2	785.2			
EBITDA	166.5	+31.8	126.3	88.3	75.0			
Operating profit	116.9	+37.2	85.2	53.4	48.3			
Net profit attributable to parent company	41.5	+15.0	36.1	21.9	19.1			
Net cash flow (after tax profit+amort.& deprec.+prov.)	107.0	+20.5	88.8	55.6	48.1			
<b>Significant variables</b>								
Margin (% EBITDA/sales)	12.06		10.48	10.19	9.55			
Net debt/shareholders' equity	0.55		0.59	-0.61	-0.28			
EBITDA/financial profit or loss	3.21		6.18	-5.11	4.32			
<b>Returns (after tax profit as %age of):</b>								
- shareholders' equity (ROE)	13.09		11.96	10.92	10.79			
- total assets (ROA)	1.97		1.92	1.83	2.02			
<b>Per share figures:</b>								
- earnings per share	0.46		0.40	0.28	0.26			
- dividend per share	0.14		0.12	0.08	0.07			
<b>Activity abroad (millions of euros)</b>								
<b>Exports and local company sales</b>	<b>2001</b>		<b>2000</b>		<b>1999</b>		<b>1998</b>	
- USA	5.8	0.4%	2.8	0.2%	0.3	0.0%	0.0	0.0%
- Latin America	336.7	24.4%	352.3	29.2%	346.4	40.0%	349.8	44.6%
- Europe (excluding Spain)	125.8	9.1%	76.5	6.3%	41.8	4.9%	24.2	3.1%
- Africa	9.4	0.7%	14.2	1.2%	12.4	1.4%	6.9	0.8%
- Asia	22.9	1.7%	10.6	0.9%	4.6	0.5%	21.0	2.7%
Total abroad	500.6	36.3%	456.4	37.8%	405.5	46.8%	401.9	51.2%
Total Spain	879.3	63.7%	748.2	62.2%	460.7	53.2%	383.3	48.8%
Consolidated total	1,379.9	100.0%	1,204.6	100.0%	866.2	100.0%	785.2	100.0%
<b>Personnel</b>								
<b>(Average number of employees)</b>	<b>2001</b>	<b>2000</b>	<b>2001</b>			<b>Spain</b>	<b>Abroad</b>	<b>Total</b>
Spain	5,539	5,562	- Engineers and other university graduates			726	524	1,250
Abroad	3,999	4,028	- Technicians			388	280	668
Total	9,538	9,590	- Clerical staff			714	516	1,230
			- Manual workers			3,711	2,679	6,390
						5,539	3,999	9,538

# General Description



## Highlights of the year 2001

- In 2001 Abengoa carried out various operations in pursuit of the objectives defined in the strategic plan produced in 1996, when the company was first listed on the stock exchange. In recent years, corporate management has sought to use returns on Abengoa's traditional activity as a springboard to develop businesses with greater value added and to achieve greater diversification in terms of activities and geographic areas.

Developments in 2000 (mainly the acquisition of Befesa and the start-up of the first bioethanol production plant) were built on in 2001 with further strategic operations, resulting in the configuration of Abengoa as a technological company with a solid market presence in the environment sector, providing environmental services (Befesa) and producing fuel from renewable sources (bioethanol).

- Strategic operations carried out in 2001 included the following:
  - Abengoa's environment division (specialising in hydraulic projects and environmental engineering) became part of Befesa through a 12,287,418.99 € increase of capital, with the transfer of the assets of Abensur Servicios Urbanos, S.A. as a non-cash contribution.

- Disinvestment in wind energy operations. The sale of the assets conforming Abengoa's wind energy activity, including shares in Desarrollos Eólicos, S.A. and in subsidiaries engaged in wind farm development and rights to develop new wind farms, was executed on 30 October 2001. The transaction, amounting to 109 million € at the close of 2001, is not considered to have been finalised until the pertinent administrative authorisations have been granted and is therefore not reflected in the 2001 accounts. The authorisation has been applied for and is expected to be issued sometime in the first half of 2002.

- Abengoa increased its bioethanol production capacity with the acquisition of the US company High Plains Corporation (HIPC), an operation completed in 2002. HIPC is the fifth biggest bioethanol producer in the United States and owns three production plants with the capacity to produce 85 million gallons (332 million litres) a year. It reported sales of USD 150 million in the financial year ending June 2001, representing a total investment of USD 100 million. The second bioethanol plant in Spain (Bioetanol Galicia), with a production capacity of 100 million litres a year, was also completed in 2001.

These operations undertaken in 2001 resulted in the configuration of Abengoa as an industrial and technological company operating through four business segments:

- **Bioethanol**
- **Environmental Services**
- **Systems and Networks**
- **Industrial Engineering and Construction**

## General description and organisation

- Abengoa was formed in Seville in 1941. Until 1996 it operated as an engineering company undertaking a range of activities. It is now an industrial and technological company that provides solutions for sustainable development, the information and knowledge society and the creation of infrastructures.

At the close of 2001, Abengoa had a stock market capitalisation of 625 million €, operated in 38 countries and reported sales of 1379.9 million € and EBITDA of 166.5 million €.

# General Description



- Abengoa operates through four business segments:



Percentage of sales 2001

8%

27%

15%

50%

Percentage of EBITDA 2001

13%

27%

14%

46%

- These four business segments engage in the following activities:

- Bioenergy**

This area of activity involves the production of ethyl alcohol from vegetable matter (cereals, biomass). The alcohol, known as bioethanol, is used to manufacture ETBE (petrol additive) or is blended directly with petrol and gas oil. As it is a renewable energy, it contributes to reducing net CO<sub>2</sub> emissions (greenhouse effect).

- Environmental Services**

This business segment provides aluminium waste recycling, salt cake recycling, zinc waste recycling, industrial waste management, industrial cleanup services and environmental engineering (engineering and construction for water treatment and waste management).

- Systems and Networks**

The activity of this segment focuses on the integration of control and information systems and private networks and infrastructure for vertical markets including energy, environment, traffic, transport and telecommunications, with offerings based on an innovative combination of technology, infrastructure and content.

- **Technology:** providing solutions based on both in-house and third-party products.

- **Infrastructure:** providing spaces specifically designed and fitted out for the co-location and operation of computer and telecommunications equipment.

- **Content:** developing real-time control, management and information systems for target markets.

- Industrial Engineering and Construction**

Engineering, construction and maintenance of electrical, mechanical and instrumentation infrastructures for the energy, industrial, transport and service sectors. Development, construction and operation of industrial plants and conventional power plants (cogeneration and combined-cycle) and renewable energy facilities (bioethanol, biomass, wind, solar and geothermal). Turnkey telecommunications networks and projects.

## Key figures for 2001

### Sales

- Consolidated sales as at 31/12/01 were 1379.9 million €, up 14.5% on the previous year.
- Sales reported in 2000 were 39.1% higher than in 1999.
- The increase in sales in 2001 can be attributed to growth in the Bioenergy business segment, where sales rose from 41.7 million € in 2000 to 108.5 million € in 2001, and in the Environmental Services business segment, where sales rose from 193.6 million € in 2000 to 369.9 million € in 2001.

# General Description



## EBITDA

- EBITDA (earnings before interest, taxes, depreciation and amortisation) amounted to 166.5 million €, 40.2 million € more than in 2000 (31.8% increase).

## Net profit after tax

- Net profit after tax attributable to the parent company rose from 36.1 million € in 2000 to 41.5 million € in 2001, up 15% with an increase of 5.4 million €.

## Net Cash Flow

- Net cash flow for 2001 was 107 million €, 18.2 million € more than in 2000, representing an increase of 20.5%.

	2000 (Mill.euros)	2001 (Mill.euros)	% change 01/00
<b>Profit &amp; Loss Account</b>			
Sales	1,204.6	1,379.9	14.5%
EBITDA	126.3	166.5	31.8%
Profit attrib. to parent company	36.1	41.5	15.0%
Net cash flow	88.8	107.0	20.5%
<b>Earnings per share</b>			
	+0.40	+0.46	15.0%

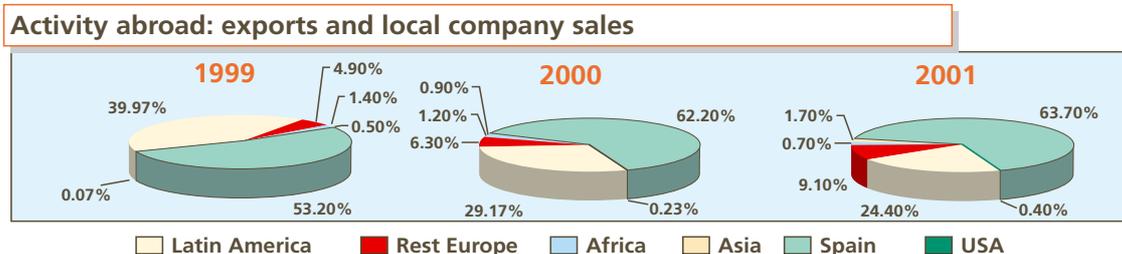
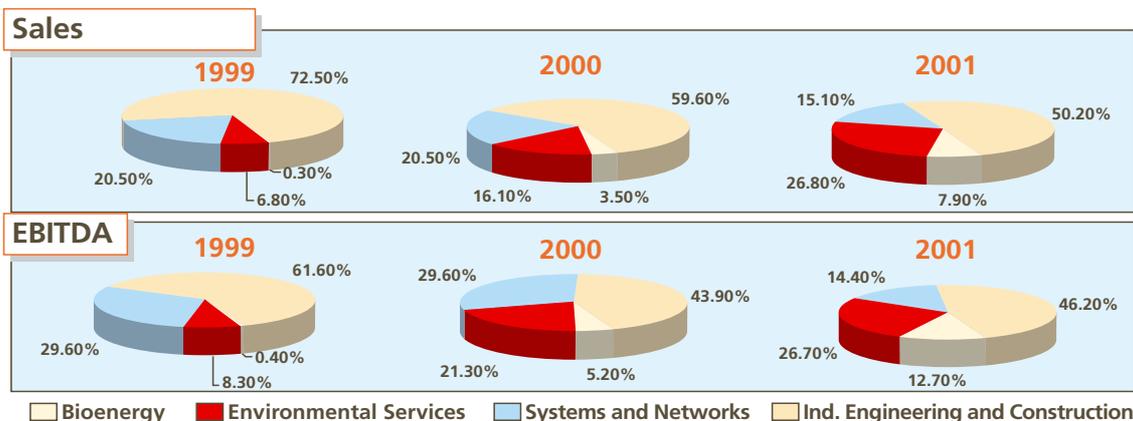
## International activity

- In 2001 there were also significant changes in the weight of Abengoa's activity abroad, which continued to represent a significant share of Abengoa's business. Specifically, sales

abroad accounted for 500.6 million € (36%) of the 1379.9 million € total sales reported in 2001. Sales in Spain amounted to 879.2 million € (64%) compared with 748.2 million € in 2000 (62%).

**Local operations**, that is, sales by local companies based in other countries, amounted to 298.3 million €, accounting for **21.7%** of the total sales

## Sales by Business Segment



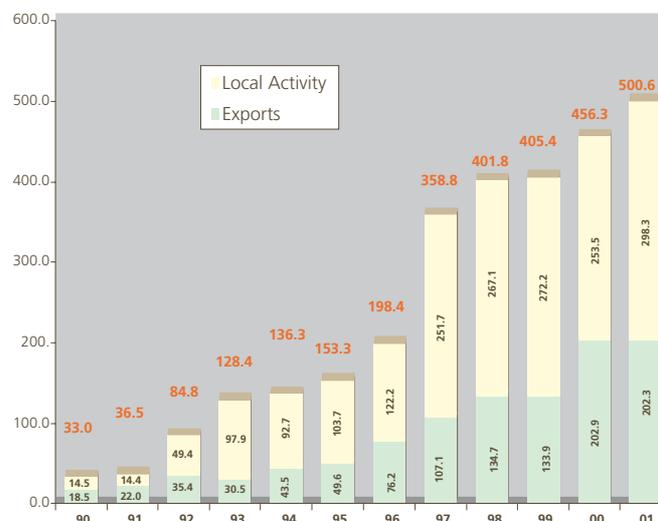
# General Description



figure for 2001, while **exports** from companies based in Spain totalled 202.3 million € (14.6%). In 2000 sales by local companies abroad accounted for **21%** of the total figure and exports **16.8%**.

A notable development in 2001 was the change in the percentage shares of geographic areas in total sales. Latin America's contribution fell from 39.97% in 1999 to 29.17% in 2000 and still further to 21.58% in 2001, while Spain and the rest of Europe increased their share of total sales. These percentages can be expected to be altered further with the geographic diversification resulting from the incorporation of High Plains in 2002.

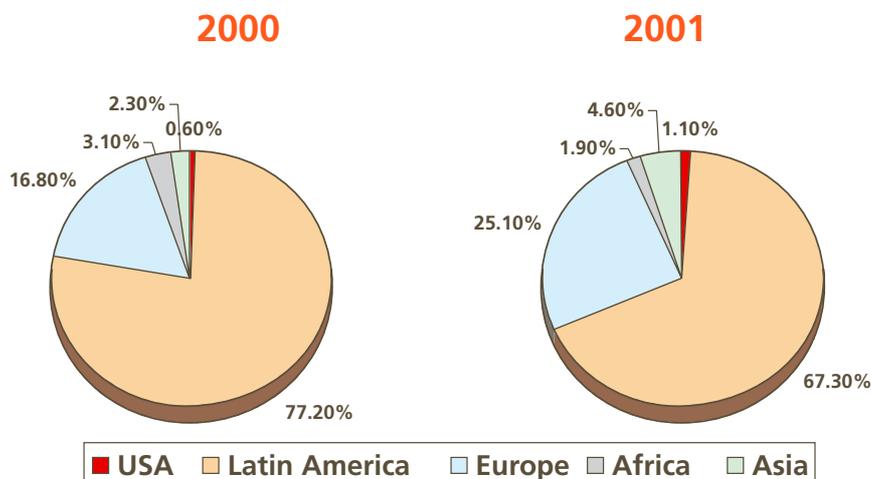
## Activity abroad (millions of euros)



## Share performance

- According to the figures supplied to the company by Servicio de Compensación y Liquidaciones de Valores, S.A. (securities clearing and settlement service) on the occasion of the last General Meeting held on 24 June 2001, Abengoa, S.A. had 5559 shareholders and a free float of 47.98% as of that date, excluding the interest held by the controlling shareholder Inversión Corporativa I.C., S.A. and its subsidiaries Finarpisa and Ibisa (52.02%).
- According to the figures supplied to the company by Sociedad Rectora de la Bolsa de Valores de Madrid (governing body of the Madrid Stock Exchange), 27,507,941 shares were traded in 2001. The average volume of daily trading over the year was 110,031 securities compared with 53,207 in 2000 (up 106%). Minimum, maximum and average listed share prices in 2001

Activity abroad by continent 2000-2001 as a percentage of total sales abroad



were 6 €, 9.28 € and 7.75 € respectively, taking into account that the face value of shares was reduced from 1 € to 0.25 € as a result of the share split effected in July 2001.

The closing price quoted for Abengoa shares in 2001 was 6.91 €, 18.6% lower than on 31 December 2000 and 285% higher than the share price established for the public offering of shares on 29 November 1996.

---

# Bioenergy

---

- Production of ethyl alcohol from vegetable products (cereals, biomass). The resulting alcohol (bioethanol) is used to manufacture the fuel additive ETBE or is blended directly with petrol or gas oil. As it is renewable energy, net CO<sub>2</sub> emissions are reduced (greenhouse effect).







## Bioenergy

The object of Abengoa's new bioenergy business segment is the production of bioethanol, an activity which began with the construction and operation of the bioethanol plant located in Cartagena (Ecocarburantes Españoles, S.A.). The segment received a big boost in 2001 with the acquisition of the US company High Plains Corporation.

Ethyl alcohol (bioethanol) is produced from vegetable matter (cereals and biomass). The bioethanol is used as an oxygenated fuel additive and to boost the octane rating of petrol. It is either directly blended with petrol or first transformed into ETBE.

Bioethanol is a renewable energy source that contributes to making Spain less dependent on other countries for its energy and to reducing net CO<sub>2</sub> emissions.

### US market

High Plains is the fifth biggest bioethanol producer in the US and has three facilities in York (Nebraska), Colwich (Kansas) and Portales (New Mexico) with a total production capacity of 325 million litres. With the acquisition of High Plains, Abengoa has successfully penetrated a market that is regulated to encourage the use of biofuels. Regulations introduced to promote their use include a long-term exemption from the hydrocarbon tax and the compulsory use of oxygenated additives in urban areas where the octane booster MTBE is being phased out (California will be the first state to implement the ban on MTBE on 1 January 2003). The purchase of High Plains also brought with it the acquisition of differential expertise relating to the operation of ethanol plants and R&D, thanks to the extensive, exceptional experience of its management team.



### Spanish market

Abengoa's bioenergy operations in Spain currently include the Ecocarburantes Españoles, S.A. production facility in Cartagena with the capacity to produce 100 million litres and the Bioetanol Galicia, S.A. plant under construction in Teixeira, with the capacity to produce a further 126 million litres and scheduled to commence production in the second half of 2002. Abengoa has been granted exemption from the tax on hydrocarbons for the ethanol produced at a third facility with a production capacity of 200 million litres, which will be built in Balbifafuente in the province of Salamanca and operated by Biocarburantes de Castilla y León, S.A., a company in which Abengoa and Ebro Puleva, S.A. each have a 50% ownership interest.



---

# Environmental Services

---

- **Aluminium waste recycling. Salt cake recycling. Zinc waste recycling. Industrial waste management. Industrial cleanup services and environmental engineering (engineering and construction for water treatment and waste management).**



# Environmental Services



The environmental services business segment underwent far-reaching changes once again in 2001, reflecting the dynamic trends that characterise the sector.

In 2001 Befesa Medio Ambiente, S.A., acquired by Abengoa in June 2000, contributed its first full year's results to the company. During the year, all of Abengoa's environmental activities were grouped together under Befesa, according to plan.

The most significant development in this regard was the integration of all the environmental activities carried out through Abensur Servicios Urbanos, S.A. in Befesa. This was achieved by an increase of capital in July, which was wholly subscribed by Abengoa, with the assets of Abensur being transferred to Befesa as a non-cash contribution. Abensur, a company that provides engineering and construction for hydraulic and water treatment projects, complements Befesa's range of activities and resources perfectly and has contributed to substantially reinforcing its environmental engineering operations.

The close of Befesa's financial year has been adjusted to coincide with the calendar year and therefore with the close of all Abengoa's activities.

In a sector where the process of consolidation and concentration is still a predominant trend, Befesa has been successful in further strengthening its market presence by introducing new services for its customers and incorporating new companies. Befesa has redesigned its commercial organization, which now operates on the basis of geographic areas, with task coordination at the national level and a "multi-product" approach to commercial operations, promoting the "unique" image of Befesa, with a view to offering waste producers an integral service.



Befesa's activities are currently structured into the following areas of business:

- **Aluminium waste recycling**
- **Salt cake recycling**
- **Zinc and desulphurisation waste recycling**
- **Industrial waste management**
- **Hydrocarbon and industrial cleanup**
- **Environmental engineering**

Since its formation in September 1993, Befesa has expanded rapidly, focusing its drive on recycling and industrial waste management. It currently employs 1200 people and operates through more than 50 companies in the Iberian Peninsula and abroad. In 2001 the company managed and treated 985,000 MT of industrial waste, which represents an increase of more than 46%. These figures are proof of Befesa's beneficial contribution to protecting the environment.

The economic slowdown also affected the environmental sector, particularly in the latter months of 2001. Demand fell sharply, as did the price of certain recycled products. However, in spite of these adverse conditions, the environmental services business segment reported good results once again in 2001.



# Environmental Services



## Metallic waste

### Aluminium waste recycling

Befesa is the leading Spanish operator for the integral recovery of aluminium waste and scrap and the production of secondary aluminium alloys. It is also the top European operator in the recycling of waste containing aluminium.

The secondary aluminium market, like the zinc market, was affected, particularly in the latter part of the year, by a big drop in prices and, more importantly, by a sharp fall in demand.

Nevertheless, Befesa achieved satisfactory results in 2001, owing to its wide range of products and to its high level of technological expertise, which enables it to improve processes continually. New contracts were won for ingoting strips, the company's star product, and business was given a significant boost by our Ukrainian subsidiary's products. The Ukrainian company Donsplav, in which Befesa has a 51% ownership interest, commenced its secondary aluminium operations in 2001.



All in all, Befesa treated over 171,000 MT of aluminium waste in 2001, more than 10% up on the previous year, figures that confirm its irrefutable leadership position in Spain in this sector.

### Salt cake recycling

Salt cake is highly toxic waste produced during the aluminium waste recycling process. It is essential that this salt cake be recycled in order to bring the recycling cycle round full circle and ensure full reuse of waste containing aluminium and achieve zero waste.

Befesa is the only company in Spain with the facilities and expertise to provide an integral aluminium recycling service.

Befesa currently operates the only salt cake recycling plant in Spain. The facility incorporates in-house technology and can treat over 100,000 T of salt cake, the capacity required to treat all such waste generated in Spain.

Operations also commenced at the first and only facility of this kind in the UK in 2001, significantly expanding our international presence in a field of activity key to providing customers with an integral recycling service. The plant has the capacity to treat 100,000 T of waste a year. The activity is also considered to be one of the pillars of our growth strategy in the area of integral aluminium waste treatment services, essential to building up a strong position in what promises to be a high-growth sector around the world and to providing those who generate waste the full range of integral recycling services required to achieve zero waste.



# Environmental Services



In 2001 Befesa treated over 136,000 MT of salt cake, 40% up on the previous year.

## Zinc and desulphurisation waste recycling

2001 was a particularly difficult year for the zinc waste recycling sector; zinc prices fell sharply to the lowest level in twenty years, the downward trend finally denting our margins. However, we managed to return satisfactory results, thanks to our strong market position, coupled with the strategic position of our activity that has put us ahead of other zinc waste recyclers in Spain and allowed us to achieve spectacular growth in product sales.

Befesa is the only Spanish company that provides an integral steel EAF dust collection and treatment service. In 2001 an important agreement was signed to treat EAF dust generated by the Basque Country iron and steel industry. Under the agreement, Befesa will provide the most advanced, long-term, integral environmental solution to deal with some 130,000 T of waste produced by the industry in the region each year. Not only does the agreement provide us with a basis on which to extend our facilities, it is also a further reflection of its spirit of collaboration with waste producing industries in the quest to find viable, environmentally acceptable solutions permitting sustainable growth.

In 2001 Befesa treated over 223,000 MT of waste containing zinc and waste from desulphurisation, more than 3% up on the previous year. The total production of marketable products increased by more than 6% to over 371,000 MT.



## Industrial waste management

Spain is still lagging behind many European countries in terms of the volume of the industrial waste management market. Following the trend of recent years, Spain continued to narrow the gap with its European neighbours, achieving very attractive rates of growth.

## Non-metallic waste

Befesa once again stepped up its commercial and coordination efforts, with a view to offering our customers optimal, integral solutions in this area of activity, which includes operations relating to waste transfer stations and environmental facilities for the physico-chemical treatment and inertisation of waste and ordinary and secure waste disposal sites.



# Environmental Services



As a result of these efforts, the volume of industrial waste managed in 2001 increased by 82% to a total of 279,000 MT.

In order to offer our customers a fully reliable, integral service, Befesa's state-of-the-art facilities include a number of waste transfer stations and two environmental facilities, which are the most advanced and comprehensive in Spain. Over the year, the physico-chemical treatment and inertisation facilities were modernised and extended to provide the capacity to treat over 300,000 MT of waste a year and a storage capacity of over 6 million m<sup>3</sup> of industrial waste.

Befesa also has the most complete environmental facility in Argentina, equipped with a 900,000 MT secure disposal site, an industrial waste incineration and inertisation plant and facilities for the recycling and recovery of waste fuel.



## Hydrocarbon and industrial cleanup services

In view of Befesa's increasingly strong market presence in the hydrocarbon and industrial cleanup sector, this new business area was created in 2001 to manage all our activities in this area.

2001 was the first full year of operation for the company Tratamiento de Aceites y Marpoles, S.L. (Tracemar), formed at the end of 2000 and in which Befesa and Urbaser each have a 50% ownership interest. The company, which collects, treats, recovers and regenerates used oils, was set up with a view to joining forces to offer more effective solutions to the serious environmental problem of dealing with oily waste generated in Spain.



Tracemar carries out all the activities required to treat used oil and Marpol waste (oily waste from boat cleaning) and other port and garage recyclables.

# Environmental Services



Compañía Unión Química Naval e Industrial (Unquinaval) was acquired at the beginning of 2001. It has its headquarters in Cadiz and its main business is the treatment of waste petroleum. It also carries out activities relating to the cleaning and repair of tanks in general and service station petrol tanks, including degasification. It also treats and manages all hazardous waste petroleum in the Canary Islands. Its main customers include companies such as Cepsa and CHL.

Befesa's drive to expand in the hydrocarbon and industrial cleanup sector resulted in an important development after the close of the financial year: the acquisition of 70% of the Berako Group in March 2002, with a purchase option for the remaining 30%.

The Berako Group, formed in 1977, consists of four companies (Berako, S.A., Hidro-Clean, S.A., Hidro Limp, S.A. and Ecomat, S.A.) and has facilities in Vizcaya and Catalonia. It provides highly specialised, cleanup services incorporating a high level of technological expertise throughout Spain for sectors including the petrochemical industry, the iron and steel industry and the energy industry. It also provides services for the cleaning of crude oil tanks nationwide using an innovative automatic cleaning process.

Using both permanent and mobile facilities, the Berako Group is one of the leading companies in this sector and has an extensive customer base, which includes large and medium-sized companies, institutions and local administrations.

With these acquisitions, Befesa has established a leadership position in the refinery and industrial cleanup sector nationally and has strengthened its business base in a sector with very promising growth prospects.

Also in this area of business, Befesa recycles most of the plastic greenhouse covering waste produced in Spain and provides an effective solution for PCB contaminated equipment through Etrinsa, a company in which Befesa increased its ownership interest from 50% to 100% in 2001.

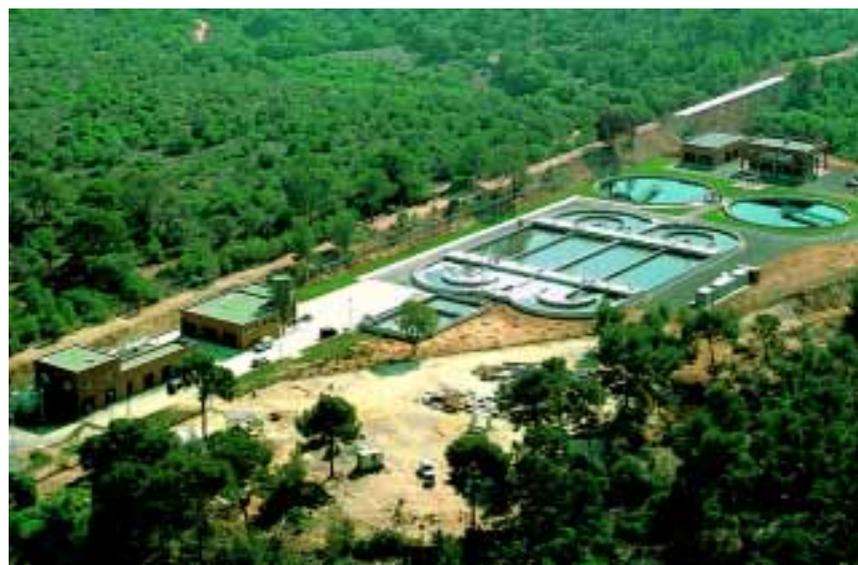
Befesa managed and treated more than 175,000 MT of such waste in 2001, a remarkable increase of 260% compared with the previous year.

## Environmental engineering

The environmental engineering operations of the Befesa Group are implemented through the companies Abensur, Abensur Medio Ambiente and Felguera Fluidos.

In an increasingly dynamic market, where Abensur's traditional lines of business, namely hydraulics, hydroelectric power stations, water treatment and desalination, are particularly in demand, this area of business continued to grow, achieving high levels of market penetration, as a result of a high level of competitiveness and the application of highly effective, leading edge technical solutions. In the water market, particularly purified and desalinated water reuse, trends pointed to sustainable growth.

The desalination of seawater and brackish water is an important alternative source of water for the water supply system, providing an additional guarantee to



# Environmental Services



traditional surface and groundwater resources. In 2001 we participated in various national and international fora on desalination and secured the contract for a desalination facility in El Atabal, with the capacity to desalinate 165,000 m<sup>3</sup>/day of water for Malaga's water supply, earning us the position of leaders in the sector.

As in 2000, there was an increase in the number of invitations to bid for water-related projects issued by the Ministry for the Environment, our main client, the state-owned Hydrographic Basin and Agricultural Infrastructure companies, responsible for investment in modernising irrigation systems, and the rest of the public sector, including regional governments and municipalities responsible for urban sewerage and wastewater treatment works, which are required to be completed by 2005 according to EU directive 91/271.

Other marginal activities, such as hydrological-forestry restoration, recovery of public domain hydraulics, cleaning up river beds, dam maintenance, preservation and exploitation of hydrological systems, etc., have begun to gain budgetary importance.

The most significant contracts secured in 2001 include the El Atabal desalination facility for Acusur, with the capacity to desalinate 165,000 m<sup>3</sup> a day for Malaga's water supply, part XIII of the Sewage and 100% Water Purification Plan for Canal de Isabel II and Section I, pressurisation of the Cortes reservoir and the Júcar-Vinalopó water transfer for Aguas del Júcar, S.A.

The National Hydrological Plan, including the Ebro water transfer to Catalonia and the Mediterranean Levante, and the National Irrigation Plan, which are now both in progress, boosted Abensur's traditional business of hydraulic projects.

Projects carried out abroad include the drinking water supply project for the municipality of Loja (Ecuador) and work has begun on the 8420 m<sup>3</sup> a day wastewater treatment plant for the towns of Buin Oriente, Linderos, Paine and Alto Jahuel for Emos, the Metropolitan Wastewater Company of Santiago, Chile.



# Environmental Services



The most significant projects carried out in 2001 include:

Uptake, 39 km conveyance system and a water purification plant capable of handling 500 l/s, extendable to 1000 l/s, for a population of 175,000 inhabitants in the municipality of Loja (Ecuador).

Sea outfall for the wastewater treatment plant in Baix Llobregat (Barcelona) for Depurbaix, S.A. It is 3980 m long and has a nominal flow rate of 14.58 m<sup>3</sup>/s.

Pressurisation for the Negratín reservoir in Granada and for the 5445 m long Negratín-Almanzora water transfer with a nominal flow rate of 2m<sup>3</sup>/s at 421 m, constructed with varying diameters and materials, for Acusur.

Reverse osmosis seawater desalination plant producing up to 65,000 m<sup>3</sup> a day to supply the towns of the Campo de Cartagena (province of Murcia) for the Spanish Environment Ministry.

Reverse osmosis seawater desalination plant for Acusur producing up to 120,000 m<sup>3</sup> a day in Carboneras (province of Almería) for Acusur. It is the biggest desalination plant in Europe and provides irrigation water for the Campo de Níjar.

Desalination plant in El Atabal for Acusur to treat the brackish water from the Guadalteba-Guadalhorce, Viñuela and Limonero reservoirs and from the aquifer on which it is built, with salinity ranging between 6500 mg/l and 850 mg/l. It can handle up to 165,000 m<sup>3</sup> a day and provides the water supply for Malaga.

Wastewater treatment plant for El Vellón, El Molar and Pedrezuela (Madrid) serving a population of 12,000 for Canal de Isabel II. It has a flow rate of 3000 m<sup>3</sup> a day and operates using prolonged aeration (light load).

Wastewater treatment plant in Rincón de la Victoria for the Spanish Environment Ministry, with a flow rate of 4430 m<sup>3</sup> a day and serving a population of 65,000. It operates using a conventional biological process and tertiary treatments with sand filters and ozonation.



Extension of the Barranco Seco II wastewater treatment plant (Las Palmas) for the Spanish Environment Ministry, serving a population of 245,000. It operates on the basis of tertiary treatments using electro dialysis reversal (EDR) to provide 26,000 m<sup>3</sup> of water a day for irrigation purposes.

Wastewater treatment plant for the towns of Buin Oriente, Linderos, Paine and Alto Jahuel for Emos, the Metropolitan Wastewater Company of Santiago, Chile. It has a flow rate of 8420 m<sup>3</sup> a day, serves a population of 45,960 and operates using biological treatments with two active sludge lines and first-stage nitrogen removal.

In 2001 Abensur Medio Ambiente established itself as the company responsible for carrying out environmental engineering, development and construction for Befesa's industrial waste treatment and disposal projects.

In this sector, the activities carried out by Abensur Medio Ambiente centred on the design, engineering, site management, construction, installation, commissioning and maintenance of projects for urban solid waste, industrial waste and livestock waste treatment, environmental protection and associated plant and facility management and integral project development.

# Environmental Services



Some of the most significant projects carried out include:

Start-up of urban solid waste sorting and composting plant in Utrera (province of Seville). It has the capacity to treat 50,000 MT of urban solid waste a year and serves a population of 100,000.

Construction of a recycling and composting plant for urban solid waste and sludge from the wastewater treatment plant in Estepa (province of Seville). It can treat 34,000 MT a year and serves 70,000 inhabitants.

Construction of an urban solid waste recycling and composting plant for the Poniente Almeriense area in Gádor (province of Almería). It has the capacity to treat 130,000 MT of urban solid waste a year and is designed to serve a population of over 267,000.

Construction and commissioning of an urban waste transfer station and a Clean Point in the municipality of Santa María de Guía (Las Palmas, Gran Canaria). It has a transfer capacity of 30,000 MT of waste a year and serves a population of over 65,000.

Construction and commissioning of an urban solid waste transfer and compacting station in Tarragona for Mancomunitat d'Incineració dels Residus Urbans, with the capacity to handle 6500 MT of waste a month.

Construction of a slurry treatment and purification plant in Vilches (province of Jaén) It has the capacity to treat 200,000 m<sup>3</sup> of slurry a year and generates 15 MW of electricity.

## Felguera Fluidos

In 2001 Felguera Fluidos, a company which designs and constructs industrial plants and facilities to treat and purify industrial water and disposal-site leachates, continued to secure contracts and carry out projects for combined-cycle thermal power stations and iron and steel works. A new activity was the treatment of wastewater from the olive preparation and packaging process.



Felguera Fluidos also designed and built a leachate treatment plant for Urbaser to handle leachates from the biomethanisation facilities of the waste centre located in Avila. It has a nominal flow rate of 11,000 m<sup>3</sup> a year and uses a state-of-the-art two-stage, reverse-osmosis technology with CD modules, also known as plate membranes. It is the first facility in Spain to use this technology.



---

# Systems and Networks

---

- **Integration of control and information systems and private networks and infrastructure for vertical markets including energy, environment, traffic, transport and telecommunications, with offerings based on an innovative combination of technology, infrastructure and content.**



- **Technology: providing solutions based on both in-house and third-party products.**
- **Infrastructure: providing spaces specifically designed and fitted out for the co-location and operation of computer and telecommunications equipment.**
- **Content: developing real-time control, management and information systems for target markets.**

# Systems and Networks



The configuration of Abengoa's Systems and Networks business segment headed by Telvent was completed in January 2001 with the integration of Sainco and the companies it controls as a subsidiary of Telvent Sistemas y Redes.

With the creation of this new business segment, critical size, homogeneous technologies and a sound financial structure were achieved, key to being competitive in today's marketplace.

The tech slump in 2001 meant that many businesses in the technology and telecommunications sector were struggling. This affected some of Telvent's companies, as much of the capital expenditure and infrastructure deployment planned by these businesses was either postponed or cancelled altogether. However, the fact that we were able to rise to this difficult challenge, with Carrierhouse and Internet Datahouse reporting sales up 67% and 518% respectively on 2000, proves how effective and successful our business model and rigorous management approach are.

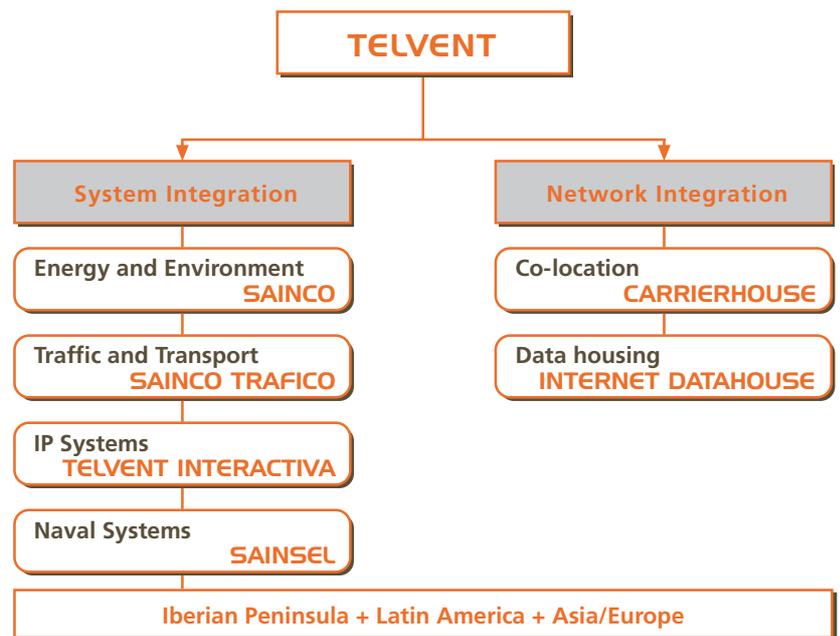
At Telvent, we are well aware of how important the efficient management of human resources is to achieving our objectives. Work therefore continued in 2001 to implement the Competency Management model following completion of the Selection and Training modules in Sainco and Abentel. In 2002 we will put the Performance Evaluation module into operation in these companies and implement it fully in all Telvent companies.

We are also aware of the importance of technological innovation. Major R&TD projects are implemented in all our business areas in cooperation with private and public entities both in Spain and Europe.

This strong commitment to the future resulted in us moving into new offices in Madrid equipped with the best, state-of-the-art facilities and located in a prime business environment, the Alcobendas Business Park.



Abentel became part of the Industrial Engineering and Construction business segment in December 2001, so that all activities relating to infrastructures are now grouped together in this segment.





## System Integration

### Energy and Environment

One of the objectives we have been pursuing for some time, that of balancing out our activity in Spain, Mexico and Brazil, was finally achieved in 2001, with each of these countries contributing 25% to total sales and representing the same percentage share of contracts in the forward order book for 2002.

Sainco's long-standing commitment to R&D&I was maintained in 2001, a key differentiating factor in our success and ability to outperform competitors.

We are currently leading an important European R&D project based on basic technologies such as microelectronic design and digital signal processing, to design a chip for broadband communications using the electricity network. The purpose of the project is to find economical solutions to the deployment of local area networks for private homes and small offices, using the electricity network to support them. The project is well advanced and all the technical challenges involved have been overcome.

As a result of ongoing innovation that keeps our product portfolio at the leading edge of industry developments, we added new supplementary equipment to it in 2001, including signal input/output cards, communication cards, etc. We received recognition of the quality of our R&D at the 2001 European Wind Energy Conference and Exhibition when our product known as Velflex, competing against 270 other entries, was awarded a prize for its outstanding contribution to the development of wind energy. Velflex is an advanced control system for the optimal orientation of wind turbines based on a digital signal processing system that supplies information about the wind turbine tower's degree of flexion. Sainco has patented this product.



In 2001 we initiated a self-assessment process based on the EFQM (European Foundation for Quality Management) **Business Excellence** model, using the tool known as *Perfil* developed by the CGC (Club de Gestión de la Calidad) which represents the EFQM in Spain.

Sainco's technological expertise and achievements in the rail sector earned it a contract for the power control system on the high-speed line that will link Madrid and Zaragoza in 2003 and which will eventually be extended to the border with France. This break into the high-speed train business marks a milestone, a before and after, in Sainco's activity in the rail sector.





# Systems and Networks

In the **environmental sector**, the meteorological area achieved particularly good results. Spain has a mature meteorology sector, with the most sophisticated, state-of-the-art systems available worldwide. Sainco prides itself on having been a National Meteorology Institute supplier for over 25 years and during this time has played a part in ensuring that the surface observation systems and the air navigation aid systems installed in all Spain's airports (AENA) are to the highest technological standard and fully operative. Endesa, which, like other big companies, is committed to environmental protection, entrusted the supply, installation and commissioning of the air quality monitoring network for its Los Barrios thermal power station in Cadiz to Sainco.

Sainco is also committed to expanding its environmental activities to foreign markets, such as Nicaragua, Colombia, Guatemala and Mozambique. Its forward order book for 2002 suggests that it will build up and reinforce its market presence in certain countries and capitalise on new environmental business opportunities.

In the **electricity sector**, important contracts were secured in the area of integrated control and protection systems for major customers including El Paso Energy in Brazil (Macaé Plant), the Federal Electricity Commission in Mexico (Pidiriegas 410 and 403) and Unión Fenosa in Colombia (Electrocaribe in Cartagena de Indias). In the electricity dispatching sector, particularly important contracts included the remote control and communications system for the distribution network in the city of Cochabamba in Bolivia for Elfec and the design of the electricity management and exchange system for Cepsa for participation in the Spanish electricity pool OMEL.

The first phase of the Electricity Distribution Management System in the city of Rio de Janeiro for Light was completed on schedule and the entire project is expected to be concluded by mid 2002. The transmission network emergency control system for ONS, Brazil's national operator, was also completed in 2001 (the contract for the second phase of the project has also been secured),



as was the project for the distributed control system of the urban solid waste plant in Cerceda.

Another important achievement was the deployment of 30 integrated control and protection systems for Endesa's distribution substations. This brings the total for the last two years up to fifty, and a further forty systems are on order for delivery during the next two years. As a result of these contracts, together with the systems supplied to REE and Unión Fenosa, Sainco is now the leading company in this sector in Spain.

In the **oil and gas sector** we won two new very important customers, namely Repsol YPF in Argentina and Techint. We have been awarded several major projects abroad, such as the control and communications system for the Pto. Rosales-La Plata oil pipeline extension in Argentina for Repsol YPF and the control system for the Oleoducto de Crudos Pesados heavy crude oil pipeline in Ecuador contracted through Techint SACI. The end customer is the consortium OCP Limited, whose main shareholders are Repsol YPF and Alberta Energy. We continued to provide maintenance services for the SCADA systems of the Pemex Gas national gas pipeline network and for the



# Systems and Networks



SCADA system of the Valle de México oil pipeline network for Pemex Refinación. The natural gas distribution network control system in Monterrey for Gas Natural, the digital monitoring and safety control system at the Dos Bocas crude oil storage terminal for Pemex E&P and the integral terminal operation control and monitoring systems (SIMCOT) in Cuernava, Cuautla and Toluca for Pemex Refinación were all completed on schedule.

In the **private networks** sector, progress was achieved in terms of activity and sales, and the year ended with good growth prospects for coming years. The strengthening of our position in this sector was based on an increase in business as integrators of private networks not only for control systems but also for other purposes such as voice transmission, video and corporate networks, etc. in target markets. As a result, the contracts secured in this area were worth more and were more impressive, a key factor in winning the confidence of customers.

The most significant project won this year was the Digital Trunked Radio System (TETRA) for the Federal Electricity Commission in Monterrey (Mexico).

**Sainco Mexico** won a particularly large volume of contracts in the electricity sector. Several years' work on control systems for substation automation has earned us the recognition of Mexico's Federal Electricity Commission, which is fully satisfied with the performance of the SICLE system for transmission substations and the SISCOPROM system for distribution substations. As a result, Sainco became the main supplier in Mexico of such systems, which were included in the integral construction package for the new transmission substations and lines forming part of the extensive network expansion plan that the Federal Electricity Commission is currently implementing and which will continue at the same pace into 2002.

In spite of the fact that activity to expand and modernise Pemex's infrastructure lost momentum in 2001 compared with other years, Sainco strengthened its position as one of the main control system integrators for the company, participating in significant projects involving complex safety



systems for the detection of gas and fire on various platforms and the Dos Bocas maritime terminal, one of the biggest of its kind in the world. We also implemented a busy programme of maintenance operations for the Pemex Gas SCADA and the Pemex Refinación Valle de México SCADA and completed and commissioned eight distribution terminal SIMCOTs.

We worked on the Computer-Aided Train Dispatching Project for Ferromex, which is due to be completed at the beginning of 2002. It is likely that the project will be extended to deploy a SIRAIL satellite rail traffic control system.

# Systems and Networks



## Traffic and Transport

Sainco Tráfico continued to expand according to the Strategic Plan. Growth was achieved both by opening up new markets and developing new products.

We penetrated two new markets: Central America and Southern Europe. In the Dominican Republic, specifically in the city of Santo Domingo, the first urban traffic control centre was put into operation, with 267 regulated intersections, although the system is designed to control over twice that number and is therefore capable of accommodating any future expansion of the city.

In Greece, we have already delivered half of the 32 automatic toll collection devices permitting toll payment by card for the Attiki Odos motorway near Athens.

Another important market in addition to these two new ones is Southeast Asia, particularly Malaysia, where we have been carrying out significant activities in Kuala Lumpur and Putrajaya over recent years.

Sainco Tráfico is therefore building up a strong international market presence through our subsidiaries. We have been operating in China for over ten years through our local company Sainco Electric Traffic, which has its head office in Peking, and we are continuously expanding in this market year after year. We have won contracts for various projects, such as the centralised urban traffic system in Zhengzhou and the Yantian-Bagang motorway traffic control and toll system. We have also completed several important projects including the Shenzhen 205 and 107 motorway toll management and control system, the Guangzhou 2<sup>nd</sup> Ring Road traffic control and toll system and the Shangdong motorway toll system.

Significant projects carried out in Brazil through our subsidiary Sainco Brasil include the centralised traffic light system in the city of Belo Horizonte, where we are setting up the centralised urban traffic control system known as Itaca, developed by Sainco Tráfico, which has already been deployed in Sao Paulo



(Brazil), Madrid and other cities with successful results. Also in Brazil, work continued on projects awarded in previous years, such as the metropolitan train ticket purchase and cancellation system in Belo Horizonte and the Intelligent Transportation System (ITS) for traffic control on the Anchieta-Imigrantes motorway.

Various projects have been carried out in Argentina through our subsidiary Sainco Argentina, including the RedEye traffic offence system integrated in the centralised traffic control system in Rosario, providing a solution to the serious problem of cars going through a red light for both pedestrians and drivers. We also continue to provide maintenance for the traffic systems in the cities of Buenos Aires, Rosario, Cordova and the inter-urban traffic control and toll system for the motorway to the west.



# Systems and Networks



In the Spanish market, Sainco Tráfico has strengthened its position in the ticketing system sector. We have already completed numerous ticketing projects and have won further contracts, such as one to install a ticket purchase and cancellation system on line 8 of the Madrid Metro, line 2 of the Bilbao Metro and the enclosure of various local train stations for Renfe in Barcelona (tariff integration phase 2). New contracts were also won in the urban traffic sector, including one for a centralised traffic control system in Pontevedra, and in the interurban traffic sector, with a project for a traffic management system for N-IV and N-V and the control system for roads to the Central Pyrenees and Andalusia (Despeñaperros section).

In addition to these new contracts, we carried out many more projects in 2001 including the following:

- Northwest Traffic Management Centre and Dynamic Signalling in the area of influence with a control centre in La Coruña and subcentres in Santiago, Mos (Vigo), Orense and Lugo.
- Maintenance of roads to Madrid and ring roads in Barcelona, Seville, Zaragoza and Santiago de Compostela.
- Integral maintenance of the Eix Transversal roads in Barcelona and high-capacity roads in Vizcaya.
- Toll management and control system for the Navarre motorways (Audenasa).
- Toll management and control system for the Alicante-Cartagena motorway (Ausur).
- Ticket purchase and cancellation system for Renfe local trains in Barcelona (tariff integration phase 1).

Sainco Tráfico has invested human and financial resources in R&D&I in order to launch new products, tailored to meet the current and future needs of our customers. These products have resulted in the creation of new activities, such as work carried out for Renfe and the Bilbao Metro and work in progress for the Madrid Metro: MobiFast, ticket purchase and cancellation system for rail transport, which is being deployed for all rail sector customers in Spain.



SmartTOLL is an intelligent toll management and control system for motorways, tunnels and bridges. It can be easily adapted and scaled to accommodate any future changes that may be required in the operation of the system. It is based on the massive use of dynamic tolling as a means of toll collection.

City traffic is becoming heavier and heavier and traditional solutions are no longer enough to deal with the problem. Sainco Tráfico has therefore developed MoviSmart as an integral solution to improve traffic circulation. In conjunction with Itaca, an Adaptive, Expert System, MoviSmart radically optimises journey times within cities, which also contributes to improving the environment.

2001 was a very busy year and one in which we earned the gratitude of a number of customers for our help with preparing and adapting their ticketing systems for the arrival of the euro, further evidence of our commitment to providing the highest standard of customer service.

# Systems and Networks



## IP Systems

In spite of the effect that the bursting of the tech bubble and the aftermath of the 11<sup>th</sup> September attacks had on business in 2001, Telvent Interactiva (TI) continued to move forward, achieving sustained growth. TI strengthened its position as an information systems company focussed on asset management and targeting sectors where the Systems and Networks business segment has already built up a market presence.

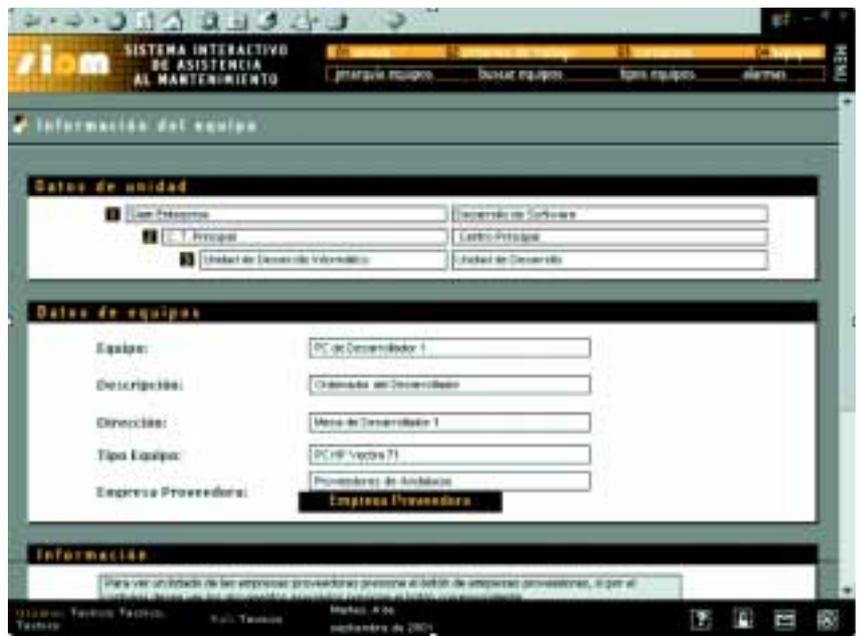
The public sector was the main source of growth, accounting for 80% of total sales in this area. Some of our most important customers in 2001 were the Cadiz Free Zone, RILCO and the Ministry of Science and Technology.

In the utilities sector we targeted energy and water companies, obtaining concrete results with customers such as Pemex, Remu and Giahsa.

TI has established the technological lines on which to base its solutions and we have signed strategic agreements with international partners. We have three TI competence centres: the Java Business Center, where work continued in cooperation with Sun; the Collaboration Excellence Center, which added new partners, namely Metastorm, Lexign and Hummingbird; and the Wireless Competence Center, where we opted to add a value-added company Viryanet to the existing partner Ericsson.

In 2001 we began building up our product portfolio, investing time and effort in R&D on a ongoing basis. Successful products include the following:

\*RILCO (Latin American Logistics and Trade Network) promotes trade exchanges between the EU and Latin America using a Business to Business (B2B) portal and providing digital signature management. This product is attracting the attention of businesses involved in foreign trade.



\* Intranet management: through the Illión and Pista cable projects, it provides collaboration services for businesses sharing an Intranet, for example, businesses located on the same industrial or technology park.

\* WWFM: through the SIAM and Serbenet Projects, a Maintenance Technician Management platform has been defined, designed to cut maintenance costs in big organisations.

# Systems and Networks



## Naval Systems

We continued business in the area of simulation for civil applications with the delivery of a navigation and fishing simulator for the Alhucemas Professional Technical Maritime Fishing Institute of the Moroccan Ministry of Agriculture and Fisheries.

We also completed the third phase of the contract for a visual system to be integrated in the navigation simulator installed at the Royal Moroccan Navy Naval School.

In the Maritime Traffic Control line of business, the Sines Maritime Traffic Control Centre in Portugal was put into operation and we won the contracts for the maritime traffic control centres in Ceuta and Melilla.

In collaboration with Sainco Tráfico, we developed a road maintenance fleet monitoring system to extend our range of fleet monitoring products.

In the military sector, work continued on activities relating to the F-100 frigates. We developed and installed new FDDI (fibre optic) cards for the Spanish Defence Ministry to update the data interface of the tactical consoles, replacing hardware that has become obsolete. The Defence Ministry has also commissioned R&D for a WECDIS (warship electronic chart display) prototype navigation console, which will eventually be installed in the Spanish Navy's main naval units.



We now have more than 50,000 m2 of space available in Madrid, Barcelona and Lisbon and more than 50 clients, who occupy over 50% of the total area.

Proof of the fact that our clients are solid, solvent businesses and that we have implemented successful marketing and risk management strategies is that far from losing clients in 2001, a year marked by a slump in the technological and telecommunications sector, we saw the number of clients increase by 353%. Various major clients moved into our Madrid, Barcelona and Lisbon buildings in 2001, including NTT Verio and Telia.

Carrierhouse also signed an important contract in 2001 with the US company TyCom, which will house its TelExchanges in Carrierhouse's buildings in Madrid, Barcelona and Lisbon.

AENOR issued Carrierhouse with the Company Registration Certificate under the UNE-EN ISO 9002: 1994 standard in 2001.

## Network Integration

### Co-location

Carrierhouse has become the leading provider of co-location services in the Iberian Peninsula, operating buildings designed to house the operating, switching and transmission centres (network nodes) of telecommunication operators and Internet service providers (ISP), ensuring the highest standard of security, protection and interconnection.





# Systems and Networks

## Data Housing

2001 was the first full year of operation for Internet Datahouse (IDH) in the hosting market, during which it established its position among the leaders of the sector in Spain.

IDH is the first neutral, independent platform to offer an integral outsourcing solution, providing the most effective e-business support in the Iberian markets. This solution is designed specifically to provide a differential quality service for Internet businesses that require a latest-generation technological platform and professional services in Data Centres. Based on leading-edge technology, the project enables us to offer a personalised solution that is modifiable, scalable and adaptable to the specific needs of each client.

At IDH, we continued work on the IDEAL research project for Internet Data Centres in Spain and Latin America, funded by the Ministry of Science and Technology as part of the Profit Project. In 2001 we successfully passed the first audit carried out by the Ministry, having met the objectives fixed by the project.



Another important development was the signing of a technical and commercial collaboration agreement between IDH and NTT/VERIO, which also included Carrierhouse, in whose facilities (Madrid 2 Building) the Japanese multinational has installed its Spanish data centre.



---

# Industrial Engineering and Construction

---

**Engineering, construction and maintenance of electrical, mechanical and instrumentation infrastructures for the energy, industrial, transport and service sectors. Development, construction and operation of industrial plants, conventional power plants (cogeneration and combined cycle) and renewable energy facilities (bioethanol, biomass, wind, solar and geothermal). Turnkey telecommunications networks and projects.**



# Industrial Engineering and Construction



## Energy

- In 2001 work continued on the construction of the bioethanol production plant in Teixeira Curtis (La Coruña) for Bioetanol Galicia, which will have a production capacity of 126 million litres of alcohol a year. Engineering work also began on another plant in Salamanca for Biocarburantes de Castilla y León, which will produce 200 million litres of alcohol a year.
- In the biomass sector, work continued on the construction of a 25 MW biomass plant fired by straw and forestry waste for Energía Hidroeléctrica de Navarra in Sangüesa (Navarre).
- In the area of cogeneration and energy efficiency the following projects were carried out.
  - In March the combined-cycle cogeneration plant was put into operation for Sniace at its factory in Torrelavega (Cantabria). The plant is equipped with two 41.5 MW gas turbines.
  - Final testing was completed successfully at the pig slurry treatment and disinfection plant in Vilches (Jaén), equipped with three 15 MW gas engines, for Procesos Ecológicos Vilches, S.A.
  - Work continued on the construction of a 25 MW simple-cycle natural gas-fuelled cogeneration plant for Bioetanol Galicia in Teixeira Curtis (La Coruña).
  - A 48.4 MW combined-cycle cogeneration plant, equipped with one gas turbine and one steam turbine, was put into operation for Torraspapel at its factory in Motril (Granada). Construction work on a 30 MW simple-cycle power plant with a gas turbine for GDP Energía (Portuguese gas company) and EDP Cogeração (Portuguese electricity company) in Carriço (Portugal) is now nearing completion and the testing period is in progress.



# Industrial Engineering and Construction



The construction of an 8 MW power generation plant for Nuegas supplied by the El Romeral gas fields in Carmona (Seville) is now nearing completion.

The 42.1 MW San Carlos II heavy fuel oil diesel power station in Baja California (Mexico) constructed for the Mexican Federal Electricity Commission was put into operation.

Work began on the repowering of the El Sauz thermal power station in Mexico, which will be upgraded from a simple-cycle power station to a 413.6 MW combined-cycle power station for the Federal Electricity Commission.

In 2001 Abener continued to operate the following cogeneration plants:

15 MW combined-cycle cogeneration plant fuelled by liquefied natural gas for Precosa (Delphi España-General Motors) at its factory in Puerto Real (Cadiz).

19.7 MW combined-cycle cogeneration plant fuelled by liquefied natural gas for Enernova Ayamonte (Acuinova-Pescanova) at its fish farm in Ayamonte (Huelva).

21.5 MW simple-cycle cogeneration plant with fuel engines for Covisa (DSM Deretil) at its facility in Villaricos (Almería).

12.7 MW simple-cycle cogeneration plant with fuel engines for Aprofursa (Furfural Español) in Alcantarilla (Murcia).

Power generation plants supplied by the gas deposits at Las Balbuernas, Écija (3 MW), Las Viñeulas, Écija (3MW), and Las Barreras, Camas, Seville (5.8 MW).



# Industrial Engineering and Construction



- Nuegas is a company in which Abengoa has a majority interest and which operates in the hydrocarbon exploration and exploitation sector.

Nuegas currently has three electricity-generating plants in operation with a total power output of 12 MWe. Two of the plants, Las Balbuenas and La Viñuela, which have a power output of 3 MWe each, are at the concessions El Ruedo-1, El Ruedo-2 and El Ruedo-3. Las Balbuenas is located in Écija (province of Seville) and La Viñuela in Fuentes de Andalucía (province of Seville) and they are supplied by production from the Córdoba C-1A and Córdoba B-2 wells. The third plant, located at the Las Barreras concession, has a power output of 6 MWe and is supplied by the San Juan V-1 (Seville) and San Juan V-6 (Camas) wells.

As at December 2001, the three plants had produced approximately 59.2 million Nm<sup>3</sup> of gas (around 206,300 MWh).

In 2001 work was carried out on the reinterpretation of seismic data from previous campaigns and the one conducted in 2000. Work has also begun on reinterpreting data for the wells already drilled, including both productive and unproductive wells.

Nuegas wholly owns the operating concessions for El Ruedo-1, El Ruedo-2, El Ruedo-3 and Las Barreras and therefore acts as operator for them.

An 8 MWe electricity generation project is expected to start production in the first quarter of 2002. Located in Carmona (Seville), the plant will be supplied by production from four wells known as El Ciervo-1, Sevilla-1, Sevilla-3 and Santa Clara. This work is being carried out at the El Romeral-1, El Romeral-2 and El Romeral-3 concessions, in which Nuegas has a 25% interest.

Nuegas has a 15.22% interest in the prospecting licences for Bricia and Arcera under which it drilled the El Coto-1 well to a depth of 4670 metres in the municipality of Polientes (Cantabria) on



a budget of approximately 12 million US dollars. The well has now been abandoned and sealed owing to the difficulties encountered in conducting production testing.

Following the analysis of the data from prospecting and exploration activities undertaken in 2000 and the drilling campaign carried out in 2001 at the Marismas B-1, Marismas C-1, Marismas C-2 and Rebujena operating concessions, production was started at the Z-3ST deviated well located in Hinojos (Huelva). The other well that showed positive results during the campaign was the La Cerca well located in the municipality of Aznalcázar, where production is expected to commence in the first quarter of 2002.



# Industrial Engineering and Construction



## Installations

Inabensa achieved optimum results in 2001 in terms of sales (205.3 M€), contracts won (218 M€) and net profit. 2001 was therefore a year in which our position as an industrial engineering and construction company was considerably strengthened.

The outlook for 2002 is also good, in spite of the fact that the performance of the Spanish economy and the world economy in general, if as predicted, will not be conducive to the growth of our business. The expansion of activities on foreign markets has been and will continue to be a key factor in coming years, as the forward order book includes contracts for projects abroad worth over 140 M€ as at 31 December 2001, in addition to sales by the concessions in Brazil, which will add up to more than 500 M€.

On foreign markets, Inabensa continued to pursue its objective of further internationalising activities, mainly in Europe, Africa, Central America y Asia, aiming to be involved in major infrastructure, industrial and energy projects.

The development of new products, activities and services based on advanced management systems and new technologies is aimed at diversifying our traditional business activity and improving competitiveness. An example of this is the work carried out by Inabensa in the area of solar energy and fuel cells, which has led to the setting up of two specialised companies.

The strength of Inabensa lies in its firm commitment to quality and customer service, which it maintains by making optimum use of technical and financial resources and its highly qualified, specialised human resources.

Significant projects carried out in Spain include the following:

Construction of Pazos-Atios/Mos 220 kV lines for Unión Fenosa, Benejama 132 kV double circuit Alcudia-Alcoy link for Iberdrola and Trillo-Calatayud and Soto-Penagos 400 kV lines for REE.

Commissioning of the 132 kV substations at the Torraspapel cogeneration plant in Motril, the 220 kV substation at the Repsol Petróleo cogeneration plant in La Coruña and work at the 220 kV substation in Ormaiztegui (Guipúzcoa) for Iberdrola.

Among other projects for the Madrid Metro, the project to interconnect the Estrella-Conde de Casal-López de Hoyos-Gregorio Marañón substations, the renovation project on line 10 and the new 1500 V DC electrical substation at the Cuatro Vientos coach yard.

Extension of air traffic control centre at Palma de Mallorca Airport and the construction of a new electrical substation at Alicante Airport. In temporary partnership with other companies, works to upgrade Santiago de Compostela Airport to category II/III and a new air traffic control centre at Gavá (Barcelona) for AENA.

Electromechanical installations at the new Isla de la Cartuja clinic (Seville) for Asepeyo. In temporary partnership with other companies, the construction of the new Local Police building in Huelva and the complete remodelling of the Chapín stadium (Jerez de la Frontera) to be used in the coming World Equestrian Games in 2002.

Installation of two 40 MW gas turbines at the cogeneration plant being built by Energy Works at Gepesa's facility in Cartagena for General Electric International Inc.



# Industrial Engineering and Construction



Installation of equipment, prefabrication and installation of piping for the Teixeira bioethanol plant (La Coruña), installation of a 28 MW turbine and associated systems and a biomass-fired fluidised bed boiler at the EHN cogeneration plant in Sangüesa (Navarre) for Abener Energía.

Electrical and instrument maintenance at the Compounding and Lexan I plants in Cartagena, for General Electric Plastics España, at the La Rábida refinery in the province of Huelva, for Cepsa, and at the Palos de la Frontera plant also in the province of Huelva, for Enagás.

Supply and electrical and instrument installations for the extension of the PVC section at the Vilaseca facility (Tarragona) for Aiscondel.

Electrical and instrument installations at the Lexan I and II plants in Cartagena for General Electric Plastics España.

Remodelling of Cadiz station, underground lines and electrification for the Ministry of Development.

Also for RENFE, the modernisation and improvement of the overhead contact line on the following sections: Valchillón-La Roda, San Cristóbal-Aranjuez, La Negrilla, Málaga-Fuengirola, Cerdilla-Cotos and at Ponferrada station and Tardienta station.

Other significant projects include the work to change the voltage from 3 kV DC to 25 kV AC on the Madrid-Seville AVE (high-speed train) line at Santa Justa station and Atocha station.

LV switchboards and motor control centres, protection boards and 6.3 kV cubicles for the two generating units of the Iberdrola combined-cycle power stations in Castellón, LV switchboards and motor control centres for the two generating units of the combined-cycle power stations in San Adrián de Besós and San Roque for Endesa and Gas Natural, the same equipment for the diesel power stations in Ibiza, Ceuta and Punta Grande and for Endesa's Son Reus and Iberdrola's Pasajes thermal power stations.



Inabensa carried out a significant number of projects abroad, including:

Engineering, supply, installation support and commissioning of the Peñas Blancas 230 kV substation for Instituto Costarricense de Electricidad.

Engineering, supply and installation of rural electrification equipment, phase II, for the Kenya Power & Lighting Co. Ltd. (Kenya).

Work to reinforce substations and HV, MV and LV networks and to extend the Tinteniac 90/20 kV substation for Electricité de France (EDF).



# Industrial Engineering and Construction



Engineering, supply, installation and commissioning of the Nouakchot and Rosso 230 kV substations and the 90 kV line between Matam and Kaedi. Extension of the Kaedi-Boghué section of the Mauritania-Senegal interconnection for Sogem/OMVS.

Electrical installations at the new Ford Trim plant in Salvador de Bahía (Brazil). Amazon project.

Engineering, supply, installation, commissioning, maintenance and operation of the extension of the 525 kV North-South interconnection I for Aneel (Brazil). Samambaia-Itumbiara and Samambaia-Emborcação transmission lines and associated substations.

Design, engineering, supply, installation and commissioning of the Izmir 25 kV AC railway line between Basmane-Menemen-Aliaga and Alsancak-Cumaovasi for Turkish State Railways (TCDD).



## Protisa

Protisa continued to expand its traditional activities including the supply and installation of thermal and acoustic insulation, refractories, passive fire protection and industrial doors, also seeking to incorporate associated activities and products, such as the removal of asbestos from facilities and photoluminescent signage.

The most significant projects included:

Supply of more than 500 sound-proof and fire doors for the Carlos III National Cancer Research Centre in Madrid.

Removal of asbestos thermal insulation from two boilers and piping at the Solvay Química plant in Torrelavega (Cantabria), confining the works to a 6000 m<sup>2</sup> polyethylene film bubble with all openings hermetically sealed.

Installation of the refractory for three furnaces and the ducting system of the hydrocracking facility at the Repsol IPF refinery in Tarragona for Foster Wheeler.



## Morocco

Two contracts for the Office National d'Electricité (ONE) involving the electrification of 74 villages were completed as part of the PERG rural electrification programme.

In the area of mobile telephone network deployment, phases 3 and 4 of the construction of rural and urban GSM mobile telephone sites were carried out for Mediatecom through Siemens AG.

In addition to the rural electrification projects, the ONE has also issued various invitations to bid for work to strengthen its 400 and 225 kV transmission network (interconnected with Spain) and its 60 kV distribution network.

The tenders submitted by Inabensa in consortium with Inabensa Maroc are worth over 300 M€.

# Industrial Engineering and Construction



Supply and installation of the smoke evacuation and sectoring system for the Bonaire shopping and leisure centre in Valencia, using ventilators and automatic smoke barriers for fire protection, for Sulzer.

Installation of thermal insulation for the piping and equipment of two 48,800 kW twin cogeneration plants located at the Michelin tyre factories in Valladolid and Vitoria.



## Telecommunications

### **Abentel**

Abentel's activity was affected by the slump in the telecommunications sector, which was at its worst so far in 2001, as it struggled to rally, with businesses up for sale, layoffs, restructuring and suspended payments. Investment in telecommunications was therefore at an all-time low.

In spite of this, we met overall targets for the year thanks to a solid contract portfolio, mainly with its customers Telefónica and Jazztel.

Work continued on the contracts involving the installation and maintenance of external plant in ten Spanish provinces for Telefónica. In all these provinces and in two others, we also carried out work to install and maintain customer equipment for private households and businesses, with a large number of ISDN and ADSL installations in businesses.

In 2001 we implemented what we call the Integra Project for a part of the activity carried out with Telefónica, which is the result of a competitiveness and quality plan, which was set in motion in 2000. One of the most important innovations is that service orders are dispatched and performed using mobile telephones with GPRS technology, which is a completely new development in Spain.

We continued work on an integral operation for Jazztel involving the engineering, planning, construction and laying of a fibre optic network, including subscriber access facilities, together with improvements in its network deployment management information systems

For other fixed and cable operators, such as BT, Metrored, Supercable, Madritel, etc. we continued to carry out work of various kinds to provide integral services connected with the construction of their respective networks. An important contract with a fixed operator was the one signed with TyCom to condition the switching nodes of its fibre optic trunk network deployed in the Iberian Peninsula. This was probably the most significant contract secured in 2001 in that it contributes to achieving our aim of broadening our customer base, it was won in the face of fierce competition on the strength of Abentel's extensive experience and proven track record, which played a key role in differentiating its tender from others, and it involves a new activity that will afford new business opportunities.



# Industrial Engineering and Construction



Activity in the mobile telephony sector in 2001 did not entirely live up to expectations. The current state of UMTS technology meant that these new networks were not deployed as planned and work in this area was confined to completing the deployment of the GSM networks of existing operators at a slower pace. Abentel's work in this sector included two main projects: engineering and construction of mobile telephony base stations for Amena and the supply and installation of radio link equipment for Vodafone.

Another important activity in 2000 was the provision of outsourcing services for the sector's manufacturers and technology providers, an area of business we embarked on in 2000 when we won a multi-year contract with Ericsson España for internal plant engineering for its switching centres and associated facilities. In 2001 we extended outsourcing services to include the installation of radio links.

Abentel completed a large part of the work to condition the buildings where Carrierhouse undertakes its housing operations. Abentel's activity as a constructor for Carrierhouse is a good example of the synergy existing between companies belonging to the group.

Another landmark development in 2001 was the start of R&D&I work at Abentel through two projects: the Integra Project mentioned above and the Siloc Project, involving the implementation of a vehicle tracking system using GSM mobile telephone networks. Our Information Systems Department played a key role in each of these projects, using the experience and expertise gained through its work with geographic information systems (GIS) and information systems for network deployment management to develop new products like these and others aimed at operation support systems (OSS).

Finally, Abentel continued its operations abroad, with good results for the year in Portugal and the discovery of interesting business opportunities in other countries, such as Mexico and Costa Rica.

## Marketing and Manufacturing

### Nicsa

Nicsa was successful in meeting the targets set for 2001. It increased its market presence substantially, building up its leadership position in the supply of electrical, instrumentation and communications materials to the chemical and petrochemical industries, refineries, combined-cycle power stations, nuclear power stations, thermal power stations and heavy industry in general.

Nicsa is a company oriented toward engineering projects and is capable of covering entire projects or providing a certain range of materials. Our experience in this area enables us to act as a system integrator and to design, select, supply and test complete systems in compliance with specific technical requirements and the individual needs of each project.





The most significant projects carried out in 2001 included:

- Projects in Spain:
  - Repsol YPF, Hydrocracker, Tarragona. Integral supply contract for electrical material and instrumentation.
  - General Electric Plastics. Lexán II Plant. Supply of cables, grounding systems, lighting, cable trays, conduits, junction boxes, power points, engine-control, push button stations, cable glands, electrical tracing, pressure gauges and thermometers.
  - Itasca, Interquisa. Plant TA3/PTA4/S.S.A.A. San Roque, Cadiz. Supply of resistances, cables, cable trays, lighting, push-button stations, power points, lighting towers, junction boxes, feedthroughs and isolators.
- Projects abroad:
  - Initec-DSD. Repsol YPF, La Pampilla refinery, Peru. Substation, cogeneration, amines, storage

park and fluid catalytic cracking. Supply of cables, lighting, trays, conduits, grounding systems, junction boxes, cable glands, power points, push-button stations, beacons and markers.

- Initec-JGC, Ourhound Project, Algeria, oil field. Supply of installation material, control stations, power points, junction boxes, cable glands, panels, transformers, lighting, cable trays, conduits, cables and accessories.
- Chagalesh-Ecolaire. Butadiene extraction plants in Tabriz and Bandar Iman, Iran. Supply of cables, lighting, push-button stations, power points, beacons, markers, instrumentation panels, bus ducting, batteries and chargers, transformers.

We continued our operations in Latin American markets through our subsidiary Nicsa Trading Corporation.

## **Abencor**

In 2001 Abencor strengthened its market strategy based on serving major customers in the electricity, industrial and communications sectors, establishing itself as the commercial network of those suppliers that have entrusted the distribution of their products to us. The renewal of the Quality Assurance Certificate that we have held since 1995 and the granting of the Environmental Management Certificate in April of last year is evidence of our strong commitment to quality and the environment.

The electricity sector was the driving force behind our business in 2001, achieving record results and offsetting the falloff in communications contracts. The most significant contracts included the start-up of warehouse outsourcing for Endesa in the area of Compañía Sevillana de Electricidad and the supply of materials for the installation and construction of power lines in Spain and abroad (particularly in Mexico).

Lastly, we carried out a communications project called TIRO over the Internet, providing greater fluidity in the exchange of information with customers and suppliers.

# Industrial Engineering and Construction



These contracts contributed to offsetting the slump in the mobile telephony market, where UMTS technology has come to a standstill, putting a stop on supply prospects for the year.

REE was our most important customer in Spain both in the power line sector and in the substation sector, with Eucomsa becoming its main supplier for these structures.

The Steel Sheet Division maintained its level of activity in significant products including the fibre distribution frame cabinets that we supply to Telefónica and other Spanish operators, automatic teller machines for Fujitsu and the habitual supplies for the traffic and road sign market.

Other important developments in 2001 included Eucomsa's efforts to support and launch the activity of Comemsa, its subsidiary in Mexico. It began operations in 2000 and was able to take on the manufacture of the bulk of the contract for Tuxpan (transmission line 406), among other supplies, achieving a dominant position in this market.



## **Eucomsa**

Eucomsa's activities in 2001 focussed on the exportation of transmission line towers to various countries, particularly Mexico, for a number of customers. The biggest supplies made in the Mexican market were for the Tuxpan Consortium (Abemex, Elecnor and Alstom) for the transmission line 506 project and for the Federal Electricity Commission and Abemex.

An important supply contract was also secured in Mexico at the end of the year for the transmission line 411 project, in which our customers were Abemex and Elecnor. We also have a contract for the supply of towers to Abengoa Chile for the Ralco Project, which will be manufactured in collaboration with Comemsa, our subsidiary in Mexico.

Other significant export contracts were with Balfour Beatty for Nigeria, with ESB for Ireland, with the Cobra/Elecnor/Inabensa/Isolux Consortium for Mauritania and with CME for Portugal.



---

# Latin America

---

**A market in which Abengoa has been operating on a permanent basis for over thirty years through local companies which carry out all the business segment activities with operational autonomy, while applying the management standards implemented throughout Abengoa.**



# Latin America



Abengoa continued operations in Latin America in 2001, with particularly important projects in Brazil and Mexico.

Operating in Latin American countries through locally based companies enables Abengoa to participate in major projects and also offset the lack of big projects in some countries with more stable local activity.

## Argentina

- Telefónica Argentina: external plant, fibre optics, new subscribers, public phone box maintenance, cleaning and coin collection.
- Edenor: distribution network repair and maintenance; laying of underground cable; high-voltage line maintenance.
- Cementos Avellaneda: construction of cement plant in San Jacinto, Olavarría.
- Edesur: exportation of PCB-contaminated transformers in the province of Buenos Aires and in the Federal Capital.
- IBM Argentina: exportation of PCB-contaminated capacitors in Martínez, Buenos Aires.
- Pacheco Plant: industrial waste incineration plant in Tigre, Buenos Aires.
- Campana Plant: industrial waste recovery, treatment, recycling and disposal plant in Campana, Buenos Aires.
- Maintenance operations for the traffic control systems in Rosario, Cordova, Buenos Aires and the motorway to the west

## Chile

Completed projects:

- Tal Tal gas pipeline: 220 kV line 1 Atacama power station-new Antofagasta substation.
- Esedei Ingenieros: 100 kV lines for Transemel.
- Antofagasta Electricity Company: 110/23-13.8 kV substations in Antofagasta.



- Essel: drinking water supply to Machalí.
- Emos: Los Morros pumping station and sewerage system; drinking water supply to Huechún.

Projects in progress:

- Aguas Andinas: wastewater treatment plans in Buín, Paine, Linderos and Alto Jahuel (with Abensur).
- Telefónica CTC Chile: external plant, maintenance, technical assistance, telephone installations and network extensions in Santiago, Osorno and Puerto Montt.
- Maintenance of public telephones and coin collection in Region V.



Abengoa Chile achieved the rating "excellent" in the risk prevention programme audited and monitored by Mutual de Seguridad and came second in the construction category.



# Latin America



## Uruguay and Paraguay

### Completed projects:

- Cías Salud, S.A.: extension of the Patricia brewery in Minas.
- Alstom: static frequency converter station and connection line in Rivera.
- Saduf: construction of new passenger terminal building in Montevideo.
- Uragua: water purification plant in Sarandí Grande, liquid waste treatment plant in Santa Lucía and the new trunk system to Piriápolis.

### Projects in progress:

- Construction of new façade for Banco Hipotecario as part of the Fénix Plan.
- Treatment plant in José Pedro Varela.
- Temporary Consortium: electricity distribution and laying of fibre optic cabling.

Teyma Uruguay was the company that reported the highest turnover in the sector. It also became an ISO 14000 registered company for architectural works, the first company in Uruguay to obtain this certification.

Forestry services: activities in this sector continued through Pandelco, Euroforest and Cofusa.



## Mexico

### Completed projects:

- Mexican Federal Electricity Commission (CFE): design, supply, civil engineering construction and electromechanics for the Hermosillo CC and Hermosillo 4 substations in Sonora.



### Projects in progress:

- Transmission line 406 Tuxpan II, III and IV substations in Veracruz, Puebla, Hidalgo and Mexico State.
- Ticul II-Sur Mérida transmission line in Yucatán.
- Northwest transmission lines 304: 507 km of 230 and 115 kV transmission lines in Baja California, Coahuila, Chihuahua and Sonora.
- Rosario and Monterrey transmission line in Baja California and Nuevo León.

### New contracts:

- Northwest-North 404: 20 substations with varying voltages in various states.
- National System 410: 17 substations with varying voltages in various states.
- National System transmission lines 411: 637 km of 400, 230 and 138 kV lines in Chiapas, Oaxaca, Guanajuato and Mexico.



# Latin America



- The plant that began operations at the end of 2000 has increased its production to 19,500 T, with contracts for lines and substations for Dinsa and Eléctricas de Medellín, Elecnor, Alstrom T&D, Abengoa México, Sade Skanska.

## Peru

### Completed projects:

- Redesur: delivery of the project to reinforce the southern electricity network, a concession awarded by the government of Peru to Redesur for thirty years.
- Ministry of Energy and Mining: Marcona-Bella Union line.
- Etecen: 200 kV coastal lines Paramongá-Chimbote, Chiclayo-Piura, Lima-Pisco, Zapallal-Paramongá.
- Nortel Networks: conditioning of Global Crossing's Telehouse.

### Projects in progress:

- Egasa: supply and installation of substations in Chilina and Santuario.
- Electrocentro: rehabilitation of Huayucachi-Salesianos-Industrial Estate line.
- Duke Energy International: modernisation of Huallanca substation.
- Repsol YPF: remodelling of auxiliary substation I and Processes A at the La Pampilla Refinery.
- Minera Iscaycruz: civil engineering works, installation and testing for Iscaycruz substation.
- Enersur: rehabilitation work on the Ilo thermal power station in consortium with Cosapi.
- Telefónica del Perú: external plant construction and maintenance, cable television line installation and subscriber connections in Lima, Huacho, Tacna, Chimbote and Iquitos, through the Abecotel consortium.

## Brazil

As a result of the capital expenditure programme to invest in new products and plant, Bargoa became the leading company in the manufacture and supply of components for the telecommunications sector in Brazil in 2001, achieving record sales and successfully



establishing a market presence in Argentina, Mexico and the US.

### Completed projects:

- Interurban traffic control system for the Anchieta-Inmigrantes-Sao Paulo State motorways.
- Light train ticketing system in Belo Horizonte.

### New contracts:

- Urban traffic control system in Belo Horizonte.

### Completed projects:

- Copel: 525 kV substation in Cascavel and two 230 kV lines.
- Copel: extension work on Cascavel 230 kV substation, Guaría substation and construction of two new 230 kV lines.

### Projects in progress:

- Ford: supplementary services at the Salvador de Bahía plant (Amazon Project).
- Aneel (National Electricity Agency): public service concession for the extension of the North-South interconnection (lines and substations).



# Latin America



New contracts:

- Aneel: Xingó-Angelim 500 kV transmission line, Angelim-Campina Grande 230 kV transmission line and Angelim substation; successful bidder for Lot D in Aneel invitation to bid 003/2001.

## Puerto Rico

Strengthening of the company's position to spearhead Abengoa's drive in the Caribbean to open up new markets in the Antilles area.



## Ecuador

- Loja Municipality: work continued on the Loja Drinking Water Supply Master Plan.

## Dominican Republic

- Urban traffic control system and variable message panel system in Santo Domingo.



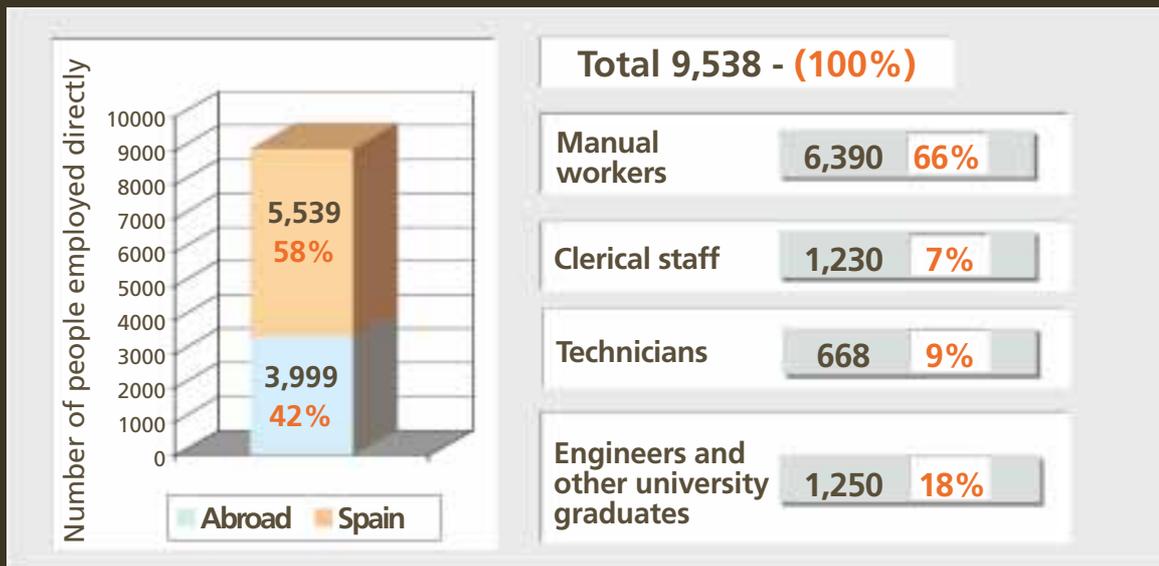
## Colombia

- Gas Natural: communications and remote control for the gas distribution network in Bogota.
- Electricaribe-Electrocosta: 21 distribution substation remote control stations.



# Human Resources

## Average figures for human resources in 2001



# Human Resources



## Occupational safety

The number of occupational accidents fell by 20.5% in 2001, with particularly big reductions in the higher-risk companies.

Significant developments in the area of risk prevention included the introduction of a new occupational hazard management system in the companies belonging to the Group, enabling everybody to be involved in solving problems through Problem Resolution Reports (PRR) and initiatives or suggestions for improvement (IA). PRR/IA processing is carried out using two computer applications installed on user PCs, with management based on the organisational structure of each company. In order to familiarise employees with this system and encourage its use in the companies belonging to the Group, as well as addressing other prevention issues, various occupational safety and health seminars were held for those responsible for risk prevention in each company.

Schemes and activities carried out as part of the occupational safety action plans implemented by the companies and organisational units included the following:

- 779 modular training events totalling 14,227 hours of teaching were attended by 6485 people. A further 171 distance courses were organised for site managers (elementary course approved by the INSHT – National Institute for Health and Safety in the Workplace).
- In order to monitor safety conditions, 323 visits were made to inspect places of work and project sites, and PRR/IA reports were produced as a result, specifying the irregularities observed. A new self-assessment system was also implemented with checklists to enable those responsible for workplaces to identify the shortcomings of their occupational hazard prevention system.
- Over 2475 medical check-ups were carried out to monitor the health of people employed in the companies belonging to the Group. A campaign was also carried out to encourage vaccination against influenza.

## Training

The busy agenda of training activities in 2001 is evidence that the professionals employed by Abengoa need to continually upgrade their training to achieve the high level of expertise required in their work.

Training activities included the following:

- 294 courses each with a duration of 10 or more hours, totalling 54,215 hours of training and attended by 1423 employees.

Of these, 46 were elementary courses, courses on finance, strategy and management skills for employees with university degrees, aimed at explaining corporate culture in each of these disciplines, improving their knowledge of finances, so that they are aware of the consequences and importance of their decisions in this area; improving interfunctional dialogue and helping them to understand the reasons behind management decisions; showing them how corporate strategy defines specific parameters on which they must base their individual decisions; and teaching them how they can get better results by improving their leadership skills and increasing the motivation of the teams they lead.

These courses were taken by a total of 798 employees with university degrees belonging to Abengoa, Abener, Abensur, Abentel, Carrierhouse, Inabensa, Internet Datahouse, Desarrollos Eólicos, Eucomsa, Nicsa, Protisa, Sainco, Sainco Tráfico, Sainsel, Siatec, Sichel, Telvent Interactiva and our Latin American companies. The courses totalled 9730 hours of training.

- A further 587 days of training lasting less than 10 hours were attended by 8465 employees and amounted to a total of 27,692 hours of training.

The courses in demand were basically those on skill building, new technology, quality assurance and environment, occupational safety, language learning, refresher training, management and production.



---

# R&D&I, Quality and Environment

---



# R&D&I, Quality and Environment



## R&D&I

In a difficult year for technology on the financial markets, Abengoa maintained and strengthened its commitment to technological development, in the conviction that innovation is a continuous and complex long-term process that must not be influenced by the ups and downs of the business cycle.

Abengoa's R&D&I policies are geared to creating and sustaining value. Its innovation efforts are focused on getting results, and three tangible objectives are pursued to this end:

- Diversification: new products and services
- Differentiation: improvement and adaptation of existing products
- Process improvement

Intangible objects pursued include the acquisition of key competencies and expertise and, most importantly, the generation of future options. The latter is closely linked to the creation of value through growth prospects and the development of new business.

Abengoa achieves innovation in various ways: internal innovation aimed at providing specific solutions for individual customers and for in-house developments and outsourced innovation based on collaboration agreements with universities, public research bodies and other third parties, when the work is usually shared. In other cases technology is purchased. Another means that has been put into practice recently is the acquisition of strategic financial interests in tech companies. In such cases, the move is usually a corporate initiative, although the subsequent management is undertaken by the specific companies involved.

At the corporate level, Abengoa establishes institutional relations, such as framework agreements with universities and research centres, participation in Cotec, etc., although the responsibility for innovation lies with each business segment and its respective specialised companies.

In November 2001 Abengoa was awarded a prize by the Spanish Association of Scientists (AEC) for its R&D&I work in environmental protection. Sainco was also awarded a prize for its outstanding contribution to the development of wind energy for the product it calls Velflex at the 2001 European Wind Energy Conference held in Copenhagen in July.



Abengoa continued to take part in a number of public R&D&I programmes: European Union 5<sup>th</sup> Framework Programme, Profit Programme, National R&D Plan and various R&D&I programmes implemented by the Junta de Andalucía, the regional government of Andalusia.

The most significant R&D&I efforts carried out by our companies are as follows.

### Bioenergy

The multi-pronged R&D&I drive in the area of biofuels aims to:

- Increase the efficiency of plants operating in Spain and the USA.
- Develop new bioethanol production processes using lignocellulosic biomass as a raw material.
- Develop additives to extend the use of bioethanol to diesel engine fuel (E-Diesel).
- Valorise by-products of the bioethanol process: DDGS used as animal feed.

To this end, Abengoa has its own R&D structure in place in Spain and in the USA, supported by a series of agreements and ownership interests in innovative US and European companies.

# R&D&I, Quality and Environment



## Inabensa

The most significant developments were achieved in the solar energy and fuel cell areas. It led or participated in projects under the 5<sup>th</sup> Framework Programme, including:

- Eurotrough II Project: to improve 25 m long parabolic trough collectors.
- Solair Project: to develop a high-temperature, high-flux, solar radiation, volumetric air receiver incorporating ceramic technology. The first stage of the project has already been completed with the manufacture of a 300 kW receiver.
- Cocon Project: to develop a photoelectrocatalytic device to reduce CO<sub>2</sub> by transforming it into organic matter through solar power.
- Solgate Project: to develop compressed air solar receiver technology to directly feed a Brayton cycle.
- Sanlucar PV Prototype: photovoltaic heliostat with dual axis tracking and 2x solar concentration.
- Hispa-PEM Project: to develop a totally Spanish 5 kW PEM battery. Profit Programme.
- Bio-H Project: viability study for a bioethanol reformer for the production of H<sub>2</sub>.

## Telvent

- Velflex is an advanced control system for optimal orientation of wind turbines based on a digital signal processing system that supplies information about the wind turbine tower's degree of flexion.
- **Sainco Tráfico** developed the following systems:
  - Mobifast for rail ticket purchase and cancellation.
  - SmartToll, an intelligent toll management and control system for motorways, bridges and tunnels.
  - Movismart: to improve traffic circulation in the city.
- **Telvent Interactiva** developed the following systems:
  - Rilco: B2B portal to promote trade exchanges between Europe and Latin America.
  - Illión and PISTA Cable Projects: intranet management systems for businesses.
  - WWMF: maintenance technician management platform.
- **Sainsel** developed the prototype of a new WECDIS navigation console.
- **Abentel** carried out the Integra and Siloc Projects.

## Quality and Environment

As in previous years, the quality assurance and environmental management systems were consistently implemented in the companies belonging to Abengoa and Befesa Medio Ambiente, S.A., and sixty-eight visits were made by Abengoa's Quality Assurance and Environmental Management Department to monitor the situation.

Proof of the progress achieved in this area is that the number of companies to have received company registration certificates and Environmental Management System certificates under the ISO 9000 and ISO 14001 standards increased once again in 2001.

The computer application for problem resolution reports and improvement action developed the previous year was implemented in all the companies in 2001 and, on the suggestion of our Chairman, it was adjusted to include occupational health and safety.

In the course of the year that it has been in operation, certain problems and requirements have arisen as the application was put into practice. The adjustments necessary to incorporate improvements based on actual experience are now being formulated and will be implemented next year.

Efforts have continued to pursue the objective set last year of using the problem resolution and management and improvement action application to help manage all problems successfully from their identification and assessment to effective resolution, so that the statistics produced by the application can be studied and used to minimise problems and resulting costs.

---

# Patronage

---





## Focus-Abengoa Foundation

The origins of the Focus-Abengoa Foundation are tied to the cultural activities begun by Abengoa in 1972, with the publication of works and the creation of a collection of documents, books and engravings related to Seville. This was the starting point that led to the creation of a Library of Sevillian Themes, the core around which the Foundation was built. The venture was originated by Abengoa, which made a commitment to exceed the boundaries of its essential technological undertakings using an instrument capable of channelling the principle of people putting back into society what they take out.

The Foundation was built up around these elements, with the addition of scholarships, grants and awards for painting, dissertations and theses. In 1991, it established its headquarters at the Hospital de los Venerables Sacerdotes, a building made over to the Foundation by the brotherhood and the archbishop of Seville. Focus-Abengoa made a considerable effort to restore the building to the highest standards and adapt it to its new cultural purpose. The Foundation was able to expand its activities as it now possessed ideal spaces to house the already extensive collections of documents, books and iconography, exhibition halls and an auditorium, the church, which has been graced with a unique organ among the finest in the world.

The purpose of the Foundation is to carry out transcendent activities, contribute to preserving, disseminating and developing the historical and cultural heritage of Seville and publicise this heritage in Latin America. The Foundation has steadfastly pursued these objectives this year, firstly through the widely renowned, extensive programme of scholarships, prizes and grants awarded with a view to stimulating educational and training activities among young people. In accordance with the Foundation's bylaws, they are awarded only to employees of Abengoa and other companies belonging to the Group and to employees' sons, daughters, orphans and other relatives. The Foundation also awarded a prize for the best doctoral



thesis on a subject relating to Seville and held its painting competition, which has been extended to include entrants from the European Union and Latin American countries.

Two new books were also published in 2001: the work entitled *Sevillanos* by the Sevillian photographer Atín Aya, the first of our publications addressing artistic contemporary photography; and a monographic work on the chemical and physical speciation of metals in atmospheric particulate matter and its application to the study of environmental pollution in the city of Seville, the author of which, Antonio José Fernández Espinosa, was awarded the prize for the best doctoral thesis on a subject relating to Seville in 1999.

The musical agenda revolved around the organ, featuring three kinds of concerts aimed at different audiences: magisterial concerts by prominent organists, such as Jacques Taddei, the titular organist of Sainte Clothilde Cathedral in Paris, Erwan Le Prado, winner of the Grand Prix d'Interprétation at the Chartres International Organ Competition in 2000, Bernhard Haas, organ professor at the Stuttgart Conservatory of Music in Germany, and José Enrique Ayarra, the titular organist of Los Venerables

# Patronage



and Seville Cathedral, who gave a concert with the Chamber Orchestra of the Royal Symphonic Orchestra of Seville; recitals by newcomers to the organ music scene, this year under the title "Women and Spanish organ music in the 20<sup>th</sup> century"; and, lastly, the educational recitals for secondary-school students, designed to promote the musical training of young people. As in previous years, the musical programme was broadcast by Spanish National Radio on its classical music radio station.

One of the most noteworthy events on the Foundation's agenda of exhibitions was the "The Manila Galleon" opened by His Majesty the King Juan Carlos I. When the exhibition closed, it was taken to Mexico City to be displayed at the Franz Mayer Museum. This ambitious project, which aims to tell the story of the first commercial and cultural route linking Spain, Mexico and the Philippines, was organised by the Spanish Ministry of Education, Culture and Sport and the Focus-Abengoa Foundation, with the support of authorities and public and private institutions from both countries. Carrying out this cross-border, international project marked a landmark advance in the trajectory of the Foundation.

On the same principle, but in the opposite direction, the exhibition "From Goya to Zuloaga" on Spanish 19<sup>th</sup> and 20<sup>th</sup> century painting in the Hispanic Society of America, was staged at our headquarters, co-organised by Focus Abengoa and the BBVA Foundation. Thanks to this joint effort, an exceptional collection of masterpieces was shown for the first time outside New York. The exhibition, which traces the development of Spanish art from a mature Goya to the 1930s, included portraits, landscapes, historical compositions and genre painting, reflecting the main movements in Spanish art from Romanticism to Post-Modernism. The exhibits included paintings by Madrazo, Pérez Villaamil, Fortuny, Pinazo, Álvarez de Sotomayor, Zuloaga, Casas, Rusiñol and Sorolla, amongst others.



Another item on the agenda in 2001 was the exhibition showing the paintings shortlisted for the Focus-Abengoa 2001 Painting Prize, which serves to publicise and promote the work of the competing artists. The competition was entered by a large number of already successful artists and promising new artists from Seville, other parts of Spain, the European Union and Latin America, who all contributed both in terms of technique and theme to the excellent level of a prize with a long tradition and renowned prestige. The artists who received honourable mentions were Germán Bandera Pardo for *Pedro Pablo en Oriente* and Manuel Saro Romero-Girón for *Ciudadela II*.

Lastly, the Foundation held various conferences in 2001 at its headquarters. Particularly outstanding events included the conference given by Sheldon Lee Glashow, winner of the Nobel Prize in Physics in 1979, entitled "The big and the small in the Universe" and the presentation by Santiago Grisóla of the "Rey Jaime I" awards.



- 1. Consolidated Annual Accounts**
  - a) Consolidated Balance Sheets**
  - b) Consolidated Profit and Loss Accounts**
  - c) Notes to the Consolidated Annual Accounts**
- 2. Directors' Report**

## **Consolidated Annual Accounts at December 31, 2001**

**(Free translation from the original in Spanish)**

**a) Consolidated Balance Sheets at December 31, 2001 and 2000**

**Consolidated Balance Sheets at December 31, 2001 and 2000**

- Expressed in thousands of Euros -

<b>Assets</b>	<b>31/12/2001</b>	<b>31/12/2000</b>
<b>A. Uncalled Share Capital</b>	<b>1</b>	<b>90</b>
<b>B. Fixed Assets</b>		
<b>I. Start-up and Capital Increase Expenses</b>	<b>15.604</b>	<b>13.174</b>
<b>II. Intangible Fixed Assets</b>		
Intangible fixed assets	92.330	67.379
Provisions and amortisation	(56.167)	(55.690)
	<b>36.163</b>	<b>11.689</b>
<b>III. Tangible Fixed Assets</b>		
Tangible fixed assets	528.551	381.414
Provisions and amortisation	(197.905)	(155.085)
	<b>330.646</b>	<b>226.329</b>
<b>IV. Fixed Assets Project Finance</b>		
Intangible fixed assets	32.715	30.357
Provisions and amortisation	(8.653)	(3.889)
Tangible fixed assets	318.180	339.181
Provisions and amortisation	(36.648)	(28.212)
	<b>305.594</b>	<b>337.437</b>
<b>V. Long-term Investments</b>		
Investments in associated companies	15.422	11.756
Long-term investments	13.325	40.701
Other investments and loans	11.272	9.869
Provisions	(2.125)	(5.030)
	<b>37.894</b>	<b>57.296</b>
<b>Total Fixed Assets</b>	<b>725.901</b>	<b>645.925</b>
<b>C. Goodwill</b>	<b>281.326</b>	<b>232.033</b>
<b>D. Deferred Charges</b>	<b>13.057</b>	<b>9.706</b>
<b>E. Current Assets</b>		
<b>II. Stocks</b>	<b>246.457</b>	<b>221.767</b>
<b>III. Accounts Receivables</b>		
Trade receivables	351.535	322.665
Amounts owed by associated companies	23.209	33.651
Other receivables	135.160	127.324
Provisions	(2.959)	(4.111)
	<b>506.945</b>	<b>479.529</b>
<b>IV. Short-term Investments</b>		
Short-term investments	57.180	106.535
Loans to associated companies	1.566	1.166
Other investments	149.616	20.134
Provisions	(2.705)	(3.822)
	<b>205.657</b>	<b>124.013</b>
<b>VI. Cash at Bank and in Hand</b>	<b>115.742</b>	<b>169.149</b>
<b>VII. Accruals and Prepayments</b>	<b>5.478</b>	<b>3.209</b>
<b>Total Current Assets</b>	<b>1.080.279</b>	<b>997.667</b>
<b>Total Assets</b>	<b>2.100.564</b>	<b>1.885.421</b>

**Consolidated Balance Sheets at December 31, 2001 and 2000**

- Expressed in thousands of Euros -

<b>Shareholders' Equity and Liabilities</b>	<b><u>31/12/2001</u></b>	<b><u>31/12/2000</u></b>
<b>A. Shareholder's Equity</b>		
I. Share Capital	22.617	22.700
II. Share Premium	110.009	110.009
III. Revaluation Reserve	3.679	3.679
IV. Other Reserves of Parent Company		
Distributable reserves	89.277	69.382
Non-distributable reserves	4.523	3.892
	<b>93.800</b>	<b>73.274</b>
V. Reserves in Consolidated Companies	57.488	57.655
VI. Reserves in Associated Companies	39	763
VII. Cumulative Translation Adjustments		
In Subsidiaries Consolidated by line-by-line or Proportional Method	(12.187)	(2.169)
In Companies consolidated by equity method	(60)	(36)
	<b>(12.247)</b>	<b>(2.205)</b>
VIII. Net Profit attributable to the Group		
Net income for the year	42.112	37.612
Net Profit attributable to minority interests	(606)	(1.478)
	<b>41.506</b>	<b>36.134</b>
<b>Total Shareholders' Equity</b>	<b>316.891</b>	<b>302.009</b>
<b>B. Minority Interests</b>	<b>46.180</b>	<b>35.400</b>
<b>D. Deferred Income</b>	<b>48.218</b>	<b>38.140</b>
<b>E. Provisions for contingencies and expenses</b>	<b>21.350</b>	<b>43.934</b>
<b>F. Other Provisions</b>	<b>48.081</b>	<b>-</b>
<b>G. Project Finance</b>		
I. Long-term Project Finance	139.604	188.501
II. Short-term Project Finance	62.033	45.905
<b>Total Project Finance</b>	<b>201.637</b>	<b>234.406</b>
<b>H. Long-term Liabilities</b>		
II. Loans	384.658	310.705
III. Other Liabilities	72.179	31.782
<b>Total Long-term Liabilities</b>	<b>456.837</b>	<b>342.487</b>
<b>I. Current Liabilities</b>		
II. Loans	110.341	163.169
III. Amounts owed to Associated Companies	10.900	7.885
IV. Trade Payables	726.612	615.260
V. Other Non-Trade Payables	107.022	96.625
VI. Other Payables	3.362	5.517
VII. Accruals	3.133	589
<b>Total Current Liabilities</b>	<b>961.370</b>	<b>889.045</b>
<b>Total Shareholder's Equity and Liabilities</b>	<b>2.100.564</b>	<b>1.885.421</b>

**b) Consolidated Profit and Loss Accounts for the Years Ended  
December 31, 2001 and 2000**

**Consolidated Profit and Loss for the years ended December 31, 2001 and 2000**

- Expressed in thousands of Euros -

<b>Expenses</b>	<b><u>31/12/2001</u></b>	<b><u>31/12/2000</u></b>
Decrease in stocks	0	0
Materials consumed	887.341	814.498
Personnel expenses	225.500	207.806
R & D amortisation charges	9.865	7.897
Other amortisation charges	39.683	33.152
Change in trading provisions	2	1.869
Other operating expenses	245.511	188.249
<b>Total Operating Expenses</b>	<b>1.407.902</b>	<b>1.253.471</b>
<b>I. Operating Profit</b>	<b>116.939</b>	<b>85.247</b>
Financial expenses	67.118	50.954
Loss on financial investments	820	24
Change in financial investments provisions	412	3.744
Negative exchange differences	11.572	6.515
<b>Total Financial Expenses</b>	<b>79.922</b>	<b>61.237</b>
<b>II. Net Financial Income</b>	<b>0</b>	<b>0</b>
Participation in losses from companies under equity method	199	84
Amortisation of goodwill	14.401	6.797
<b>Total Ordinary Expenses</b>	<b>1.502.424</b>	<b>1.321.589</b>
<b>III. Profits from Ordinary Activities</b>	<b>52.701</b>	<b>61.130</b>
Loss on sale of fixed assets	248	980
Decrease in provisions of tangible and intangible fixed assets	7.661	120
Loss on sale of investments in consolidated companies	331	(6)
Extraordinary amortisation of goodwill	0	9.616
Extraordinary R & D amortisation charges	0	4.718
Extraordinary expenses	5.870	7.194
<b>Total Extraordinary Expenses</b>	<b>14.110</b>	<b>22.622</b>
<b>IV. Net Extraordinary Income</b>	<b>1.338</b>	<b>0</b>
<b>Total Expenses</b>	<b>1.516.534</b>	<b>1.344.211</b>
<b>V. Net Profit before Tax</b>	<b>54.039</b>	<b>42.955</b>
Corporate income tax	(11.927)	(5.343)
<b>VI. Net Profit after Tax</b>	<b>42.112</b>	<b>37.612</b>
Profit attributable to minority interests	(606)	(1.478)
<b>VII. Profit attributable to the Group</b>	<b>41.506</b>	<b>36.134</b>

**Consolidated Profit and Loss for the years ended December 31, 2001 and 2000**

- Expressed in thousands of Euros -

<b>Income</b>	<b><u>31/12/2001</u></b>	<b><u>31/12/2000</u></b>
Net turnover	1.379.878	1.204.573
Increase in stocks	46.074	16.666
Work done for own fixed assets	84.051	60.239
Other operating income	14.838	57.240
<b>Total Operating Income</b>	<b>1.524.841</b>	<b>1.338.718</b>
Dividends from undertakings	1.079	1.743
Other financial income	16.052	9.959
Profits on short-term financial investments	0	21.847
Positive exchange differences	10.972	7.254
<b>Total Financial Income</b>	<b>28.103</b>	<b>40.803</b>
<b>II. Net Financial Losses</b>	<b>51.819</b>	<b>20.434</b>
Participation in profits from companies under equity method	2.181	2.260
Amortisation of negative goodwill	0	938
<b>Total Income from Ordinary Activities</b>	<b>1.555.125</b>	<b>1.382.719</b>
Income from sale of fixed assets	7.442	793
Income from sale of investments in consolidated companies	1.566	6
Income from sale of investments in companies under equity method	0	0
Capital grants transferred to profits for the year	2.742	2.230
Other extraordinary income	3.698	1.418
<b>Total Extraordinary Income</b>	<b>15.448</b>	<b>4.447</b>
<b>IV. Net Extraordinary Losses</b>	<b>0</b>	<b>18.175</b>
<b>Total Income</b>	<b>1.570.573</b>	<b>1.387.166</b>

**c) Notes to the Consolidated Annual Accounts at December 31, 2001**

## Notes to the Consolidated Annual Accounts at December 31, 2001

### Note 1.- Activity.

Abengoa, S.A. is an industrial and technological Company that, at the end of the year 2001, held a group (hereinafter, Abengoa or the Group) formed by 204 companies, the parent Company itself, 175 subsidiaries and 28 associated companies. Moreover the different companies have investments in about 177 Temporary Consortiums. In addition, Group companies hold interests of less than 20% in other companies.

Abengoa, S.A. was set up as a Limited partnership on January 4, 1941 in Seville and was subsequently transformed into a corporation on March 20, 1952. It is registered in the Mercantile Register of Seville, initially on form 2,921, folio 107 of volume 47 of Corporations and currently, due to the recent adaptation and rewording of the company's articles of incorporation, is registered in volume 573, book 362 of Section 3 of Corporations, folio 94, form SE-1507, registration 296. The company's current registered office is located at Avenida de la Buhaira, nº 2 in Seville.

The company's corporate purpose is described in Article 3 of the company's articles of incorporation. Within the main activities mentioned in the corporate purpose, Abengoa as an applied energy and equipment Company, provides integral solutions in the Energy, Telecommunications, Transport, Water, Environment, Industry and Services sectors.

Abengoa is an industrial and technological Company that provides solutions for Sustainable Development, the Society of Information and Knowledge and Infrastructure Creation.

Abengoa operates through four Business Groups, the activities of which are as follows:

- Bioenergy

This area of activity involves the production of ethyl alcohol from vegetable products (cereals, biomass). The alcohol, (bioethanol) is used to manufacture ETBE (unleaded petrol additive or component) or is blended directly with petrol and gasoil. As it is a renewable energy, net CO<sub>2</sub> emissions are reduced (greenhouse effect).

- Environmental Services:

Aluminium waste recycling, salt slag recycling, zinc waste recycling, industrial waste management, industrial cleaning and environmental engineering services (engineering and construction for water treatment and waste management).

- Systems and Networks:

Control and information systems integration and private network and infrastructure integration for the vertical Energy, Environment, Traffic, Transport and Telecommunications markets, providing the market with a range of products based on an innovative combination of technology, infrastructure and contents.

- Technology: by using solutions based on both products developed in-house and third-party products.
- Infrastructure: with the operation of spaces specially adapted for the housing and running of computer and telecommunications equipment.
- Contents: through the development of systems for management, information, and control in real time for the target markets.

- Engineering and Industrial Construction:

Engineering, construction and maintenance of electrical, mechanical and instrumentation infrastructures for the energy, industrial, transport and service sectors. Development, construction and operation of industrial plants and conventional power plants (cogeneration and combined-cycle) and renewable energy facilities (bioethanol, biomass, wind, solar and geothermal). Turnkey telecommunications networks and projects.

Pursuant to the corporate purpose, these activities may be carried out in Spain or abroad, using either the company's own resources or through interests in other companies with similar corporate purposes.

A significant part of the projects undertaken have a duration of more than one year.

## **Note 2.- Subsidiary Companies.**

- 2.1. Information concerning the 175 Consolidated Subsidiary companies by line-by line method is given in Appendix I to these Notes.

## **Note 3.- Associated Companies.**

- 3.1. Information on the 28 Associated Companies consolidated by the equity method is given in Appendix II to these Notes.

**Note 4.- Temporary Consortiums.**

- 4.1. Information on the 70 Temporary Consortiums consolidated by the Proportional Consolidation Method is given in Appendix III to these Notes.
- 4.2. Under the provisions of articles 11 and 14 of the Rules for the Formulation of Consolidated Annual Accounts, 107 Temporary Consortiums have not been included in the consolidation process. The net book value of the investments in the non-consolidated Temporary Consortiums is Th.Eur. 1,381, and they are accounted for as "Short-Term Investment" on the consolidated balance sheet. The net turnover in proportion to the interest held is 0.6% of the net consolidated turnover. The net aggregated profit in proportion to the interest held is Th.Eur. 200.

**Note 5.- Abengoa, S.A. Profit Distribution.**

The proposal for the distribution of the net profit of Abengoa, S.A. for the year 2001 to be submitted for the approval of the General Shareholders' Meeting is as follows:

<b>Basis of distribution</b>	<b>Th.Eur. Amount</b>
Profit and Loss	<b>13,707</b>
<hr/>	
<b>Application to</b>	<b>Amount</b>
Distributable reserves	1,041
Dividends	12,666
<b>Total</b>	<b>13,707</b>

**Note 6.- Bases of Presentation of the Consolidated Annual Accounts.**

6.1. The Consolidated Annual Accounts are based on the statutory accounting records of Abengoa, S.A. and its group of companies and are prepared in accordance with generally accepted accounting principles in Spain established in the current mercantile legislation, to present fairly the equity, the financial position and the results of the Group.

6.2. The figures contained in the documents that comprise the Consolidated Annual Accounts (balance sheet, profit and loss account and these notes) are expressed in thousands of Euros (Th.Eur.).

Unless otherwise stated, the percentage holding in the capital of entities includes both the direct interest and the indirect interest corresponding to group companies with direct holdings, not the total interest which would be held by the parent Company.

6.3. When necessary, the appropriate reclassifications have been made on the 2000 balance sheet and profit and loss account, in order to facilitate the comparison with the year 2001 figures. Applying the true and fair view criterion, interests acquired as a vehicle for specific business operations are valued from their acquisition date until the date of sale using accounting criteria similar to those used for other investments, with the difference that the amortization of the implicit goodwill is deferred for accounting purposes and that the associated profit/loss are considered as an operating results, to the extent that there are no reasons that make an earlier reduction of its book value advisable, until the vehicle company starts its regular economic operations, applying a strict criterion of correlation of income and expenses (integral treatment). (See Note 25.2).

6.4. Appendix I lists the 83 companies/entities that are fully consolidated by the line-by-line method for the first time in this year. (See the third paragraph of Note 6.6 and footnotes to Appendix I).

6.5. On June 11, 2000, after a Tender Offer made on May 9, 2000, Abengoa, through its subsidiary Asa Environment and Energy Holding AG, took control of a majority interest in Befesa Medio Ambiente, S.A. At the year-end, the Abengoa companies (Asa Environment and Energy Holding AG, Siema and Abengoa, S.A.) held an interest of 92.06%. It was considered July 1, 2000 as the first consolidation date. The sales and profit attributable to the Parent Company (for a 6 months period) contributed by these companies were Th.Eur. 149,851 and Th.Eur 7,441, respectively, to the Consolidated Group. During the whole year 2001, the amounts contributed are Th.Eur. 365,119 and Th.Eur. 14,830, respectively, without considering the amortization of the goodwill on consolidation generated in the acquisition into account.

- 6.6. On December 17, 2001, after a Tender Offer started on November 1, 2001 Abengoa, through its subsidiary Asa Environment and Energy Holding AG, took control of the majority of the capital of High Plains Corporation (HIPC), a company listed on the Nasdaq Stock Market. This company is the fifth bioethanol producer in the United States, with well-known experience in said market, and focuses solely on this activity, owning three operation plants, with a total production capacity of 85 million gallons (332 million litres) a year. The sales figure for the year 2001 (closed in June) was 150 M.USD. The period of the Tender Offer was officially extended until January 16, 2002. At December 31, 2001, the interest obtained was 86.32%, which reached 94.13% at the end of the additional Tender Offer period finalised on January 16, 2002.

On February 14, 2002, the Spanish Stock Market National Commission and the SEC were informed of Abengoa's intention to merge its subsidiaries High Plains Corporation and Abengoa Biofuels Corporation. Consequently, Abengoa likewise requested the exclusion of HIPC from the Nasdaq Stock Market. After the merger, Asa Environment and Energy Holding AG obtained 100% control of High Plains Corporation, the company resulting from the aforementioned merger, and the minority shareholders are entitled to receive an amount equal to the price per share stated in the tender offer. (See Note 8 on the resulting Goodwill on Consolidation).

At all events, for information purposes and in order to allow comparison, the consolidated balance sheet at December 31, 2001 including High Plains Corporation is set forth below (the consolidation for the first time of the rest of the companies mentioned in Note 6.4 does not have any significant effect on the global consolidated figures at December 2001). The adjacent column marked (\*) shows the consolidated balance sheet at the same date without High Plains Corporation, while the third column shows the consolidated balance sheet at December 31, 2000.

Consolidated Balance (figures in thousands of euros)	12/2001	12/2001 (*)	12/2000
<b>Uncalled Share Capital</b>	<b>1</b>	<b>1</b>	<b>90</b>
Start-up and Capital Increase Expenses	15,604	15,604	13,174
Intangible fixed assets	36,163	36,109	11,689
Tangible fixed assets	330,646	247,421	226,329
Fixed Assets Project Finance (Intangible and Tangible)	305,594	305,594	337,437
Long-term Investments	37,894	37,894	57,296
<b>Total Fixed Assets</b>	<b>725,901</b>	<b>642,622</b>	<b>645,925</b>
<b>Goodwill</b>	<b>281,326</b>	<b>242,274</b>	<b>232,033</b>
<b>Deferred Charges</b>	<b>13,057</b>	<b>13,015</b>	<b>9,706</b>
Stocks	246,457	239,464	221,767
Accounts Receivables	506,945	489,254	479,529
Short-term Investments	205,657	205,657	124,013
Cash at Bank and in Hand	115,742	205,584	169,149
Accruals and Prepayments	5,478	5,194	3,209
<b>Total Current Assets</b>	<b>1,080,279</b>	<b>1,145,153</b>	<b>997,667</b>
<b>Total Assets</b>	<b>2,100,564</b>	<b>2,043,065</b>	<b>1,885,421</b>
Capital	22,617	22,617	22,700
Reserve	252,768	252,768	243,175
Profit and Loss for the year	41,506	41,506	36,134
<b>Total Shareholders' Equity</b>	<b>316,891</b>	<b>316,891</b>	<b>302,009</b>
<b>Minority Interests</b>	<b>46,180</b>	<b>37,896</b>	<b>35,400</b>
<b>Deferred Income</b>	<b>48,218</b>	<b>47,056</b>	<b>38,140</b>
<b>Provisions for Contingencies and Expenses</b>	<b>69,431</b>	<b>69,431</b>	<b>43,934</b>
Long-term Project Finance	139,604	139,604	188,501
Short-term Project Finance	62,033	62,033	45,905
<b>Total Project Finance</b>	<b>201,637</b>	<b>201,637</b>	<b>234,406</b>
Loans	384,658	384,658	310,705
Other Liabilities	72,179	65,926	31,782
<b>Total Long-term Liabilities</b>	<b>456,837</b>	<b>450,584</b>	<b>342,487</b>
Loans	110,341	101,105	163,169
Other Current Liabilities	851,029	818,465	725,876
<b>Total Current Liabilities</b>	<b>961,370</b>	<b>919,570</b>	<b>889,045</b>
<b>Total Shareholders' Equity and Liabilities</b>	<b>2,100,564</b>	<b>2,043,065</b>	<b>1,885,421</b>

(\*) Situation without considering the acquisition of a controlling interest in High Plains.

- 6.7. Appendix II shows the 25 companies/entities included this year in the consolidation that are consolidated by the equity method.
- 6.8. Likewise, 31 Temporary Consortiums were consolidated for the first time in the year, as they started their activities in this year and/or commenced significant operations. Their contribution to the consolidated turnover is Th.Eur. 11,989.
- 6.9. Certain Companies / Entities have been excluded from the consolidation process (line-by-line method):

<b>Corporate Name</b>	<b>% Shareholding</b>	<b>Reason</b>
Desarrollos Eólicos, S.A.	100.00	Disposal (See Notes 19.3 and 21)
Desarrollos Eólicos de Buenavista, S.A.	100.00	Disposal (See Notes 19.3 and 21)
Desarrollos Eólicos de Canarias, S.A.	79.30	Disposal (See Notes 19.3 and 21)
Desarrollos Eólicos de Corme, S.A.	85.00	Disposal (See Notes 19.3 and 21)
Desarrollos Eólicos de Galicia, S.A.	85.00	Disposal (See Notes 19.3 and 21)
Desarrollos Eólicos de Tarifa, S.A.	100.00	Disposal (See Notes 19.3 and 21)
Desarrollos Eólicos Promoción, S.A.	100.00	Disposal (See Notes 19.3 and 21)
Tipmega	60.00	Disposal

In 2001, these companies contributed sales and a net result of Th.Eur. 12,600 and Th.Eur. 500 up to the date of the disposal of these companies on September 30, 2001. (See Notes 19.3 and 21.)

- 6.10. Certain Companies / Entities have been excluded from the consolidation process (equity method):

<b>Corporate Name</b>	<b>% Shareholding</b>	<b>Reason</b>
Lunagua, S.A.	20.00	Sale of holding
Red Eléctrica del Sur, S.A. (Perú)	35.00	Sale of holding (See Note 9)

- 6.11. Likewise, 28 Temporary Consortiums were eliminated from the consolidation in the year due to the finalization of their operations or the fact that such operations were not significant, neither individually nor globally. Their net turnover, in proportion to the interest held, was Th.Eur. 14,695 in 2000.

### **Note 7.- Accounting Policies.**

The most significant accounting policies applied in the preparation of the consolidated annual accounts are the following:

a) Goodwill on Consolidation.

Goodwill represents the positive difference between the net book value of the parent company's investment in subsidiary, associated and multi-group companies and its share in the net equity at the date of acquisition.

The investments made in the companies that gave rise to the Goodwill on Consolidation are long-term investments, operations being expected to continue for between 15 and 25 years. Consequently, under current applicable legislation, in order to apply the accounting principle of the correlation of income and expenses correctly, it is considered appropriate to amortize the Goodwill over a term of twenty years or, if applicable, over the estimated term of the project, if shorter.

b) Consolidation Difference.

If applicable, it would include the difference where it arises; negative consolidation difference represents the excess of the parent company's share in the net equity of subsidiary companies and multi-group companies at the date of acquisition in respect of the net book value of its investment in such subsidiary companies and multi-group companies.

Consolidated difference is only credited to the profit and loss account in the cases mentioned in the Spanish Consolidated Annual Accounting Standards.

c) Intercompany transactions.

Income and expenses relating to transactions with related parties are eliminated upon consolidation and do not affect the consolidated accounts.

Accounts receivable and payable between related parties, which were included in the consolidation, are eliminated in the consolidation process.

d) Consistency of accounting policies applied.

Accounting policies consistent with those applied by the parent Company have been applied in all the companies included in these Consolidated Annual Accounts.

e) Translation of foreign companies' annual accounts.

For the purpose of preparing the accompanying consolidated financial statements, the investees' financial statements denominated in foreign currencies were translated to local currency as follows:

- 1) All goods, rights and liabilities are translated into local currency using the foreign exchange rate at the end of the financial year.
- 2) The profit and loss accounts of foreign companies are translated into local currency using the annual average exchange rate calculated as the arithmetic average of all month-end foreign exchange rates.
- 3) The difference between the amount of the foreign company's shareholders' equity (including the profit and loss account), which is calculated in accordance with the preceding paragraph 2) translated at the historic exchange rate, and the net financial position calculated according to translation of goods, rights and liabilities described in paragraph 1) above, is presented, with negative or positive sign, in the shareholders' equity on the consolidated balance sheet, under the "Translation Differences" caption.

The translation of the results of companies consolidated by the Equity Method was carried out in accordance with the annual average foreign exchange rate, calculated in accordance with paragraph 2) above.

For companies located in countries with high inflation, translation is made at the exchange rate at the end of the financial year, once the financial statements have been adjusted in accordance with accounting rules for inflation. This practice has had no significant effect on the Annual Accounts.

For the resident companies in the Republic of Argentina, the balance sheet has been translated applying the rate of 1 USD = 1.6 ARP, the exchange rate fixed for crossing operations after the suspension of quotation had been raised in January 2002. The profit and loss account has been translated at the rate of 1 USD = 1 ARP. (See Note 17.9.) In the analysis made of the situation, it was found that the assets in Argentina do not require any provisions to be made other than those that appear in the accounting records.

f) Start-up and capital increase expenses.

Start-up and capital increase expenses are valued at the cost of acquisition or production of the goods or services, which give rise to them. They are systematically amortized over a period of five years.

g) Intangible Fixed Assets.

The items, which comprise Intangible Fixed Assets, are valued at their acquisition cost or cost of production. These assets are amortized on a straight-line basis following their actual estimated useful lives.

Research & Development expenses are, in general, charged to the profit and loss account in the year in which they are incurred and there is an individual breakdown of each specific R&D project. There are likewise certain projects that are amortized over 5 years as from the date they come into operation. In the year 2001, Abengoa companies took part in research and development programs carried out by other entities in which a minority interest is held. The amounts associated to their contributions to these programs are capitalized and amortized over a five-year period in the cases where the conditions established for this purpose in the General Accounting Plan are met. This accounting treatment gave rise to a net asset of Th.Eur. 18,402 at the year end on December 31, 2001, which cannot be considered to be a change of criterion in respect of the normal accounting practice followed in prior years, since the programs refer substantially to industrial activities like bioethanol and certain software developments and computing platforms with an expected economic operation to be materialised in future years. They are not, therefore, of a type of activity that can technically be considered comparable to Abengoa's activities until December 31, 2000.

Administrative concessions are valued at acquisition cost and are charged systematically to the profit and loss account over the period of the concession.

Patent rights are valued at acquisition cost and their amortization is calculated applying the straight-line method over the period for which its exclusive use is recognized.

Transfer rights are only accounted for when produced through an acquisition, in return for a consideration.

Data processing applications include the amounts paid for the access to property or rights for the use of programmes as well as the costs of those designed by the Company itself, when it is foreseen that their utilisation will be spread over a number of years. Maintenance costs of these applications are charged directly to the profit and loss account of the year in which they are incurred. Amortization is calculated on a straight-line basis over a period of five years from the moment the use of the respective data processing application begins.

Assets acquired under finance leases are accounted for as Intangible Fixed Assets when, from the economic conditions of their contracts, they can be considered to be acquisitions. The effect of the 1996 revaluation is included in the value of the assets of the companies, which applied the Law that provided for it. Amortization is calculated as described in paragraph h) below.

h) Tangible Fixed Assets.

Items included in Tangible Fixed Assets are valued at their acquisition or production cost. The value of the assets includes the effect of the legal revaluations approved by legislation of the country where each Company is located. Renewal, enlargement or improvement costs are included in the assets as a higher value of the item only when it involves an increase in their capacity, productivity or useful life.

Amounts relating to the works carried out by the Company itself are valued at their cost of production and are credited to the profit and loss account. Interest expenses and exchange differences related to the external financing of investments in Tangible Fixed Assets are only accounted for as an increase in the asset value when they arise before the asset is put into operation, provided that the total value of the asset thus calculated does not exceed the market value. The depreciation of Tangible Fixed Assets is calculated systematically by applying the straight-line method over the useful life of the assets and considering the effective depreciation of the asset due to use. If applicable, any value adjustments that arise are made.

The annual rates used to calculate the depreciation of Tangible Fixed Assets are as follows:

<b>Items</b>	<b>% Rate</b>
Buildings	2% - 3%
Installations	4% - 12% - 20%
Machinery	12%
Tools	15% - 30%
Furniture	10% - 15%
Construction equipment and supplies	30%
Data processing equipment	25%
Vehicles	8% - 20%

i) Financial investments.

Long and short term security investments, with fixed or variable interest, are valued at their cost of acquisition at the time of subscription or purchase, plus revaluations made in accordance with the Revaluation Law of 1983. The necessary eliminations have been made in the consolidation process in accordance with the consolidation method followed.

For values listed on a stock exchange, when the year-end market value is lower than the acquisition cost, the provisions necessary to reflect the fall in value are made and charged to the profit and loss account.

Unlisted securities are valued at acquisition cost less, when applicable, any provisions deemed necessary to reflect the fall in value suffered, which are in no case less than the losses incurred on the percentage shareholding. In order to calculate the provisions required, the underlying book value of the securities, adjusted by the amount of any tacit capital gains which existed upon acquisition and still exist at the time of the subsequent valuation, is taken as the reference value.

j) Non-trade receivables.

Long and short-term non-trade receivables are recorded at the amount actually outstanding. The difference with the nominal value is considered as interest income accrued in the period, following financial criteria.

Bad debts are provided for when considered necessary in the specific circumstances.

k) Deferred charges.

Deferred charges relate basically to interest on finance leases and other deferred expenses.

l) Stocks.

Raw materials and other supplies are valued at acquisition cost (first in, first out) plus all additional expenses incurred until the goods reach the warehouse.

Auxiliary products, consumables and replacements are valued at the latest invoice price or market value, if lower. The valuation of these products at the latest invoice price does not differ significantly from the valuation that would have been obtained if the first in, first out criterion had been applied.

Finished goods are valued at the lower of market value or average production cost, calculating the latter as the specific cost of the supplies and services plus the applicable part of the direct and indirect labour and general manufacturing costs.

Work in progress value includes costs directly incurred and the corresponding part of indirect costs incurred during the production period.

Provisions for depreciation and obsolescence are established when necessary.

Several Group companies have carried out transactions in the metal futures market (basically zinc and primary and secondary aluminium) to totally or partially hedge operations for the sale of physical tonnes with content of said metals.

The price differences produced by the continuous variations in the futures traded on official markets are treated in accordance with the following criteria:

- Both positive and negative differences due to the changes of prices in genuine future transactions to hedge risks are booked by adjusting the value of the main transaction hedged.
- Both positive and negative differences on transactions that are not defined as hedges are taken directly to the profit and loss account over the life of the transaction, theoretically closing the positions on the transactions open in accordance with market prices.

The result of the futures transactions for the year ended December 31, 2001 was a loss of Th.Eur. 732 on transactions closed in the year and a profit of Th.Eur. 95 on transactions open at the year end.

The company High Plains Corporation recorded a decrease in shareholders' equity of Th.Eur. 404 at the year end as a provision for the closing of open positions in futures in 2002. This amount was booked as an increase in the Goodwill on Consolidation. (See Note 8).

m) Shares of the parent Company.

The parent company does not hold any of its own shares neither during the year nor at the year-end.

n) Capital grants.

Capital grants are valued at the amount awarded and are recorded when they are considered to adequately meet the conditions established by the body granting them. They are released to the profit and loss account on a systematic basis in line with the estimated useful life of the assets to which they relate.

ñ) Provisions for liabilities and charges.

This caption includes provisions for contingencies and expenses relating to probable and/or certain liability. Amounts are assigned to the provision when, applying the most conservative valuation criteria, circumstances thus advise.

o) Provisions for pensions, similar obligations and other.

Certain group companies, including some that joined the consolidated group in the year 2001 subsequent to their being acquired, hold a series of obligations with their personnel to complement the social security retirement pensions and, in some cases, obligations under incentive programs with management and employees (1.48% of the share capital of Befesa Medio Ambiente, S.A. and 5.4% of Telvent Sistemas y Redes, S.A.). These obligations are not significant and an appropriate provision has been made.

p) Long and short-term payables.

Long and short-term non-trade payables are recorded at their reimbursement value. The difference between this amount and the amount actually paid is accounted for as interest expense during the period in which it is accrued, following financial criteria.

Credit facilities are shown in the accounts at the amount drawn of the total credit facility available.

Amounts relating to trade bills discounted and factoring with recourse pending maturity at the year-end are recorded as short-term receivables and loans from financial entities. Factoring without recourse is treated as collection; the related financial expense was approximately Th.Eur. 16,786 in the year.

q) Corporate income tax.

The charge for corporate income tax is recorded in the profit and loss account for the year and is calculated taking into account the timing differences associated with the different treatments for accounting and tax purposes of certain operations and the tax allowances to which the companies are entitled.

r) Foreign currency transactions.

The following procedures are applied in accounting for foreign currency operations:

1. Intangible and Tangible Fixed Assets:

These balances are translated into local currency at the exchange rate prevailing on the date of the operation.

2. Stocks:

The acquisition price or production cost is translated into local currency at the exchange rate prevailing at the date of the related transaction.

3. Financial investments:

Financial investments are translated into local currency at the exchange rate prevailing at the date the investment is acquired.

At the year-end they are valued at the exchange rate prevailing at this date and, if necessary, a provision is established.

4. Cash and banks:

Foreign currencies are translated at the exchange rate prevailing on the transaction date. At the year-end, they are valued at the exchange rates prevailing at this date. Exchange differences are charged directly to the profit and loss account.

5. Accounts payable and receivable:

Accounts payable and receivable in foreign currency are translated into local currency at the exchange rate prevailing on the date of the related operation. At the year-end they are translated at the exchange rate prevailing at this date.

Unrealized exchange gains, where they occur, are not recorded as income for the year but are included in the balance sheet as deferred income. Unrealized exchange losses are charged directly to the profit and loss account.

However, exchange rate differences on transactions made in currencies of the Euro zone were considered to have been realized at December 31, 1998, since a fixed exchange rate has been established between them and, therefore, all exchange rate fluctuations between these currencies have disappeared.

Exchange rate hedging transactions (exchange rate insurance) are carried out in the circumstances in which, applying the conservative valuation principle, they are considered appropriate in order to mitigate the risks on operations abroad, hedging specific risks.

s) Accounting for income and expenses.

Sales of goods and income from services provided are recorded net of the applicable taxes and all discounts except those for prompt payment, which are considered as financial expenses whether or not they are included in the invoice.

Amounts relating to taxes in respect of purchases of merchandise and other goods acquired for resale, excluding Value Added Tax (VAT) and direct transport costs, are considered as part of the purchase price or cost of the services acquired.

Discounts subsequent to issuing or receiving invoices due to defects in quality, non-compliance with delivery dates or other similar reasons, as well as volume discounts on sales are all recorded separately from the sale or purchase amount of the goods and from the income or expenses for services, respectively.

The income from contract work is recognised upon completion and delivery. However, for long-term contracts (more than one year), income is recognised following the percentage of completion method, which includes billings on account and recognising income based on estimated margins taking into account the contingencies and risks estimated until the completion of the contract and delivery to the customer.

t) Electricity activities

Law 54/1997 of November 27 and the subsequent implementing legislation regulates the different activities related to the supply of electricity. This mainly consists of the production or generation, transport, distribution, commercialization and intra-Community or international exchange of electricity, together with the economic and technical management of the electricity system. This field of activity also includes the self-producers and producers under the special regime regulated in this Law.

Royal Decree 437/1998 of March 20 approved the General Accounting rules for the electricity industry companies and, therefore, for those included in the groups mentioned in the preceding paragraph. These rules establishes certain obligations to be disclosed in their annual accounts. These obligations are applicable for the consolidated annual accounts of groups that include one or more electricity activities.

Certain consolidated companies carry on operations that may be considered to fall within those considered as electricity activities as described above.

Appendix IV gives details of these companies and their activities.

Note 13 "Fixed Assets in Projects" gives details of the investments made in each one of these activities.

Note 25 "Income and Expenses" gives details of the net turnover of each activity.

**Note 8.- Goodwill on Consolidation.**

8.1. Details of Goodwill on Consolidation by subsidiary at December 31, 2001, together with the accumulated amortization, are shown below:

<b>Goodwill on Consolidation</b>	<b>Amount</b>	<b>Accumulated Amortization</b>	<b>Net</b>
Line-by-line / proportional method consolidated companies			
Abengoa Chile Consolidated	10,195	(740)	9,455
Aluminios en Discos, S.A.	31	-	31
Befesa Medio Ambiente, S.A.	198,463	(19,712)	178,751
Borg Austral, S.A.	685	(103)	582
Cartera Ambiental, S.A.	7,723	(744)	6,979
Compañía Industrial Asúa-Erandio, S.A. (Aser)	13,132	(7,988)	5,144
Complejo Medioambiental de Andalucía, S.A. (*)	1,971	(431)	1,540
Enernova Ayamonte, S.A.	361	(90)	271
Etrinsa	203	(3)	200
High Plains Corporation (**)	39,052	-	39,052
Refinalsa	1,100	(601)	499
Remetal	27,099	(6,265)	20,834
S.P.M.	37	(2)	35
Sociedad Inversora en Energía y Medioambiente, S.A.	2,146	(540)	1,606
Sondika Zinc, S.A.	1,067	(99)	968
Tratamiento de Aceites y Marpoles, S.A. Consolidated	4,491	(237)	4,254
Trademed, Tratamientos del Mediterráneo, S.L. (***)	1,484	(592)	892
Trespi	304	(11)	293
Unquinaval	1,795	(57)	1,738
Zindes, S.A.	3,372	(356)	3,016
	<b>314,711</b>	<b>(38,571)</b>	<b>276,140</b>
Equity method consolidated companies			
Deydesa 2000, S.L.	5,469	(558)	4,911
Intersplav	344	(69)	275
	<b>5,813</b>	<b>(627)</b>	<b>5,186</b>
<b>Total</b>	<b>320,524</b>	<b>(39,198)</b>	<b>281,326</b>

(\*) Relates to the goodwill that existed before this Company joined Befesa Medio Ambiente through the Company Alianza Medioambiental (AMA).

(\*\*) The total amount of the investment for the acquisition of 100% of the HIPC shares, including both the sums paid until December 31, 2001 and those materialized after said date, is Th.Eur. 107,317, giving rise to a goodwill on consolidation of Th.Eur. 46,760. The audit of the financial statements of HIPC for the six-month period ended December 31, 2001 (to adapt its year-end to that one of the Spanish group) has not been completed at the date on which these consolidated annual accounts are signed (it is being performed by Allen, Gibbs & Honlik, L.C.) and, therefore, the figures included and discussed above are the best estimate in relation to the accounting closing prepared by the subsidiary at said date. This means that any difference that may arise between these figures and those of the audited financial statements adapted to accounting principles generally accepted in Spain will be included in Abengoa's consolidated accounts for the year 2002, as a balancing item to the goodwill on consolidation booked as a result of the transaction.

(\*\*\*) Relates to the 40% that Siema held in the Company before the acquisition of Befesa.

8.2. The variations in the net balance of this caption in the year 2001 were as follows:

<b>Goodwill on Consolidation</b>	<b>Amount</b>
Balance at 31.12.00	232,033
High Plains Corporation (See Note 6.6)	39,052
Other additions due to purchases (See Note 8.1)	24,642
Amortization for the year	(14,401)
<b>Balance at 31.12.01</b>	<b>281,326</b>

Other additions for purchases includes new acquisitions of companies and additional acquisitions in companies consolidated in the preceding year.

### **Note 9.- Investments in Associated Companies.**

The detail of investments in associated companies consolidated by the Equity Method as of December 31, 2000 and 2001 and of the variation therein is as follows:

<b>Companies</b>	<b>Balance at 31.12.00</b>	<b>Allocation profit/(loss) for year</b>	<b>Other Movements</b>	<b>Balance at 31.12.01</b>
Cogeneración del Sur, S.A.	(21)	2	28	9
Cogeneración Motril, S.A.	-	129	1,284	1,413
Deydesa 2000, S.L.	1,623	745	2	2,370
Ecolube	-	(116)	572	456
Intersplav (**)	3,726	1,222	(817)	4,131
Lunagua, S.A.	1,238	-	(1,238)	-
Red Eléctrica del Sur, S.A. (Perú)	5,190	-	(5,190)	-
Tenedora de Acciones de Red Eléctrica del Sur, S.A. (Perú)	-	-	5,190	5,190
Other with profits in 2001 (*)	-	83	1,553	1,636
Other with losses in 2001 (*)	-	(83)	300	217
<b>Total</b>	<b>11,756</b>	<b>1,982</b>	<b>1,684</b>	<b>15,422</b>

(\*) Relates to insignificant companies, generally dormant, that joined the consolidated group in 2001.

(\*\*) The holding in the Ukrainian company Intersplav is 50.84% of the share capital in respect of the corporate rights attributable thereto, while it is established at 40% in respect of the entitlement to dividends and to receive the pertinent assets in the event of liquidation. It is consolidated by the equity method, since it is resident in a country with high inflation.

The most significant movements during the year were:

- Red Eléctrica del Sur, S.A. (Redesur Peru) left the consolidated group because its shares were contributed to the Spanish company Tenedora de Acciones de Red Eléctrica del Sur, S.A. (See Note 6.7). Lunagua, S.A. also left the group as a result of the disposal thereof (See Note 6.10).
- Cogeneración Motril joined the group (because it began to have significant operations), as did Tenedora de Acciones de Red Eléctrica del Sur, S.A. (See preceding paragraph and Note 6.7).

Holdings in companies resident outside Spanish territory total Th.Eur. 10,035.

### Note 10.- Start-Up and Capital Increase Expenses.

The variations in start-up and capital increase expenses for the year were as follows:

	<b>Start-up Expenses</b>
Balance at December 31, 2000	13,174
Increases	5,724
Decreases	(90)
Allocation to profit and loss account (amortization/depreciation of fixed assets)	(3,204)
<b>Balance at December 31, 2001</b>	<b>15,604</b>

The additions are basically due to recently-incorporated companies that are in a phase prior to the commencement of operations and capital increase expenses in companies.

### Note 11.- Intangible Fixed Assets.

11.1. The detail of the Intangible Fixed Assets as of December 31, 2000 and 2001 and of the variation therein is as follows:

	<b>Rights under Leasing Contracts</b>	<b>Research and Development Expenses</b>	<b>Concessions and Patents</b>	<b>Other Intangible Fixed Assets</b>	<b>Total</b>
<b>Cost</b>					
Balance at December 31, 2000	7,134	49,932	5,494	4,819	67,379
Increases	328	35,554	1,213	166	37,261
Decreases	(494)	(9,075)	(34)	(1,672)	(11,275)
Other Movements	(2,802)	20	1,449	298	(1,035)
<b>Balance at December 31, 2000</b>	<b>4,166</b>	<b>76,431</b>	<b>8,122</b>	<b>3,611</b>	<b>92,330</b>
<b>Accumulated Amortisation</b>					
Balance at December 31, 2000	(1,809)	(48,970)	(2,915)	(1,996)	(55,690)
Additions (provision)	(361)	(9,816)	(317)	(187)	(10,681)
Decreases	364	7,022	801	350	8,537
Other Movements	1,285	1,259	(617)	(260)	1,667
<b>Balance at December 31, 2001</b>	<b>(521)</b>	<b>(50,505)</b>	<b>(3,048)</b>	<b>(2,093)</b>	<b>(56,167)</b>
<b>Net Fixed Assets</b>					
<b>Balance at December 31, 2000</b>	<b>5,325</b>	<b>962</b>	<b>2,579</b>	<b>2,823</b>	<b>11,689</b>
<b>Balance at December 31, 2001</b>	<b>3,645</b>	<b>25,926</b>	<b>5,074</b>	<b>1,518</b>	<b>36,163</b>

- 11.2 The caption rights under leasing contracts includes assets acquired through finance lease contracts and have been accounted for in accordance with the transitory provisions of Royal Decree 1643/1990 dated December 20.

Original Cost	Instalments Paid	Instalments Paid in the Year	Instalments Pending	Value of Purchase Option
4,166	774	701	2,438	83

The amount relating to companies resident outside Spanish territory totals Th.Eur. 841.

- 11.3. The breakdown of Research and Development by Business Group is as follows:

Business Groups	Total Cost	Accumulated Depreciation	Net
Bioenergy	11,249	(2,388)	8,861
Environmental Services	1,920	(1,619)	301
Systems and Networks	50,370	(36,618)	13,752
Engineering and Industrial Construction	12,892	(9,880)	3,012
<b>Total</b>	<b>76,431</b>	<b>(50,505)</b>	<b>25,926</b>

- 11.4. The caption "Concessions and Patents" includes, among other items, the following assets, which will revert to their previous owner in accordance with the respective concessions.

Description	Amount	Accumulated Depreciation	Net	Concession Year	Year of Reversion	Institution
Administrative concessions	1,226	(241)	985	1993	2033	Agesa
Surface rights	1,994	(1,197)	797	1992	2007	Private Sector
Patents	558	(558)	-	1986	1996	INPI Brasil
Right of way	623	(178)	445	1985	2084	Sefanitro
Integration joint venture	2,386	-	2,386	2000	2002	Solid waste consortium
Operating concessions	721	(721)	-	1997	2001	Private Sector
Other non-reversible rights	614	(153)	461	Other	Other	Other
<b>Total</b>	<b>8,122</b>	<b>(3,048)</b>	<b>5,074</b>			

There is no obligation to create a reversion fund.

Details of the amounts relating to companies located outside Spanish territory are as follows:

Cost	558
Accumulated Depreciation	(558)
<b>Net</b>	<b>-</b>

## Note 12.- Tangible Fixed Assets.

12.1. The detail of Tangible Fixed Assets as of December 31, 2000 and 2001 and of the variation therein is as follows:

	Land and Buildings	Technical installations and machinery	Payments on Accounts and Assets in the Course of Construction	Other Tangible Fixed Assets	Total
<b>Cost</b>					
Balance at December 31, 2000	89,389	207,518	16,317	68,190	381,414
Increases	3,130	4,731	50,355	6,706	64,922
Decreases	(5,745)	(15,222)	(1,576)	(2,214)	(24,757)
Other Movements	(2,786)	(9,950)	(689)	(4,978)	(18,403)
Other Movements High Plains Corporation	511	123,880	-	984	125,375
<b>Balance at December 31, 2001</b>	<b>84,499</b>	<b>310,957</b>	<b>64,407</b>	<b>68,688</b>	<b>528,551</b>
<b>Accumulated Amortisation</b>					
Balance at December 31, 2000	(13,611)	(101,541)	-	(39,933)	(155,085)
Increases	(3,178)	(10,625)	-	(4,945)	(18,748)
Decreases	307	593	-	927	1,827
Other Movements	(2,871)	10,166	-	8,956	16,251
Other Movements High Plains Corporation	-	(42,150)	-	-	(42,150)
<b>Balance at December 31, 2001</b>	<b>(19,353)</b>	<b>(143,557)</b>	<b>-</b>	<b>(34,995)</b>	<b>(197,905)</b>
<b>Net Fixed Assets</b>					
<b>Balance at December 31, 2000</b>	<b>75,778</b>	<b>105,977</b>	<b>16,317</b>	<b>28,257</b>	<b>226,329</b>
<b>Balance at December 31, 2001</b>	<b>65,146</b>	<b>167,400</b>	<b>64,407</b>	<b>33,693</b>	<b>330,646</b>

The amounts of "Other Movements" show, in general, companies joining and leaving the consolidation process, together with the adjustment of final balances of individual companies for the preceding year in respect of those contributed to be consolidated. The net effect is not significant. High Plains Corporation contributed a cost of Th.Eur. 125,375 and accumulated amortization/depreciation of Th.Eur. 42,150, which, given the significant amount involved, is shown on a separate line.

12.2. The following Tangible Assets have been fully depreciated:

<b>Description</b>	<b>Amount</b>
Buildings	40
Technical installations and machinery	27,229
Other installations, tools and furniture	4,990
Other Tangible Fixed Assets	7,087
<b>Total</b>	<b>39,346</b>

12.3. The most relevant revaluations in Tangible Fixed Assets in previous years are as follows:

<b>Company</b>	<b>Gross Value</b>	<b>Accumulated Depreciation</b>	<b>Net Value</b>
Abengoa	5,791	(1,504)	4,287
Eucomsa	2,687	(2,245)	442
Refinalsa	935	(658)	277
Remetal	2,915	(2,136)	779
Rontealde	9,220	(2,461)	6,759

The effect of the accumulated depreciation is Th.Eur. 1,300.

12.4 The most significant investments in Tangible Fixed Assets (net of depreciation) located outside national territory are:

<b>Country</b>	<b>Amount</b>
Argentina	11,123
Brazil	2,799
Chile	624
China	38
Morocco	132
Mexico	21,608
Peru	248
Portugal	20
Puerto Rico	11
United Kingdom	16,444
Uruguay	3,482
<b>Total</b>	<b>56,529</b>

- 12.5. Fixed Assets not assigned to company's operations are not significant.
- 12.6. It is the group's policy to insure all assets as considered necessary to cover possible risks, which could materially affect their value or usefulness.

**Note13.- Project Financing.**

- 13.1 The consolidated group includes Siema, a 100%-owned Company. Siema is a holding Company that owns interests in companies with "single project" corporate purposes.

The companies with the Projects usually finance them by what is known as "Project Finance" (Financing without Recourse Applied to Projects).

In this figure, the basis of the agreement between the Company and the financial entities is the allocation of the cash flow generated by the project to repayment of the financing and settling the financial charges, excluding or limiting the amount of any other equity resources that may be used for this purpose, so that the financial entities recovers the investment exclusively through the cash flows of the project it is financing, with subordination of any other debt to that derived from the Financing without Recourse Applied to Projects until the latter has been fully repaid.

Thus, these are formulae for financing without recourse, which are applied only to specific business projects. In these companies used to participate other shareholders such as electricity companies, the authorities of the autonomous region or other local shareholders, apart from Siema or Abengoa, S.A.

13.2 The amounts of the captions related to Project Financing and the movement thereon during the year were as follows:

<b>Fixed Assets in Projects</b>	<b>Balance at 31.12.01</b>	<b>Balance at 31.12.00</b>
Intangible Fixed Assets	24,062	26,468
Tangible Fixed Assets	281,532	310,969
<b>Total</b>	<b>305,594</b>	<b>337,437</b>

<b>Financing without Recourse Applied to Projects</b>	<b>Balance at 31.12.01</b>	<b>Balance at 31.12.00</b>
Long-term	139,604	188,501
Short-term	62,033	45,905
<b>Total</b>	<b>201,637</b>	<b>234,406</b>

<b>Net</b>	<b>103,957</b>	<b>103,031</b>
------------	----------------	----------------

- 13.3. The amounts of the investments in fixed assets in Projects financed without recourse and the movement thereon during the year were as follows:

<b>Intangible Fixed Assets</b>	<b>Balance at 31.12.00</b>	<b>Increases</b>	<b>Decreases</b>	<b>Other Movements</b>	<b>Balance at 31.12.01</b>
Intangible Fixed Assets	30,357	2,358	-	-	32,715
Accumulated Amortisation	(3,889)	(3,975)	-	(789)	(8,653)
<b>Net Intangible Fixed Assets</b>	<b>26,468</b>	<b>(1,617)</b>	<b>-</b>	<b>(789)</b>	<b>24,062</b>

	<b>Land and Buildings</b>	<b>Technical installations and machinery</b>	<b>Payments on Accounts and Assets in the Course of Construction</b>	<b>Other Tangible Fixed Assets</b>	<b>Total</b>
<b>Cost</b>					
Balance at December 31, 2000	6,040	245,856	81,684	5,601	339,181
Increases	25,524	33,257	737	230	59,748
Decreases	-	(99)	(629)	(326)	(1,054)
Other Movements	63,226	(135,926)	(6,995)	-	(79,695)
<b>Balance at December 31, 2001</b>	<b>94,790</b>	<b>143,088</b>	<b>74,797</b>	<b>5,505</b>	<b>318,180</b>
<b>Accumulated Amortisation</b>					
Balance at December 31, 2000	(43)	(27,373)	-	(796)	(28,212)
Increases	(7,470)	(4,934)	-	(536)	(12,940)
Decreases	-	-	-	-	-
Other Movements	(17,670)	22,668	-	(494)	4,504
<b>Balance at December 31, 2001</b>	<b>(25,183)</b>	<b>(9,639)</b>	<b>-</b>	<b>(1,826)</b>	<b>(36,648)</b>
<b>Net Fixed Assets</b>					
<b>Balance at December 31 2000</b>	<b>5,997</b>	<b>218,483</b>	<b>81,684</b>	<b>4,805</b>	<b>310,969</b>
<b>Balance at December 31, 2001</b>	<b>69,607</b>	<b>133,449</b>	<b>74,797</b>	<b>3,679</b>	<b>281,532</b>

"Other movements" relate to the net amount of the companies with wind power activities leaving the consolidated group (See Note 6.9). The rest movements relate to reclassifications between the different sub-captions.

- 13.4. It is planned, at present, to cancel the Financing without Recourse Applied to Projects in accordance with the following calendar, pursuant to the forecast cash flow to be generated by the projects.

<b>2002</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>Following</b>	<b>Total</b>
62,033	45,068	28,369	27,211	15,705	23,251	201,637

13.5. Financing without Recourse Applied to Projects usually has the following guarantees:

- The pledge of shares in the promoting Company, authorized by the shareholders thereof.
- The assignment of collection rights.
- Limits on the disposal of the project's assets.

13.6. The balances of intangible and tangible fixed assets, both general and relating to projects, relating to electricity operations as defined in Note 7 t) were as follows:

Activity	Balance at 31.12.00	Increases	Decreases	Other Movements	Balance at 31.12.01
Production under Special Regime: Wind	94,437	-	-	(94,437)	-
Production under Special Regime: Cogeneration	157,597	1,183	(99)	264	158,945
Production under Special Regime: Hydraulic	7,507	413	-	(17)	7,903
Production under Special Regime: Other	54,067	-	(8,131)	2,204	48,140
Transport	-	445	-	14,359	14,804
<b>Total Cost</b>	<b>313,608</b>	<b>2,041</b>	<b>(8,230)</b>	<b>(77,627)</b>	<b>229,792</b>

Activity	Balance at 31.12.00	Increases	Decreases	Other Movements	Balance at 31.12.01
Production under Special Regime: Wind	(10,494)	-	-	10,494	-
Production under Special Regime: Cogeneration	(12,717)	(6,811)	18	(457)	(19,967)
Production under Special Regime: Hydraulic	-	-	-	-	-
Production under Special Regime: Other	(14,713)	(1,649)	2,846	(2,132)	(15,648)
Transport	-	(843)	-	(3,815)	(4,658)
<b>Total Accumulated Amortization</b>	<b>(37,924)</b>	<b>(9,303)</b>	<b>2,864</b>	<b>4,090</b>	<b>(40,273)</b>

<b>Net</b>	<b>275,684</b>				<b>189,519</b>
------------	----------------	--	--	--	----------------

Other movements relates, basically, to the companies with wind power activities leaving the consolidated group (See Note 6.9) and the newly consolidated companies joining the group (See Note 6.4)

The breakdown between Project Financing and other activities is as follows:

	Balance at 31.12.01	Balance at 31.12.00
Project Financing	157,027	234,370
Other	32,492	41,314
<b>Total</b>	<b>189,519</b>	<b>275,684</b>

- 13.7. The balances of Financing without Recourse Applied to Projects assigned to electricity activities as defined in Note 7 t) are as follows:

	Balance at 31.12.01	Balance at 31.12.00
Short-term debt with financial entities	41,245	36,602
Long-term debt with financial entities	107,724	180,087
<b>Total</b>	<b>148,969</b>	<b>216,689</b>

#### Note 14.- Financial Investments.

- 14.1. The detail of financial investments as of December 31, 2001 is as follows:

Financial Investments	Book value				Total
	Fixed Interest		Variable Interest		
	Associated Companies	Other	Associated Companies	Other	
Short-term investments	-	6,436	-	50,744	57,180
Long-term investments	-	-	15,422	13,325	28,747
<b>Total</b>	<b>-</b>	<b>6,436</b>	<b>15,422</b>	<b>64,069</b>	<b>85,927</b>

The provision recorded relating to variable interest-bearing instruments amounting to Th.Eur. 4,830 (Th.Eur. 2,705 short-term and Th.Eur. 2,125 long-term respectively).

- 14.2. The detail of financial investments as of December 31, 2001 relating to companies located outside Spanish territory is as follows:

Financial Investments	Book value				Total
	Fixed Interest		Variable Interest		
	Associated Companies	Other	Associated Companies	Other	
Short-term investments	-	4,289	-	9,155	13,444
Long-term investments	-	-	10,035	11,412	21,447
<b>Total</b>	<b>-</b>	<b>4,289</b>	<b>10,035</b>	<b>20,567</b>	<b>34,891</b>

14.3. The variation in long-term variable interest investments is as follows:

<b>Financial Investments</b>	<b>Balance at 31.12.00</b>	<b>Increases</b>	<b>Decreases</b>	<b>Balance at 31.12.01</b>
Long-term variable interest	52,457	48,580	(72,290)	28,747

Increases shows, in general, companies newly consolidated by the equity method (See Notes 6.4 and 6.7 and Appendix II). Decreases shows, in general, companies leaving the consolidated group (See Notes 6.9 and 6.10).

14.4. In general, short-term investments relate to shareholdings in both listed and unlisted companies in financial, technological and other sectors.

The "financial expenses" caption of the profit and loss account includes the net losses incurred on the disposal of values listed on organized secondary markets, for an approximate amount of Th.Eur. 793.

14.5. The companies that have not been included in the consolidated group (See Notes 2 and 3), although the parent company direct or indirect interest therein is higher than 5%, are listed below:

<b>Companies</b>	<b>% Shareholding</b>
Adraler, S.A.	16.67
BC International Corp.	9.90
Banda 26, S.A.	11.54
Laboratorio del Amplificador de Energía, S.A.	6.98
Lanetro	5.19
Mediación Bursátil, S.V.B., S.A.	8.00
Nexttel Communication Solutions, S.A.	10.00
Norpost, S.A.	10.00
Obimet	14.15
Pro-Sevilla, S.A.	7.72
Vetejar	8.67

14.6. All the notifications required by Article 86 of the Spanish Limited Companies Act have been made.

- 14.7. There are no important circumstances that would affect the financial investments, such as litigations, seizures, etc.
- 14.8. Financial investments are usually in Spanish currency. Those, which are in foreign currencies, are valued at the exchange rate prevailing at the year-end and, if necessary, a provision is established.
- 14.9. There are no firm purchase and/or sale commitments that could be considered material in respect of the annual accounts taken as a whole.
- 14.10. Receivable interest accrued is not significant.
- 14.11. Financial investments are remunerated at an interest rate similar to market rate.

**Note 15.- Non-Trade Receivables.**

- 15.1. The breakdown of non-trade receivables is as follows:

Description	Amount
Long-term receivables	9,030
Long-term guarantees and guarantee deposits	2,242
<b>Other long-term receivables</b>	<b>11,272</b>
Short-term receivables	35,674
Short-term guarantees	113,942
<b>Other short-term receivables</b>	<b>149,616</b>
<b>Total</b>	<b>160,888</b>

It has not been considered necessary to establish provisions against these balances.

The amount relating to companies located outside Spanish territory is Th.Eur. 144,250.

15.2. The variation in long-term non-trade receivables for 2001 is as follows:

Description	Balance at 31.12.99	Increases	Decreases	Balance at 31.12.00
Long-term non-trade receivables	8,799	13,273	(13,042)	9,030

15.3. The maturities of non-trade receivables in the next five years, including short-term maturities, are as follows:

2002	2003	2004	2005	2006	Following	Total
35,674	4,698	1,333	10	9	2,980	44,704

## Note 16. Stocks.

16.1. The breakdown of the balance of stocks as of December 31, 2001 is as follows:

Description	Amount
Commercial inventories	10,075
Raw materials and other supplies	33,415
Work in progress	5,314
Projects in progress	143,255
Manufactured products	33,215
Advances	21,183
<b>Total</b>	<b>246,457</b>

High Plains Corporation contributed Th.Eur. 6,993 to the final balance.

The amount of stocks relating to companies located outside Spanish territory is Th.Eur. 122,110.

In the balance sheet liabilities (caption "Short-term Trade Creditors"), there are advance payments from clients of Th.Eur. 50,186 related to projects in the process of execution at the year end.

- 16.2. There are no significant firm purchase or sale commitments, with the exception of those mentioned in Note 29. Futures purchase transactions in raw material markets (cereals, commodities, etc.) are not significant (see Note 7.1).
- 16.3. There are no limits on the availability of the stocks due to guarantees or pledges other than the normal ones required by the projects. These are eliminated in the course of the execution of the project.

### Note 17.- Shareholders' Equity.

- 17.1. The breakdown of the accounts comprising shareholders' equity as of December 31, 2000 and 2001 and of the variation therein is as follows:

	Balance at 31.12.00	Distribution of 2000 Profit	Other Movements	Balance at 31.12.01
Share Capital	22,700	-	(83)	22,617
Share Premium	110,009	-	-	110,009
Reserves in Parent Company:				
- Distributable	69,382	19,811	84	89,277
- Non-distributable	3,892	632	(1)	4,523
Revaluation Reserve	3,679	-	-	3,679
Reserves in fully and proportionally consolidated companies	57,655	2,641	(2,807)	57,488
Reserves in companies consolidated by equity method	763	2,176	(2,899)	39
Cumulative Translation Adjustments:				
- In Subsidiaries Consolidated by line-by-line or Proportional Method	(2,169)	-	(10,018)	(12,187)
- In companies consolidated by equity method	(36)	-	(24)	(60)
Dividend for the year 2000	-	10,875	(10,875)	-
	<b>265,875</b>			<b>275,385</b>
<b>Consolidated Profit for the Year</b>	<b>37,612</b>	<b>(37,612)</b>	<b>42,112</b>	<b>42,112</b>
<b>Profit Attributable to Minority Interests</b>	<b>(1,478)</b>	<b>1,478</b>	<b>(606)</b>	<b>(606)</b>
<b>Profit Attributable to Holding Company</b>	<b>36,134</b>	<b>(36,134)</b>	<b>41,506</b>	<b>41,506</b>
<b>Total Shareholders' Equity</b>	<b>302,009</b>			<b>316,891</b>

- 17.2. The share capital at December 31, 2001 was Euros 22,617,420, formed by 90,469,680 ordinary shares of a single class and series, all of which held identical economic and voting rights, with a nominal value of Euros 0.25 each, fully subscribed and paid up. The totality of these shares were represented by account entries and had been listed on the Madrid and Barcelona Stock Exchanges and the Stock Market Interconnection System (Continuous Market) since November 29, 1996.

The 1998 Ordinary General Meeting of Shareholders adopted the resolutions to redenominate the share capital in Euros and to adapt the accounting records and the annual accounts to the Euro, delegating in the Board of Directors to execute this at the moment it saw fit. Consequently, the Board of Directors of Abengoa, S.A. was duly authorized to adopt the pertinent resolutions, in accordance with the implementing legislation that has been issued, within the calendar established.

The calendar for adaptation to the euro fixed the year 2002 as the first year in which the accounts must compulsorily be kept in Euros, the annual accounts formulated in Euros and the share capital denominated in Euros. Until said year 2002, the accounts may continue to be kept in pesetas or may, voluntarily, be kept in Euros.

The first year in which the accounting and the annual accounts could be expressed in euros was 1999.

On the basis of the foregoing, on December 11, 2000 the Board of Directors of Abengoa, S.A. resolved, effective in the year 2001, to redenominate the share capital in Euros, reducing the nominal value by Euros 0.00369 per share and fixing it at Euros 22,617,420, formed by 22,617,420 shares with a nominal value of 1 euro each. January 1, 2001 was fixed as the date as from which the Company accounting, trading books, individual and consolidated annual accounts and any information required in monetary units would be expressed in Euros, although the peseta would be kept as a unit for comparison and historical records for the appropriate purposes.

- 17.3. According to the notifications received by the Company under the provisions of current legislation relative to obligations to give notice of percentage interests held, the most significant shareholders at December 31, 2001 are:

<b>Shareholders</b>	<b>% Shareholding</b>
Inversión Corporativa IC, S.A.	41.34
Finarpisa, S.A. (*)	3.29
Iniciativas de Bienes Inmuebles, S.A. (*)	7.38
Austral International, B.V.	5.42

(\*) Inversión Corporativa Group.

- 17.4. The General Shareholders' Meeting of Abengoa, S.A. held on June 24, 2001 resolved to reduce the nominal value of all the shares that formed the share capital from one Euro per share to twenty-five cents of Euro (0.25 Euros) per share, by splitting each share with a nominal value of 1 Euro into four new shares with a nominal value of 0.25 euros each, simultaneously increasing the number of shares issued from 22,617,420 shares to 90,469,680 new shares, to be exchanged in the proportion of 4 new shares with a nominal value of 25 cents of Euro (0.25 Euros) each for each old share of one Euro (1 Euro). This did not imply any modification to the share capital of Abengoa, S.A.
- 17.5. The Shareholders, at their Ordinary Annual General Meeting held on June 24, 2001, authorized the Board of Directors:
- 1.- Increase the share capital, in one or several times, to the sum of Euros 11,308,710, equivalent to fifty percent of the share capital at the time of approval, within a maximum term of five years.
  - 2.- To issue convertible debentures, with the resulting increase of up to Euros 137,181,000 in the share capital, over a five-year period.
  - 3.- To issue other securities that recognize or create a debt or capital contribution, within the legal limits applicable in each specific case.
  - 4.- Acquire derivatively treasury stock, within the legal limits, at a price of between Euros 0.03 and Euros 120.00 per share, within a maximum term of eighteen months.

These authorizations, which are still in force, had not been used at the date of issue of these accounts.

- 17.6. The availability of the reserves is not subject to any restrictions except those imposed by current legislation. Thus, the balance of the caption Revaluation Reserve includes the net effect of the revaluation of balance sheets carried out under the provisions of Royal Decree Law 7/1996; the balance of this caption is frozen until it has been checked and accepted by the Tax Authorities. This verification must take place within the three years following the closing date of the balance sheet on which the revaluation was recorded (12.31.96), and, therefore, the term expired on 12.31.99. When the verification has been made or when the time period has expired, the balance of the account may now be used to eliminate book losses, to increase the share capital or, when ten years have elapsed as from the closing date of the balance sheet in which the revaluation was recorded, as freely-available reserves.

17.7. The list of non-Group Companies / Entities that hold an interest of 10% or more in any of the consolidated companies is as follows:

<b>Subsidiaries Companies</b>	<b>Partner</b>	<b>% Shareholding</b>
Abecnor Subestaciones, S.A. de C.V.	Abecnor, S.A.	50.00
Aluminios en Discos, S.A.	Mesima Bilbao, S.A.	50.00
Biocarburos de Castilla y León, S.A.	Azucarera Ebro Agrícola, S.A.	50.00
Bioener Energía, S.A.	Ente Vasco de la Energía	50.00
Bioetanol Galicia, S.A.	Sodiga Galicia, Sociedad Capital Riesgo, S.A.	10.00
Cogeneración del Sur, S.A.	Aceites del Sur, S.A.	45.00
Complejo Medioambiental de Andalucía, S.A.	Terraire, S.A.	47.50
Construcciones Metálicas Mexicanas, S.A. de C.V.	Cía. Española de Financiación del Des., Cofides, S.A.	30.40
Desarrollos Eólicos de Arico, S.A.	Soc.Inversora Maspalomas, S.A.	10.00
Desarrollos Eólicos de Arico, S.A.	Soc. Hidráulica Maspalomas, S.A.	23.35
Deydesa 2000, S.L.	Decoletajes y Demoliciones, S.A.	60.00
Donsplav	Scarp	49.00
Ecología de Canaria	Cepsa	55.00
Emp. Mixta Serv. Mpales. El Ejido, S.A.	Excmo. Ayuntamiento de El Ejido	30.00
Energías Renovables Leonesas, S.A. (Erlesa)	Endesa	50.00
Europea de Construcciones Metálicas, S.A.	Tractebel España, S.A.	50.00
Europea de Tratamientos Industriales, S.A.	Européenne de Services, S.A.	25.00
Europea de Tratamientos Industriales, S.A.	Tractebel España, S.A.	25.00
Explotaciones Varias, S.A.	Técnicas Reunidas, S.A.	50.00
Fomento Energía Renovable de Palencia, S.A.	Soc. Gral. de Biomasa de Castilla-León, S.L.	29.90
Galdán, S.A.	Fagor Ederlan Coop. Ltda.	50.00
Iniciativas Hidroeléctricas, S.A.	Suma de Energías, S.L.	45.00
Intersplav	Donets Non-Ferrius Metals Research Institute	43.16
Krasbilmet	Kramz	68.00
Procesos Ecológicos, S.A.	Global Plasma Environment, S.A.	49.96
Residuos Sólidos Urbanos de Ceuta, S.L.	Esys Montenay España, S.A.	50.00
Rontalde, S.A.	Sefanitro, S.A.	10.00
Sainsel Sistemas Navales, S.A.	Saes Capital, S.A.	50.00
Sniace Cogeneración, S.A.	Bosques 2000, S.L.	10.00
Suministros Petrolíferos del Mediterráneo, S.L.	Forma, Inversión Levantina	10.71
Tenedora de Acciones de Red Eléctrica del Sur, S.A.	BSCH	25.01
Tenedora de Acciones de Red Eléctrica del Sur, S.A.	Cobra Perú, S.A.	33.33
Tratamiento de Aceites y Marpoles, S.A.	Urbaser	50.00

17.8. The detail of reserves in subsidiary companies consolidated by line-by-line, proportional or equity method is as follows:

<b>Company</b>	<b>Amount</b>	
	<b>FC / PC</b>	<b>EM</b>
Sub-consolidated Befesa	10,705	-
Sub-consolidated Asa Investment	(15,850)	-
Sub-consolidated Sistemas y Redes	23,077	-
Sub-consolidated Abener	9,985	-
Sub-consolidated Siema	(1,401)	39
Sub-consolidated Abengoa and those derived from the Consolidation process	30,972	-
<b>Total</b>	<b>57,488</b>	<b>39</b>

17.9. Details of the Fully and Proportionally Consolidated companies that generated the most significant accumulated translation differences are as follows:

<b>Company</b>	<b>Amount FC / PC</b>
Abenor, S.A.	(211)
Abengoa Chile, S.A.	695
Asa Environment and Energy Holding AG (Asa E.E.H.)	(5,649)
Asa Investment AG	(2,755)
Abengoa México, S.A. de C.V.	493
Abengoa Perú, S.A.	302
Abengoa Puerto Rico, S.E.	1,106
Bargoa, S.A.	(4,387)
Borg Austral, S.A.	(1,346)
Enicar Chile	770
Mundiland, S.A.	2,467
Remetal TRP Ltd.	363
Sainco Brasil, S.A.	(289)
Teyma Uruguay, S.A.	(772)
Telvent AG	512
Telvent Factory AG	(232)
Teyma Abengoa, S.A.	387
Otras	(3,641)
<b>Total</b>	<b>(12,187)</b>

The amount allocated to this caption in the year 2001 is Th.Eur. 10,018, Th.Eur. 5,282 of which relate to Argentina (See Note 7.e).

**Note 18.- Minority Interests.**

The detail of Minority interests as of December 31, 2000 and 2001 and of the variation therein is as follows:

<b>Company</b>	<b>Balance at 31.12.00</b>	<b>Other Movements</b>	<b>Allocation of 2001 Results</b>	<b>Balance at 31.12.01</b>
Abengoa México, S.A. de C.V.	420	58	(14)	463
Abengoa Perú, S.A.	6	(2)	2	6
Abenor, S.A.	-	27	3	30
Alfagrán, S.A.	228	86	196	510
Aluminios en Discos, S.A.	133	668	(314)	487
Aprovechamientos Energéticos Furesa, S.A.	48	2	(8)	42
Araucana de Electricidad, S.A.	-	4	(1)	3
Aurecan, Ac. Usados y Rec. Energ. Andalucía, S.L.	72	(72)	60	60
Bargoa, S.A.	1,419	(285)	529	1,664
Befesa Medio Ambiente, S.A.	4,237	3,676	199	8,111
Bioetanol Galicia, S.A.	1,731	(1)	(10)	1,720
Cartera Ambiental, S.A.	408	(18)	232	622
Cogeneración Villaricos, S.A.	42	1	3	46
Construcciones Metálicas Mexicanas, S.A. de C.V. (Comemsa)	150	682	262	1,094
Desarrollos Eólicos de Canarias, S.A.	463	(463)	-	-
Desarrollos Eólicos de Corme, S.A.	565	(565)	-	-
Desarrollos Eólicos de Galicia, S.A.	595	(595)	-	-
Ecocarburantes Españoles, S.A.	1,659	(986)	133	806
Empresa Mixta de Servicios Municipales de El Ejido, S.A	186	(235)	223	174
Enernova Ayamonte, S.A.	283	(1)	(87)	195
Europea de Construcciones Metálicas, S.A.	3,595	(303)	333	3,625
Europea de Tratamientos Industriales, S.A.	607	(589)	67	85
Explotaciones Varias, S.A.	1,370	(8)	(5)	1,357
Galdán, S.A.	643	(25)	(138)	480
High Plains Corporation	-	8,284	-	8,284
Iniciativas Hidroeléctricas, S.A.	721	4	-	725
L.T. Rosarito y Monterrey, S.A. de C.V.	-	(1)	-	(1)
MTC Engenharia, S.A.	12	(115)	3	(101)
Mundiland	48	(48)	-	-
Nueva Electricidad del Gas, S.A.	126	(4)	(36)	86
Pandelco, S.A.	(12)	(13)	(12)	(36)
Procesos Ecológicos, S.A. (Proecsa)	637	(468)	(2)	166
Puerto Real Cogeneración, S.A.	120	(3)	(151)	(33)
Rontealde, S.A.	4,249	404	548	5,200
S.E.T. Sureste Peninsular, S.A. de C.V.	(48)	(40)	(74)	(162)
Sainco Portugal	12	2	-	14
Saincomex, S.A. de C.V.	6	(1)	(2)	3
Sainsel Sistemas Navales, S.A.	1,220	(15)	(642)	563
Servicios Auxiliares de Administración, S.A. de C.V.	(18)	-	2	(16)
Sniace Cogeneración, S.A.	847	-	118	965
Sondika Zinc, S.A.	805	10	109	924
Telvent Factory AG	6	(6)	-	-
Teyma Uruguay, S.A.	505	(90)	42	457
Tipmega, S.A.	300	(300)	-	-
Zindes, S.A.	2,074	14	394	2,482
Consolidated Befesa	3,581	(69)	114	3,626
Consolidated Telvent Sistemas y Redes, S.A.	-	3,031	279	3,310
Elimination between consolidated companies	1,421	(1,530)	(1,691)	(1,800)
<b>Total</b>	<b>35,400</b>	<b>10,174</b>	<b>606</b>	<b>46,180</b>

The inclusion of High Plans Corporation in the Group has an effect of Th.Eur. 8,824 in Other Movements (additions). (See Note 6.6 on the acquisition of the holding in HIPC until January 16, 2002). Other movements likewise includes the effect of the companies Desarrollos Eólicos de Canarias, S.A., Desarrollos Eólicos de Corme, S.A. and Desarrollos Eólicos de Galicia, S.A. leaving the consolidated group (Th.Eur. 1,625).

### **Note 19.- Deferred Income.**

19.1. The breakdown of the balance of this caption at December 31, 2001 was as follows:

<b>Description</b>	<b>Amount</b>
Capital grants	36,275
Deferred income from sale of wind power activity	6,000
Other deferred income	5,943
<b>Total</b>	<b>48,218</b>

## 19.2. The detail of capital grants is as follows:

Grant Beneficiary Company	Entity	Balance at 31.12.00	Other Movements	Amount Transferred to Results	Balance at 31.12.01
Abensur	European Commission	-	4,086	-	4,086
Alfagrán, S.A.	Mº. de Industria y Energía	433	(18)	(152)	263
Alfagrán, S.A.	Regional Incentives	-	22	(2)	20
Alfagrán, S.A.	Regional Incentives	-	344	(68)	276
Aluminios en Discos, S.A.	M. Economy and Finance	36	3	(4)	35
Aluminios en Discos, S.A.	Regional Government of Alava	-	89	(8)	81
Arce Sistemas, S.A.	Iberdrola	12	2	(1)	13
Compañía Industrial Asúa-Erandio, S.A. (Aser)	M. Economy and Finance	12	(1)	(11)	-
Aurecan, Ac.Usados y Rec.Energ. Andalucía, S.L.	M. Economy and Finance	559	(280)	(35)	244
Aureca, Aceites Usados y Rec.Energ. Madrid, S.L.	M. Economy and Finance	204	(102)	(11)	92
Aureval, S.L.	ICO	307	(56)	(12)	239
Auremur	M. Economy and Finance	-	817	(43)	774
Bioetanol Galicia, S.A.	Dep. of Industry and Trade	-	180	-	180
Bioetanol Galicia, S.A.	IDAE	-	421	-	421
Cartera Ambiental, S.A.	M. Economy and Finance	12	-	(5)	7
Complejo Medioambiental de Andalucía, S.A.	Con.M.Amb.J. Andalucía	661	(60)	(121)	480
Complejo Medioambiental de Andalucía, S.A.	Con.M.Amb.J. Andalucía	721	62	(127)	656
Cogeneración Villaricos, S.A.	ICO-BEI	276	-	(13)	263
Cogeneración Villaricos, S.A.	Junta de Andalucía	523	-	(24)	499
Desarrollos Eólicos de Buenvista, S.A.	IDAE	1,454	(1,454)	-	-
Desarrollos Eólicos de Canarias, S.A.	Canary Islands Government	276	(276)	-	-
Desarrollos Eólicos de Galicia, S.A.	MINER / IDAE	2,014	(2,014)	-	-
Ecocarburantes Españoles, S.A.	Comunidad de Murcia	18,896	(2,141)	(4,021)	12,734
Enernova Ayamonte, S.A.	Junta de Andalucía	529	46	(24)	551
Europea de Construcciones Metálicas, S.A.	IFA	-	8	(8)	-
Europea de Tratamientos Industriales, S.A.	M. Economy and Finance	661	(15)	(81)	565
Europea de Tratamientos Industriales, S.A.	MCT	-	10	(1)	9
Instalaciones Abengoa, Inabensa, S.A.	European Commission	277	-	(103)	174
Instalaciones Abengoa, Inabensa, S.A.	European Commission	6	-	(6)	-
Instalaciones Abengoa, Inabensa, S.A.	European Commission	84	-	(26)	58
Instalaciones Abengoa, Inabensa, S.A.	European Commission	445	-	(52)	393
Instalaciones Abengoa, Inabensa, S.A.	European Commission	90	(90)	-	-
Instalaciones Abengoa, Inabensa, S.A.	Sanlucar Solar Project	-	1,775	-	1,775
Instalaciones Abengoa, Inabensa, S.A.	Solgate	-	76	(30)	46
Nueva Electricidad del Gas, S.A.	Junta de Andalucía	-	347	(22)	324
Procesos Ecológicos Vilches, S.A.	Junta de Andalucía	-	810	-	810
Puerto Real Cogeneración, S.A.	Junta de Andalucía	409	(10)	(40)	359
Rontealde, S.A.	Basque Reg. Government	2,326	-	(120)	2,206
Retraoil, S.A.	MIE	-	10	(10)	-
S.A. De Instalaciones de Control (Sainco)	ICEX	-	39	(29)	10
S.A. De Instalaciones de Control (Sainco)	European Commission	90	-	(90)	-
S.A. De Instalaciones de Control (Sainco)	IFA	-	(30)	30	-
S.A. De Instalaciones de Control (Sainco)	European Commission	277	(2)	(259)	16
S.A. De Instalaciones de Control (Sainco)	IFA	(6)	6	-	-
S.A. De Instalaciones de Control (Sainco)	M. Science and Technology	625	-	(449)	176
S.A. De Instalaciones de Control (Sainco)	M. Science and Technology	-	361	(172)	189
Suministros Petrolíferos del Mediterráneo, S.L.	Impiva Subvention	-	14	(2)	13
Telvent Interactiva, S.A.	M. Science and Technology	66	-	(8)	58
Telvent Interactiva, S.A.	M. Science and Technology	-	71	(11)	60
Telvent Interactiva, S.A.	M. Science and Technology	-	109	(36)	73
Telvent Interactiva, S.A.	M. Science and Technology	-	406	(163)	243
Trademed, S.L.	ICO/Instituto Fomento Murcia	2,200	(1,199)	(58)	943
Unión Química Naval,	IFA	-	245	(20)	225
Unión Química Naval,	Junta de Andalucía	-	109	(10)	100
Valcritec, S.A.	M. Economy and Finance	937	2	(306)	633
Other companies	Other	(1)	1	-	-
Adjustment to consolidation criteria			884	4,021	4,904
<b>Total</b>		<b>35,411</b>	<b>3,607</b>	<b>(2,743)</b>	<b>36,275</b>

Capital grants are related to investments in Tangible and Intangible Fixed Assets. There are no cases of non-compliance at this stage or expected whereby the Entity awarding the grant could claim it to be returned.

A decrease of Th.Eur. 3,744, included in the column Other Movements, results from the wind power companies leaving the consolidated group (See Note 6.9). The total grants awarded in the year was Th.Eur. 8,444.

### 19.3. Deferred Income.

On September 14, 2001 and October 30, 2001, Asa Environment and Energy Holding A.G., a 100% held subsidiary of Abengoa, S.A., concluded an agreement with a third party for the sale of its overall wind power generation activity, including both the companies that owned the production plants and the assets and resources associated with the promotion, management and construction thereof. The agreement reached meant the sale of the most important subsidiary in this line of activity (Desarrollos Eólicos, S.A.) and its subsidiaries for a price of Th.Eur. 77,573, which was fully collected at the year end on December 31, 2001 (included in the deposits in Note 15), together with the exclusion of these companies from the Abengoa, S.A. consolidated group as from the aforementioned date on which the sale materialized (See Note 6.9, which gives details of companies leaving the consolidated group.).

According to interpretative studies supported by legal advisors of Abengoa, S.A., this sale agreement is subject to the relevant administrative notifications. For this reason, the amount received has been fully guaranteed to the acquirer. In particular, in spite of other interpretations of current legislation, subsequent to December 31, 2001, a notification was received from the Secretary of State for Economy, Energy and Small and Medium-sized Companies, stating that the proceedings provided for in point 3 of Additional Provision 27 of Law 55/1999 dated December 29 had been initiated, by which the authorization of the operation is subject to a favourable resolution thereof and the voting rights of the shares involved are suspended until such favourable resolution were obtained. At the date of sign of these consolidated annual accounts, the Council of Ministers had not yet resolved on this matter and, although company management reaffirms its belief that there are no circumstances that could justify an unfavourable resolution in the administrative proceedings initiated and, consequently, on the authorization, the application of a conservative criterion makes it advisable not to recognise the result of this transaction in the year 2001, in view of the risk that it could be reverted in the event that it were not approved by the authorities.

Taking the foregoing considerations into account, it has been decided to make an accounting entry in accordance with the principle of conservative valuation. The difference between the price received for the sale and the sum of the net book value of the portfolio, any cost that may appear associated to the sale in the assets and the accounting provisions deemed relevant in the circumstances, is Th.Eur. 6,000 and will give rise to a deferred income that will materialize when the pertinent administrative authorisation were obtained.

- 19.4. The amount relating to other deferred income is Th.Eur. 5,943 and includes exchange rate gains and interest rate subsidies on grants from official entities.

#### **Note 20.- Provisions for contingencies and expenses.**

Th.Eur. 18,677 of the balance of this caption relates to a specific provision for contingencies that may arise as a result of arbitration proceedings initiated by Abengoa, generally in operations outside Spanish territory, which are in the resolution phase. In the opinion of the directors and legal advisors, Abengoa has sufficiently valid arguments for the amounts claimed to be recognized in its favour, although, applying the conservative valuation principle (See Note 7ñ), this provision is booked in the accounts. The contingencies are analyzed and updated at each year-end, adjusting the provision as necessary. During the year, the balance decreased by Th.Eur. 24,040 due to items related to the sale of wind power activity companies described in Note 19.3, as certain contingent events have come out which, after the sale, are no longer under the control of companies included in the consolidated group.

The rest of the balance for an amount of Th.Eur. 2,673 is contributed by Befesa Medio Ambiente, S.A. and other companies, relating to provisions for guarantees, personnel commitments and other provisions. (See Note 7.o.)

**Note 21.- Other Provisions.**

In accordance with the accounting principle of conservative valuation, as mentioned in Note 19.3, a provision of Th.Eur. 48,081 has been included in the year for provisions estimated in relation to the sale of the wind power electricity generation activity and the promotion and development of these areas.

These provisions are focused to cover certain elements that may not finally materialize, since there is a high degree of uncertainty, although, in the interest of said conservative valuation principle, which is based on the best estimates available at the closing date, they should be substantially provided for.

The events and elements that duly confirm that the possible income has been obtained or the expenses provided for incurred or that they will not materialize in the future will be monitored and reflected in the accounts in future years, so that any amount that may be considered as income will always receive an accounting treatment equivalent to that which would have been made if not provision had been required or if the provision that is reverted had not been duly booked.

**Note 22.- Non-Trade Payables.**

22.1. The detail of debts with financial institutions is as follows:

Description	Balance at 31.12.01
Short-term debts	110,341
Long-term debts	384,658
<b>Total</b>	<b>494,999</b>

This amount includes debt denominated in foreign currency for an amount of Th.Eur. 66,493, Th.Eur. 18,558 relating to companies resident in Spain, and Th.Eur. 47,935 to companies resident abroad.

22.2. Loan and credit facility payments are analysed as follows:

2002	2003	2004	2005	2006	Following	Total
110,341	10,480	7,293	119,496	117,123	130,266	494,999

The amounts maturing in the year 2005 onwards include a long-term syndicated loan signed on July 10, 2001 for an amount of Th.Eur. 340,000. It was granted to Abengoa, S.A. with the security of the pledge of shares in certain subsidiaries and likewise guaranteed by subsidiary companies. The loan has an estimated term of 6 years and repayment of the principal will commence from the year 2005 onwards. The loan is intended to finance investments in projects and other investments in companies that allow the Group's business and lines of activity to be expanded. Traditionally, Abengoa has maintained this line of long-term financing within the conditions established with the financial institutions.

22.3. Accrued interest due to financial institutions totals Th.Eur. 6,296.

22.4. Debt secured by real property mortgage totalled Th.Eur. 7,959 at December 31, 2001, coming, in general, from Befesa Medio Ambiente, S.A. and its subsidiaries.

22.5. Credit facilities for the discount of trade bills are renewable and may be extended at any moment. Therefore a quantification of credit limits is not relevant for the purpose of the annual accounts.

22.6. The equivalent for the breakdown of the most significant foreign currency debt with financial entities is as follows:

Currency	Companies Located	
	Outside Spain	Spain
Dirhams (Morocco)	1,013	-
Dollar (USA)	27,923	18,269
Peso (Argentina)	1,435	289
Peso (Chile)	554	-
Peso (Mexico)	7,800	-
Real (Brazil)	8,107	-
Sol (Peru)	1,103	-
<b>Total</b>	<b>47,935</b>	<b>18,558</b>

22.7. The average rate of the credit transactions is within market rates.

**Note 23.- Tax Situation.**

- 23.1. Abengoa, S.A. and 30 other Group companies (see Appendix V to these Notes) are taxed under the Special Regime for Company Groups for 2001, with the number 2/97. Likewise, Sociedad Anónima de Instalaciones de Control (Sainco) and 4 other companies and Befesa Medio Ambiente, S.A. and 7 other companies (see Appendix V hereto) are taxed in the year 2001 under the Special Company Group Regime with numbers 73/01 and 4/01 B, respectively. The rest of the Group companies are subject to corporate tax under the General Regime.
- 23.2. In order to calculate the taxable income of the consolidated tax group and the individual tax companies, the book profit is adjusted in accordance with any timing or permanent differences that may exist, giving rise to the pertinent prepaid and deferred taxes, resulting from applying the accounting principle of accrual. In general, prepaid and deferred taxes arise as a result of making the valuation criteria and principles in the accounts of individual companies consistent with those of the consolidated group, to which the parent company's criteria and principles are applied.
- 23.3. The corporate income tax payable, under either the general regime or the special regime for groups of companies, is the result of applying the pertinent tax rate to each taxpayer, pursuant to current legislation in each one of the tax territories and/or countries in which the different companies have their registered offices. The tax allowances and credits to which the different companies are entitled, which relate mainly to double inter-Company and international taxation and to investments made, are likewise applied. Some companies taxed under special individual regimes, have been entitled to tax reductions based on the rules applicable to their activities.
- 23.4. Reconciliation of the accounting result with the taxable income is as follows:

<b>Reconciliation Accounting Result with Taxable Income</b>	<b>Amount</b>
Consolidated profits after tax	42,112
Permanent differences	
- Originated from individual companies	15,637
- Originated from consolidation	7,350
Temporary differences	
- Originated from the individual companies	391
- Originated from consolidation	(28,353)
Losses for 2001 that cannot be offset	15,947
Tax carryforwards offset in 2001	(11,499)
<b>Taxable Income</b>	<b>41,585</b>

- 23.5. Tax carry forwards pending offsetting by the taxpayers that generated them, after deduction of those applied in the present year, and without taking those which have been substantially offset through the entries derived from the consolidation process into account, are as follows:

<b>Expiry date</b>	<b>Amount</b>
2002	1,256
2003	178
2004	256
2005	20,388
2006	497
2007	633
2008	412
2009	13,937
2010	3,816
2011	6,343
2012	1,237
2013	704
2014	1,650
2015	3,858
2016	6,162

- 23.6. Due to possible different interpretations of the tax legislation applicable to each one of the territories and/or countries in which the different companies are tax residents, there may be certain contingent tax liabilities. However, in the opinion of the tax advisors, the possibility of their materialisation is remote, and in any event, the amount, which could arise from this, would not significantly affect the annual accounts.

## Note 24.- Guarantees Furnished with Third Parties and Other Contingencies.

Guarantees furnished to third parties, totalling Th.Eur. 471,196 at the year-end comprise guarantees for completed contracts as well as for bidding rights.

There are guarantees furnished between Group companies amounting to Th.Eur. 128,568. These guarantees are to secure financial operations recorded as liabilities on the consolidated balance sheet at December 31, 2001. The amount involved outside Spanish territory is Th.Eur. 128,531, relating to both foreign companies and Spanish companies operating abroad.

At year-end, Abengoa, S.A. holds a purchase option over certain shareholdings in the telecommunications area. Said option was obtained at a no significant cost for Abengoa, S.A. In the case it were executed in the future, the price will be agreed in that moment, taking into account the market situation and it is not likely that either the investment or the counter-guarantees provided for such shareholdings would have a significant effect on Abengoa's total balance sheet figure. To date, there is no final decision as to whether or not Abengoa, S.A. will execute this option. This decision will be adopted in the future, depending on the evolution of the circumstances and the business.

## Note 25.- Income and Expenses.

25.1. Transactions carried out during the year by Abengoa, S.A. with Temporary Consortiums not included in the consolidation process amount Th.Eur. 18,902 (sales).

The volume of transactions carried out with Group and Associated Companies not included in the consolidation process is not significant.

25.2. The caption "Other Operating Income" on the consolidated profit and loss account relates to ancillary income, operating grants and all income not included under other income captions, except extraordinary income. The breakdown is as follows:

Description	Amount
Ancillary income	18,840
Consortium Integration	1,057
Integral Treatment (Note 6.3)	(7,988)
Operating grants	2,929
<b>Total</b>	<b>14,838</b>

25.3. The volume of transactions carried out in foreign currency is as follows:

<b>Description</b>	<b>Amount</b>
Sales	377,581
Purchases	263,403
External Services (Received)	61,006
External Services (Provided)	128,857

25.4. The distribution of the net turnover by activity is as follows:

<b>Business Groups</b>	<b>Amount</b>	<b>%</b>
Bioenergy	108,500	7.86
Environmental Services.	369,900	26.81
Systems and Networks	208,900	15.14
Engineering and Industrial Construction	692,578	50.19
<b>Total</b>	<b>1,379,878</b>	<b>100.00</b>

25.5. The distribution by geographical area is as follows:

<b>Geographical Area</b>	<b>Amount</b>	<b>%</b>
<b>Domestic Market</b>	<b>879,278</b>	<b>63.72</b>
- European Union	119,437	8.66
- OECD countries	168,156	12.19
- Other countries	213,007	15.43
<b>International Market</b>	<b>500,600</b>	<b>36.28</b>
<b>Total</b>	<b>1,379,878</b>	<b>100.00</b>

25.6. The net aggregated turnover of the companies included in the consolidation, which are not resident in Spain, was Th.Eur. 342,056. The consolidated annual accounts include the accumulated reserves and retained earnings of the individual consolidated companies in the shareholders' equity, not considering the effect of the hypothetical distribution thereof, since said reserves and retained earnings are used as a financing source in each one of the companies.

25.7. The average number of employees in the year is, by categories, as follows:

<b>Categories</b>	<b>Average Number</b>		
	<b>Spain</b>	<b>Outside Spain</b>	<b>Total</b>
Engineers and University Graduates	726	524	1,250
Technical Staff	388	280	668
Clerical Staff	714	516	1,230
Workmen and Auxiliary Personnel	3,711	2,679	6,390
<b>Total</b>	<b>5,539</b>	<b>3,999</b>	<b>9,538</b>

25.8. The detail of extraordinary income and expenses is as follows:

<b>Income</b>	<b>Amount</b>
Profits on sale of Intangible and Tangible Fixed Assets	7,442
Profits on sale of investments in other companies	1,566
Capital grants transfers to profit for the year	2,742
Other extraordinary income	3,698
<b>Total</b>	<b>15,448</b>

<b>Income</b>	
Loss on sale of Intangible and Tangible Fixed Assets	248
Loss on sale of investments in other companies	331
Variation in provisions for Tangible and Intangible Fixed Assets and Financial Investments	7,661
Other extraordinary expenses (includes severance payments)	5,870
<b>Total</b>	<b>14,110</b>

<b>Net Extraordinary Losses</b>	<b>1,338</b>
---------------------------------	--------------

25.9. The detail of the contributions to the profit and loss account before tax is as follows:

	<b>Amount</b>
Sub-consolidated Asa Investment	2,059
Sub-consolidated Siema	(7,529)
Sub-consolidated Abener	20,320
Sub-consolidated Telvent Sistemas y Redes	3,875
Sub-consolidated Abengoa and Consolidation process	23,387
<b>Total</b>	<b>42,112</b>

The individual annual accounts of the Spanish companies included in the consolidation are filed at the Companies Registry of the province in which their corporate headquarters are located, pursuant to current mercantile legislation.

25.10. The net turnover figures of the companies with electricity operations as defined in Note 7 t) are the following

<b>Activity</b>	<b>Amount</b>
Production under special regime: cogeneration	117,296
Production under special regime: hydraulic	65
Production under special regime: Other	20,141
Production under special regime: wind	12,693
<b>Total</b>	<b>150,195</b>

25.11 The balance of consumption and other external expenses is Th.Eur. 887,341, of which Th.Eur. 604,750 relate to purchases, Th.Eur. 19,449 to variation in inventories, Th.Eur. 261 to purchases returned, Th.Eur. 258 to volume discounts on purchases and Th.Eur. 263,661 to work carried out by other companies.

The balance of personnel costs is Th.Eur. 225,500, of which Th.Eur. 166,487 relate to wages, salaries or similar and Th.Eur. 59,013 staff welfare charges or similar regimes.

25.12. The balance of the caption Work Carried out on Fixed Assets is Th.Eur. 84,051, relating to the expenses incurred by the companies on their fixed assets, using their equipment and personnel, which are capitalized. Of this amount, Th.Eur. 40,128 relate to purchase and sale transactions between companies in the consolidated group, to which consolidation criteria and principles, explained in Note 7.h, are applied. The rest relate to individual companies.

25.13. The balance of Other Financial Income is Th.Eur. 16,052, the most significant amounts relating to Other Financial Income Th.Eur.11,725 and Income from Fixed-Income Securities Th.Eur. 2,749.

**Note 26.- Accounts with Related Companies.**

26.1. The account held by Abengoa, S.A. with Inversión Corporativa I.C., S.A. at the year-end shows a nil balance.

26.2. Dividends paid to related companies in the year total Th.Eur. 5,657.

**Note 27.- Other Information.**

27.1. The total remuneration paid to the members of the Board of Directors and to the Board of Directors Advisory Council members of Abengoa, S.A. in the year 2001, including the remuneration of those who are also members of the management of the Company, was Th.Eur. 2,932 for salaries and subsistence allowances, and Th.Eur. 29 for other items.

27.2. There are no advances or loans given to the members of the Board of Directors or obligations contracted by them under guarantee.

**Note 28.- Subsequent Events.**

The acquisition of the company High Plains Corporation commenced in the year 2001. This process has ended in 2002 with a series of actions (See Note 6.6).

Since 2001 year end there have been no other subsequent events in the consolidated companies which could be considered significant for the interpretation of the annual accounts or which could significantly affect either the individual companies or the group.

**Note 29.- Order Book.**

The amount of outstanding orders at December 31, 2001 amounts to Th.Eur. 1,167,225.

**Note 30.- Financial Statements in Pesetas.**

We set out below, for information purposes, the consolidated balance sheets and profit and loss accounts for the years ended December 31, 2001 and 2000 expressed in millions of pesetas.

**Consolidated Balance Sheets at December 31, 2001 and 2000**

- Expressed in millions of pesetas -

<b>Assets</b>	<b>31/12/2001</b>	<b>31/12/2000</b>
<b>A. Uncalled Share Capital</b>	<b>0</b>	<b>15</b>
<b>B. Fixed Assets</b>		
<b>I. Start-up and Capital Increase Expenses</b>	<b>2.596</b>	<b>2.192</b>
<b>II. Intangible Fixed Assets</b>		
Intangible fixed assets	15.362	11.211
Provisions and amortisation	(9.345)	(9.266)
	<b>6.017</b>	<b>1.945</b>
<b>III. Tangible Fixed Assets</b>		
Tangible fixed assets	87.943	63.462
Provisions and amortisation	(32.929)	(25.804)
	<b>55.014</b>	<b>37.658</b>
<b>IV. Fixed Assets Project Finance</b>		
Intangible fixed assets	5.443	5.051
Provisions and amortisation	(1.440)	(647)
Tangible fixed assets	52.941	56.435
Provisions and amortisation	(6.098)	(4.694)
	<b>50.846</b>	<b>56.145</b>
<b>V. Long-term Investments</b>		
Investments in associated companies	2.566	1.956
Long-term investments	2.217	6.772
Other investments and loans	1.876	1.642
Provisions	(354)	(837)
	<b>6.305</b>	<b>9.533</b>
<b>Total Fixed Assets</b>	<b>120.778</b>	<b>107.473</b>
<b>C. Goodwill</b>	<b>46.809</b>	<b>38.607</b>
<b>D. Deferred Charges</b>	<b>2.173</b>	<b>1.615</b>
<b>E. Current Assets</b>		
<b>II. Stocks</b>	<b>41.007</b>	<b>36.899</b>
<b>III. Accounts Receivables</b>		
Trade receivables	58.491	53.687
Amounts owed by associated companies	3.862	5.599
Other receivables	22.489	21.185
Provisions	(492)	(684)
	<b>84.350</b>	<b>79.787</b>
<b>IV. Short-term Investments</b>		
Short-term investments	9.514	17.726
Loans to associated companies	261	194
Other investments	24.894	3.350
Provisions	(450)	(636)
	<b>34.219</b>	<b>20.634</b>
<b>VI. Cash at Bank and in Hand</b>	<b>19.258</b>	<b>28.144</b>
<b>VII. Accruals and Prepayments</b>	<b>911</b>	<b>534</b>
<b>Total Current Assets</b>	<b>179.745</b>	<b>165.998</b>
<b>Total Assets</b>	<b>349.505</b>	<b>313.708</b>

**Consolidated Balance Sheets at December 31, 2001 and 2000**

- Expressed in millions of pesetas -

<b>Shareholders' Equity and Liabilities</b>	<b><u>31/12/2001</u></b>	<b><u>31/12/2000</u></b>
<b>A. Shareholder's Equity</b>		
I. Share Capital	3.763	3.777
II. Share Premium	18.304	18.304
III. Revaluation Reserve	612	612
IV. Other Reserves of Parent Company		
Distributable reserves	14.854	11.544
Non-distributable reserves	753	648
	<b>15.607</b>	<b>12.192</b>
V. Reserves in Consolidated Companies	9.565	9.593
VI. Reserves in Associated Companies	6	127
VII. Cumulative Translation Adjustments		
In Subsidiaries Consolidated by line-by-line or Proportional Method	(2.028)	(361)
In Companies consolidated by equity method	(10)	(6)
	<b>(2.038)</b>	<b>(367)</b>
VIII. Net Profit attributable to the Group		
Net income for the year	7.007	6.258
Net Profit attributable to minority interests	(101)	(246)
	<b>6.906</b>	<b>6.012</b>
<b>Total Shareholders' Equity</b>	<b>52.725</b>	<b>50.250</b>
<b>B. Minority Interests</b>	<b>7.684</b>	<b>5.890</b>
<b>D. Deferred Income</b>	<b>8.023</b>	<b>6.346</b>
<b>E. Provisions for contingencies and expenses</b>	<b>3.552</b>	<b>7.310</b>
<b>F. Other Provisions</b>	<b>8.000</b>	<b>-</b>
<b>G. Project Finance</b>		
I. Long-term Project Finance	23.228	31.364
II. Short-term Project Finance	10.321	7.638
<b>Total Project Finance</b>	<b>33.549</b>	<b>39.002</b>
<b>H. Long-term Liabilities</b>		
II. Loans	64.002	51.697
III. Other Liabilities	12.010	5.288
<b>Total Long-term Liabilities</b>	<b>76.012</b>	<b>56.985</b>
<b>I. Current Liabilities</b>		
II. Loans	18.359	27.149
III. Amounts owed to Associated Companies	1.814	1.312
IV. Trade Payables	120.900	102.371
V. Other Non-Trade Payables	17.807	16.077
VI. Other Payables	559	918
VII. Accruals	521	98
<b>Total Current Liabilities</b>	<b>159.960</b>	<b>147.925</b>
<b>Total Shareholder's Equity and Liabilities</b>	<b>349.505</b>	<b>313.708</b>

**Consolidated Profit and Loss for the years ended December 31, 2001 and 2000**

- Expressed in millions of pesetas -

<b>Expenses</b>	<b><u>31/12/2001</u></b>	<b><u>31/12/2000</u></b>
Decrease in stocks	0	0
Materials consumed	147.641	135.521
Personnel expenses	37.520	34.576
R & D amortisation charges	1.641	1.314
Other amortisation charges	6.603	5.516
Change in trading provisions	0	311
Other operating expenses	40.852	31.322
<b>Total Operating Expenses</b>	<b>234.257</b>	<b>208.560</b>
<b>I. Operating Profit</b>	<b>19.455</b>	<b>14.184</b>
Financial expenses	11.167	8.478
Loss on financial investments	136	4
Change in financial investments provisions	69	623
Negative exchange differences	1.925	1.084
<b>Total Financial Expenses</b>	<b>13.297</b>	<b>10.189</b>
<b>II. Net Financial Income</b>	<b>0</b>	<b>0</b>
Participation in losses from companies under equity method	33	14
Amortisation of goodwill	2.396	1.131
<b>Total Ordinary Expenses</b>	<b>249.983</b>	<b>219.894</b>
<b>III. Profits from Ordinary Activities</b>	<b>8.769</b>	<b>10.171</b>
Loss on sale of fixed assets	41	163
Decrease in provisions of tangible and intangible fixed assets	1.275	20
Loss on sale of investments in consolidated companies	55	(1)
Extraordinary amortisation of goodwill	0	1.600
Extraordinary R & D amortisation charges	0	785
Extraordinary expenses	977	1.197
<b>Total Extraordinary Expenses</b>	<b>2.348</b>	<b>3.764</b>
<b>IV. Net Extraordinary Income</b>	<b>222</b>	<b>0</b>
<b>Total Expenses</b>	<b>252.331</b>	<b>223.658</b>
<b>V. Net Profit before Tax</b>	<b>8.991</b>	<b>7.147</b>
Corporate income tax	(1.984)	(889)
<b>VI. Net Profit after Tax</b>	<b>7.007</b>	<b>6.258</b>
Profit attributable to minority interests	(101)	(246)
<b>VII. Profit attributable to the Group</b>	<b>6.906</b>	<b>6.012</b>

**Consolidated Profit and Loss for the years ended December 31, 2001 and 2000**

- Expressed in millions of pesetas -

<b>Income</b>	<b><u>31/12/2001</u></b>	<b><u>31/12/2000</u></b>
Net turnover	229.592	200.424
Increase in stocks	7.666	2.773
Work done for own fixed assets	13.985	10.023
Other operating income	2.469	9.524
<b>Total Operating Income</b>	<b>253.712</b>	<b>222.744</b>
Dividends from undertakings	180	290
Other financial income	2.671	1.657
Profits on short-term financial investments	0	3.635
Positive exchange differences	1.826	1.207
<b>Total Financial Income</b>	<b>4.677</b>	<b>6.789</b>
<b>II. Net Financial Losses</b>	<b>8.620</b>	<b>3.400</b>
Participation in profits from companies under equity method	363	376
Amortisation of negative goodwill	0	156
<b>Total Income from Ordinary Activities</b>	<b>258.752</b>	<b>230.065</b>
Income from sale of fixed assets	1.238	132
Income from sale of investments in consolidated companies	261	1
Income from sale of investments in companies under equity method	0	0
Capital grants transferred to profits for the year	456	371
Other extraordinary income	615	236
<b>Total Extraordinary Income</b>	<b>2.570</b>	<b>740</b>
<b>IV. Net Extraordinary Losses</b>	<b>0</b>	<b>3.024</b>
<b>Total Income</b>	<b>261.322</b>	<b>230.805</b>

## Appendix I

## Consolidated Companies

Name	Registered Address	Shareholding		Parent Company	See (Page 4)	See (Page 4)	Activity (See Page 4)	Auditor
		Amount in Th.Eur.	% of nominal capital					
Abecnor Subestaciones, S.A. de C.V.	Mexico D.F. (MX)	3	50.00	Abengoa México	(*)	a-b	(4)	-
Abecom, S.A.	Seville (ES)	113	100.00	Abengoa, S.A.	-	a-b	(4)	C
Abelec, S.A.	Santiago (CL)	1	100.00	Abengoa Chile	(*)	a-b	(4)	A
Abema Limitada	Santiago (CL)	1	100.00	Abengoa Chile/Abensur	(***)	a-b	(2); (4)	A
Abencor Suministros, S.A.	Seville (ES)	4,868	100.00	Abener / Nicsa	-	a-b	(4)	C
Abener El Sauz, S.A. de C.V. (Aelsa)	Mexico D.F. (MX)	3	100.00	Abener / Abengoa México	(**)	a-b	(4)	A
Abener Energía, Ingeniería y Construcción Ind., S.A.	Seville (ES)	30,884	100.00	Abengoa, S.A. / Nicsa	-	a-b	(4)	A
Abengoa Biofuels Corporation	Kansas (USA)	-	100.00	Asa E.E.H.	(***)	a-b	(1)	-
Abengoa Brasil	R. de Janeiro (BR)	9	100.00	T. Asa/Inabensa/MTC/A. Chile	(***)	a-b	(4)	E
Abengoa Chile, S.A.	Santiago (CL)	28,861	100.00	Asa Investment AG	-	a-b	(4)	A
Abengoa Comer. y Administração, S.A. (Abencasa)	R. de Janeiro (BR)	1,952	100.00	Asa Investment AG	-	a-b	(5)	-
Abengoa Limited	Edimburgh (UK)	3	100.00	Abengoa, S.A.	(*)	a-b	(4)	A
Abengoa México, S.A. de C.V.	Mexico D.F. (MX)	2,447	90.00	Asa Investment AG	-	a-b	(4)	A
Abengoa Perú, S.A.	Lima (PE)	3,398	100.00	Asa Investment AG	-	a-b	(4)	A
Abengoa Puerto Rico, S.E.	San Juan (PR)	8	100.00	Abengoa, S.A./Abencor	-	a-b	(4)	A
Abenor, S.A.	Santiago (CL)	7,812	100.00	Enicar Chile	(***)	a-b	(4)	A
Abensur Medio Ambiente, S.A.	Seville (ES)	3,294	100.00	AMA	-	a-b	(2)	A
Abensur Servicios Urbanos, S.A.	Seville (ES)	23,996	100.00	Befesa Medio Ambiente	-	a-b	(2)	A
Abensur Trading Company, S.A.	Montevideo (UR)	2,488	100.00	Siema	(*)	a-b	(2); (5)	-
Abensurasa, A.I.E.	Seville (ES)	2,945	100.00	Abensur / Abengoa, S.A.	-	a-b	(2)	C
Abentel Telecomunicaciones, S.A.	Seville (ES)	3,722	100.00	Abener	-	a-b	(3)	A
Adenur	Montevideo (UR)	8	100.00	Prisma	(***)	a-b	(2)	-
Aguas de Baena, AIE	Seville (ES)	325	100.00	Abensur / Abengoa	(*)	a-b	(2)	D
Alfagrán, S.A.	Murcia (ES)	2,405	93.07	AMA	-	a-b	(2)	B
Alianza Medioambiental, S.A. (AMA)	Biscay (ES)	32,633	100.00	Befesa Medio Ambiente	-	a-b	(2); (5)	B
Alto Bello, S.A.	Buenos Aires (AR)	394	100.00	Abengoa / Nica	(*)	a-b	(6)	E
Aluminios en Discos, S.A.	Huesca (ES)	2,374	66.67	Remetal	-	c	(2)	B
Aprovechamientos Energéticos Furesa, S.A.	Murcia (ES)	3,089	98.00	Siema	-	a-b	(4)	C
Araucana de Electricidad, S.A.	Santiago (CL)	4,528	100.00	Enicar Chile	(***)	a-b	(4)	A
Arce Sistemas, S.A.	Biscay (ES)	1,767	100.00	Sainco Tráfico / Sainco	-	a-b	(3)	A
Asa Environment and Energy Holding AG (Asa E.E.H.)	Zug (CH)	214,592	100.00	Siema	-	a-b	(5)	E
Asa Investment AG	Zug (CH)	66,298	100.00	Abengoa, S.A.	-	a-b	(5)	E
Aser – Zinc	Biscay (ES)	15,626	100.00	MRH	(***)	a-b	(2)	B
Aser, Compañía Industrial del Zinc, S.L. Aser II	Biscay (ES)	605	100.00	Aser – Zinc	-	a-b	(2)	B
Aureca, Ac.Usadps y Rec. Energ.Princ. Asturias, S.A.	Madrid (ES)	3	100.00	Prisma	(*)	a-b	(2)	B
Aureca, Aceites Usados y Rec. Energ. Madrid, S.L.	Madrid (ES)	2,999	100.00	Tracemar	-	a-b	(2)	B
Aurecan, Aceites Usados y Rec. Energ. Andalucía, S.L.	Huelva (ES)	105	100.00	Tracemar	-	a-b	(2)	B
Auremur. Aceites Usados y Recup. Energ. Murcia, S.L.	Murcia (ES)	3,312	100.00	Tracemar	(**)	a-b	(2)	B
Aureval, S.L.	Valencia (ES)	1,923	100.00	Tracemar	-	a-b	(2)	B
AVR, S.L.	Madrid (ES)	3	99.99	Cartera Ambiental	(*)	a-b	(2)	-
B.F. Tiver, S.L.	Asturias (ES)	4,700	94.00	Felguera Fluidos, S.A.	(*)	a-b	(2)	-
Bargoa, S.A.	R. de Janeiro (BR)	11,644	90.00	Asa Investment / Abencasa	-	a-b	(3); (4)	E
Befesa Medio Ambiente, S.A.	Biscay (ES)	334,461	92.05	Asa Env.&E.H./Siema/Abengoa	-	a-b	(2)	B
Befesa México, S.A. de C.V.	Mexico D.F. (MX)	-	100.00	Befesa	(***)	a-b	(2)	-
Befesa Servicios Corporativos, S.A.	Madrid (ES)	61	100.00	Befesa Medio Ambiente	(***)	a-b	(2)	B
Biocarburos de Castilla y León, S.A.	Seville (ES)	30	50.00	Siema	(**)	c	(1)	A
Bioeléctrica de la Vega, S.A.	Seville (ES)	601	100.00	Siema / Inabensa	(*)	c	(4)	-
Bioeléctrica del Viar, S.A.	Seville (ES)	60	100.00	Siema / Inabensa	(*)	c	(4)	-
Bioeléctrica Jiennense, S.A.	Seville (ES)	885	95.00	Siema	(*)	c	(4)	-
Bioener Energía, S.A.	Biscay (ES)	30	50.00	Siema	(*)	c	(4)	-
Bioetanol Galicia, S.A.	La Coruña (ES)	15,578	90.00	Siema	-	a-b	(1)	A

## Appendix I

## Consolidated Companies. (Continuation)

Name	Registered Address	Shareholding		Parent Company	See (Page 4)	See (Page 4)	Activity (See Page 4)	Auditor
		Amount in Th.Eur.	% of nominal capital					
Biomasa de Cantillana, S.A.	Seville (ES)	60	100.00	Siema / Inabensa	(**)	a-b	(4)	-
Biomasa del Genil, S.A.	Seville (ES)	60	100.00	Siema / Inabensa	(*)	a-b	(4)	-
Biomasa del Guadiamar, S.A.	Seville (ES)	60	100.00	Siema / Inabensa	(*)	a-b	(4)	-
Borg Austral, S.A.	Buenos Aires (AR)	5,818	98.00	Prisma / Rontevalde	-	a-b	(2)	B
C.D. Puerto San Carlos, S.A. de C.V.	Mexico D.F. (MX)	7	100.00	Abengoa México / Abener	-	a-b	(4)	A
Carrierhouse Portugal, S.A.	Lisbon (PT)	1,202	100.00	Carrierhouse, S.A.	(**)	a-b	(3)	A
Carrierhouse, S.A.	Madrid (ES)	3,850	100.00	Telvent AG / Telvent S. y R.	-	a-b	(3)	A
CARTAMB, S.L.	Madrid (ES)	726	99.80	AMA	(*)	a-b	(2)	B
Cartera Ambiental, S.A.	Madrid (ES)	9,058	80.00	AMA	-	a-b	(2)	B
Cartera Villamagna, S.L.	Madrid (ES)	551	100.00	Abengoa, S.A.	(*)	a-b	(5)	-
Ciclafarma	Madrid (ES)	38	100.00	AMA	(***)	a-b	(2)	-
Cogeneración Villaricos, S.A.	Seville (ES)	3,810	99.22	Siema	-	a-b	(4)	C
Compañía Industrial Asúa-Erandio, S.A. (Aser I)	Biscay (ES)	18,039	100.00	Aser – Zinc	-	a-b	(2)	B
Complejo Ambiental Andino	Lima (PE)	119	99.99	Abengoa Perú	(***)	a-b	(2)	-
Complejo Medioambiental de Navarra	Navarra (ES)	15	100.00	AMA	(***)	a-b	(2)	-
Construc. Metálicas Mexicanas, S.A. de C.V.	Querétaro (MX)	2,766	69.60	Abengoa México / Eucomsa	-	a-b	(4)	A
Desarrollos Energéticos de Piura, S.A.	Lima (PE)	-	100.00	Abengoa Perú	(*)	a-b	(4)	-
Desarrollos Eólicos de Arico, S.A.	Tenerife (ES)	40	66.65	Siema	(*)	a-b	(4)	-
Desarrollos Eólicos de Monseivane, S.A.	Seville (ES)	60	100.00	Siema / Desarrollos Eólicos	-	a-b	(4)	-
Desarrollos Eólicos El Hinojal, S.A.	Seville (ES)	84	100.00	Siema / Des. Eólicos, S.A.	(*)	a-b	(4)	-
Dinunzio	Mallorca (ES)	915	100.00	Retraoil	(***)	a-b	(2)	-
Donsplav	Donetsk (UA)	944	85.90	Remetal	(*)	a-b	(2)	-
Ecoagrícola, S.A.	Murcia (ES)	601	100.00	Siema	(*)	a-b	(1)	-
Ecocarburantes Españoles, S.A.	Murcia (ES)	19,034	95.09	Siema	-	a-b	(1)	A
Edificio Valgrande, S.L.	Madrid (ES)	3	100.00	Telvent Sistemas y Redes	(***)	a-b	(6)	-
Eléctrica Biovega, S.A.	Seville (ES)	59	95.00	Siema	(*)	a-b	(4)	-
Emilio Carrión, S.L.	Valencia (ES)	-	52.50	Prisma	(*)	a-b	(2)	-
Emp. Mixta de Serv. Munic. de El Ejido, S.A. (Elsur)	Almería (ES)	1,262	70.00	Abensurasa, A.I.E.	-	a-b	(2)	C
Energía de la Biomasa, S.A.	Barcelona (ES)	60	100.00	Siema / Abencor	(*)	a-b	(4)	-
Energías Renovables Leonesas, S.A. (Erlesa)	Madrid (ES)	541	50.00	Abensur	(*)	a-b	(2)	-
Enernova Ayamonte, S.A.	Huelva (ES)	3,955	91.01	Siema/Telvent S. y R. / Sainco	-	a-b	(4)	C
Enicar Chile	Santiago (CL)	39	100.00	Abengoa Chile	(***)	a-b	(5)	A
Europea de Cons. Metálicas, S.A. (Eucomsa)	Seville (ES)	3,865	50.00	Abener	-	c	(4)	A
Europea de Tratam. Industriales, Etrinsa, S.A.	Murcia (ES)	1,358	100.00	AMA	-	c	(2)	B
Explotaciones Varias, S.A.	Ciudad Real (ES)	1,907	50.00	Abengoa, S.A.	-	c	(6)	-
Felguera Fluidos, S.A.	Asturias (ES)	2,007	100.00	AMA	-	a-b	(2)	B
Financiera Soteland, S.A.	Montevideo (UR)	12	100.00	Asa Investment	-	a-b	(7)	-
Fomento Energía Renovable de Palencia, S.A.	Valladolid (ES)	-	70.00	Siema	(*)	a-b	(4)	-
Galdán, S.A.	Navarra (ES)	735	50.00	Remetal	-	c	(2)	B
Guadalacín Energía, S.A.	Seville (ES)	1,235	100.00	Siema / Abener	(*)	a-b	(4)	-
Hidroalfa, S.A.	Seville (ES)	60	100.00	Abensur / Nicsa	(*)	a-b	(2)	-
Hidrobeta, S.A.	Seville (ES)	60	100.00	Abensur / Nicsa	(*)	a-b	(2)	-
Hidrogamma, S.A.	Seville (ES)	60	100.00	Abensur / Nicsa	(*)	a-b	(2)	-
High Plains Corporation	Kansas (USA)	91,324	86.32	Asa E.E.H.	(***)	a-b	(1)	E
Inabensa Brasil	R. de Janeiro (BR)	9	100.00	Inabensa/Abengoa Brasil	(***)	a-b	(4)	-
Inabensa France, S.A.	Pierrelate (FR)	32	100.00	Inabensa	(*)	a-b	(4)	-
Inabensa Inc.	San Juan (PR)	10	100.00	Inabensa	(*)	a-b	(4)	-
Inabensa Maroc, S.A.	Tangier (MA)	751	100.00	Inabensa	-	a-b	(4)	-
Inarco, S.L.	Madrid (ES)	3	100.00	Prisma	(*)	a-b	(2)	-
Iniciativas Hidroeléctricas, S.A.	Seville (ES)	1,127	50.00	Abensur	-	c	(2)	D
Iniciativas Medioambientales, S.A.	Seville (ES)	3	99.80	Abensur	(*)	a-b	(2)	-

## Appendix I

Consolidated Companies. (Continuation)								
Name	Registered Address	Shareholding		Parent Company	See (Page 4)	See Page 4)	Activity (See Page 4)	Auditor
		Amount in Th.Eur.	% of nominal capital					
Instalaciones Abengoa, Inabensa, S.A.	Seville (ES)	15,314	100.00	Abener / Nicsa	-	a-b	(4)	A
Internet Datahouse, S.A.	Madrid (ES)	3,125	100.00	Telvent S. y R. / Sainco	-	a-b	(3)	-
Internet Recicla, S.A.	Madrid (ES)	61	100.00	AMA / Telvent S. y R.	(*)	a-b	(2)	-
Intersplav (consolida a través de P. Equiv.)	Sverdlovsk (UA)	3,722	50.84	Remetal	-	a-b	(2)	A
Inversora Enicar, S.A.	Montevideo (UR)	779	100.00	Abengoa Chile	(***)	a-b	(5)	A
L.T. 304 Noroeste, S.A. de C.V.	Mexico D.F. (MX)	7	100.00	Abengoa / Abengoa México	-	a-b	(4)	A
L.T. Rosarito y Monterrey, S.A. de C.V.	Mexico D.F. (MX)	12	100.00	Abengoa / Abengoa México	-	a-b	(4)	A
MRH Residuos Metálicos, S.L.	Biscay (ES)	42,744	100.00	Befesa Medio Ambiente	-	a-b	(2); (5)	B
MTC Engenharia, S.A.	R. de Janeiro (BR)	1,298	100.00	Bargoa / Inabensa	-	a-b	(4)	E
Mundiland, S.A.	Montevideo (UR)	54	100.00	Telvent AG	-	a-b	(5)	A
Negocios e Inversiones de Centroamérica, S.A.	C. de Panamá (PA)	1,073	100.00	Abengoa, S.A.	(*)	a-b	(5)	-
Negocios Industr. y Comerciales, S.A. (Nicsa)	Madrid (ES)	1,791	100.00	Abencor / Abengoa, S.A.	-	a-b	(4)	C
Nicsa Trading Corporation	Miami (USA)	168	100.00	Nicsa	(*)	a-b	(4)	-
Nuema, Nuevas Energías Madrid, S.L.	Madrid (ES)	3	99.90	Prisma	(*)	a-b	(2)	-
Nueva Electricidad del Gas, S.A. (Nuegas)	Seville (ES)	7,951	98.58	Abengoa, S.A.	-	a-b	(4)	A
Pandelco, S.A.	Montevideo (UR)	558	100.00	Teyma Uruguay, S.A.	-	a-b	(4)	A
Prisma, Promoc. Ind. y Servicios Med., S.L.	Madrid (ES)	13,595	100.00	AMA	-	a-b	(2); (5)	B
Procesos Ecológicos Carmona 1, S.A.	Seville (ES)	63	100.00	Proecsa / Siema	-	a-b	(2)	-
Procesos Ecológicos Carmona 2, S.A.	Seville (ES)	90	100.00	Proc. Ecológicos / Abensur	(*)	a-b	(2)	-
Procesos Ecológicos Carmona 3, S.A.	Seville (ES)	60	100.00	Proc. Ecológicos / Abensur	(*)	a-b	(2)	-
Procesos Ecológicos Lorca 1, S.A.	Seville (ES)	180	100.00	Proc. Ecológicos / Abensur	(*)	a-b	(2)	-
Procesos Ecológicos Vilches, S.A.	Seville (ES)	2,086	100.00	Proecsa / AMA	-	a-b	(2)	D
Procesos Ecológicos, S.A. (Proecsa)	Seville (ES)	877	50.00	AMA	-	a-b	(2); (5)	-
Proyectos Técnicos Industriales, S.A. (Protisa)	Madrid (ES)	1,136	100.00	Abencor Suministros, S.A.	-	a-b	(4)	A
Puerto Real Cogeneración, S.A. (Precosa)	Cadiz (ES)	3,318	90.02	Siema	-	a-b	(4)	A
Recaudación y Limpieza, S.A. (Relsa)	Seville (ES)	374	100.00	Abengoa, S.A. / Nicsa	(*)	a-b	(4)	-
Recycling Logistics, S.A.	Biscay (ES)	60	100.00	Aser – Zinc	-	a-b	(2)	-
Refinados del Aluminio, S.A. (Refinalsa)	Valladolid (ES)	8,670	100.00	Remetal	-	a-b	(2)	B
Remetal, S.A.	Biscay (ES)	53,971	100.00	MRH	-	a-b	(2); (5)	B
Remetal Trading and Investment AG	Zurich (CH)	25	100.00	Remetal	(*)	a-b	(2)	-
Remetal TRP Ltd.	Manchester (UK)	14,423	100.00	Remetal	-	a-b	(2)	E
Residuos Sólidos Urbanos de Ceuta, S.L.	Ceuta (ES)	2,030	50.00	Abengoa, S.A. / Nicsa	(*)	c	(2)	-
Retraoil	La Rioja (ES)	3,510	100.00	Tracemar	(***)	a-b	(2)	B
Rontealde, S.A.	Biscay (ES)	36,511	90.00	AMA	-	a-b	(2)	B
S.A. de Instalaciones de Control (Sainco)	Madrid (ES)	39,026	100.00	Telvent Sistemas y Redes	-	a-b	(3)	A
S.E.T. Sureste Peninsular, S.A. de C.V.	Mexico D.F. (MX)	1,946	100.00	Abengoa México/Inabensa	-	a-b	(4)	A
Sainco Brasil, S.A. (antes BST, S.A.)	R. de Janeiro (BR)	1,381	100.00	Sainco Tráfico, S.A.	-	a-b	(3)	E
Sainco Denmark, ApS	Copenhague (DK)	17	100.00	Sainco	(*)	a-b	(3)	-
Sainco Electric Traffic, C.S.	Beijing (CN)	630	100.00	Sainco Tráfico	(*)	a-b	(3)	-
Sainco Portugal, S.A.	Lisbon (PT)	15	100.00	Sainco	-	a-b	(3)	-
Sainco Scandinavia, AB	Ostersund (SE)	12	100.00	Sainco	(*)	a-b	(3)	-
Sainco Soc. Argentina de Ingenier. y Control, S.A.	Buenos Aires (AR)	206	100.00	Sainco Tráfico	-	a-b	(3)	E
Sainco Tráfico Thailand Ltd.	Bangkok (TH)	46	100.00	Sainco Tráfico	(*)	a-b	(3)	E
Sainco Tráfico, S.A.	Madrid (ES)	6,455	100.00	Sainco / Abengoa, S.A.	-	a-b	(3)	A
Saincomex, S.A. de C.V.	Mexico D.F. (MX)	1,225	99.98	Sainco	-	a-b	(3)	E
Sainsel Sistemas Navales, S.A.	Seville (ES)	1,202	50.00	Sainco	-	c	(3)	A
Sanlucar Solar, S.A.	Seville (ES)	60	100.00	Siema / Inabensa	(*)	a-b	(4)	-
Serv. Aux. de Administración, S.A. de C.V.	Mexico D.F. (MX)	6	99.80	Abengoa México de C.V.	-	a-b	(4)	A
Serv. Inform. y de Apoyo Tecnológ., S.A. (Siatic)	Seville (ES)	451	100.00	Abengoa, S.A. / Nicsa	-	a-b	(3)	C
Serv. Integr. de Mant. y Operación, S.A. (Simosa)	Seville (ES)	102	100.00	Abener / Nicsa	-	a-b	(4)	C
Sistemas de Control de Energía, S.A. (Sicel)	Seville (ES)	1,244	100.00	Sainco / Abengoa, S.A.	-	a-b	(3)	-

## Appendix I

Consolidated Companies. (Continuation)								
Name	Registered Address	Shareholding		Parent Company	See (Page 4)	See (Page 4)	Activity (See Page 4)	Auditor
		Amount in Th.Eur.	% of nominal capital					
Sniace Cogeneración, S.A.	Madrid (ES)	7,627	90.00	Siema	-	a-b	(4)	A
Soc. Inver. en Ener. y Medioambiente, S.A. (Siema)	Sevilla (ES)	93,008	100.00	Abengoa, S.A. / Nicsa	-	a-b	(5)	A
Sondika Zinc, S.A.	Vizcaya (ES)	4,154	51.00	Aser I	-	a-b	(2)	B
Suminis. Petrolíferos del Mediterráneo, S.L.	Valencia (ES)	185	63.75	AMA	(**)	a-b	(2)	B
Tec – 88, S.L.	Vizcaya (ES)	715	100.00	Remetal	(*)	a-b	(2)	-
Telecom Ventures AG (Telvent)	Zug (CH)	1,250	100.00	Siema	-	a-b	(5)	E
Telvent Factory AG	Zug (CH)	7,751	100.00	Telvent AG	-	a-b	(3); (5)	-
Telvent Interactiva, S.A.	Madrid (ES)	240	100.00	Telvent S. y R. / Sainco	-	a-b	(3)	A
Telvent Sistemas y Redes, S.A.	Madrid (ES)	32,100	100.00	Abengoa/Telvent AG/ Sainco	-	a-b	(3); (5)	A
Telvent, B.V.	Amsterdam (NL)	50	100.00	Siema	(*)	a-b	(5)	-
Teyma Abengoa, S.A.	B. Aires (AR)	29,871	100.00	Asa Invest. / Abengoa	-	a-b	(4)	E
Teyma Paraguay, S.A.	Asunción (PY)	124	100.00	Teyma Uruguay	(*)	a-b	(4)	-
Teyma Uruguay, S.A.	Montevideo (UR)	2,947	92.00	Asa Investment AG	-	a-b	(4)	A
Trademed, Tratam. del Mediterráneo, S.L.	Murcia (ES)	2,021	100.00	Prisma / AMA	-	a-b	(2)	B
Tráfico e Ingeniería, S.A. (Trafinsa)	Asturias (ES)	1,034	100.00	Sainco Tráfico, S.A./Arce	-	a-b	(3)	C
Tratamiento de Aceites y Marpoles, S.A.	Madrid (ES)	10,562	50.00	AMA / Prisma	(**)	a-b	(2)	B
TRESPI, S.L.	Valencia (ES)	362	100.00	AMA	(**)	a-b	(2)	B
Unión Química y Naval, S.L. (Unquinaval)	Cádiz (ES)	2,778	100.00	AMA	(***)	a-b	(2)	B
Urbaoil	Madrid (ES)	60	100.00	Tracemar	(*)	a-b	(2)	B
Valcritec, S.A.	Valladolid (ES)	6,787	99.93	Remetal / Refinalsa	-	a-b	(2)	B
Vicente Fresno Aceites, S.L.	Vizcaya (ES)	-	95.00	Prisma	(*)	a-b	(2)	-
Zindes, S.A.	Vizcaya (ES)	1,727	51.00	Aser I	-	a-b	(2)	B

(\*) Companies it was decided to consolidate in order to provide a more uniform picture of the group, even though they were not and, at the 2001 year end, are still not significant, either individually or globally, in the annual accounts as a whole. They are companies that have not yet begun operations, that it has been decided to liquidate/dissolve, etc. The inclusion of these companies represents aggregated sales of Th.Eur. 2,130, with no significant effect on the profit and loss account for the year 2001 or the preceding year.

(\*\*) Companies that, although they were not consolidated in previous years, began significant activity in 2001, leading to their inclusion in the consolidated group. The inclusion of these companies represents aggregated sales of Th.Eur. 7,742.

(\*\*\*) Companies acquired or incorporated during the year.

(\*\*\*\*) The circumstances considered in article 2 of Royal Decree 1815/91, whereby the Rules for Formulation of Consolidated Annual Accounts were approved, are:

- a. The parent Company shall hold a majority of the voting rights.
- b. The parent Company shall have the right to appoint a majority of the members of the governing body.
- c. The parent Company may hold a majority of the voting rights through agreements with other shareholders or members.

The percentage interests have been rounded up to two decimals.

Unless stated otherwise, the closing date of the latest annual accounts was December 31, 2001.

- (1) Bioenergy Business Group.
- (2) Environmental Services Business Group.
- (3) Systems and Networks Business Group.
- (4) Engineering and Industrial Construction Business Group.
- (5) Holding Company.
- (6) Acquisition and running of rural and urban property, together with other related activities.
- (7) Financial services.

- A Audited by PricewaterhouseCoopers
- B Audited by Andersen
- C Audited by Auditoría y Consulta, S.A.
- D Audited by Auditores y Consultores del Sur
- E Audited by Other Auditors

## Appendix II

**Consolidated Associated Companies**

Name	Registered Address	Shareholding		Parent Company	(*)	Art. of R.D. 1815/91 (****)	Activity	Auditor
		Amount in Th.Eur.	% of Nominal Capital					
ABG Servicios Medioambientales, S.A.	Biscay (ES)	25	20.00	AMA	(*)	5º 3	(2)	-
Aguas del Tunari, S.A.	Cochabamba (BO)	2,834	25.00	Abensur Trading Comp.	(*)	5º 3	(2)	-
Altek Equipment Corporation	(USA)	20	33.33	Remetal	(*)	5º 3	(2)	-
Asti Energía, S.A.	Barcelona (ES)	15	25.00	Siema	(*)	5º 3	(4)	-
Biselan, S.A.	Biscay (ES)	84	33.33	Remetal	(*)	5º 3	(2)	-
Cogeneración del Sur, S.A.	Seville (ES)	27	45.00	Siema	-	5º 3	(4)	D
Cogeneración Motril, S.A.	Seville (ES)	1,289	39.00	Siema	(**)	5º 3	(4)	E
Deydesa 2000, S.L.	Álava (ES)	6,763	40.00	Remetal	-	5º 3	(2)	B
Digitex-Micrologic-Sainco Tráfico, AIE	Madrid (ES)	-	33.33	Sainco Tráfico	(*)	5º 3	(3)	-
Dragados Indust-Electric Trafic-Indra-S.Tráfico, AIE	Madrid (ES)	-	22.75	Sainco Tráfico	(*)	5º 3	(3)	-
Ecología Canaria, S.A. (Ecansa)	Tenerife (ES)	68	45.00	Unquival	(*)	5º 3	(2)	-
Ecolube	Madrid (ES)	5,526	39.00	Tracemar	(**)	5º 3	(2)	-
Expansión Transmissão de Energia Eletrica, Ltda.	R. de Janeiro (BR)	340	25.00	Inabensa	(*)	5º 3	(4)	-
Inversiones Graminsa, S.A.	Madrid (ES)	601	24.36	Nicsa	(*)	5º 3	(5)	-
Krasbilmot	Krasnoyarsk (RU)	639	32.00	Remetal	(*)	5º 3	(2)	-
Línea de Transmisión de Comahue, S.A.	Buenos Aires (AR)	1	22.50	Teyma Abengoa, S.A.	(*)	5º 3	(4)	-
Líneas Sistemas Nacional	Mexico D.F. (MX)	-	33.30	Abengoa México	(*)	5º 3	(4)	-
Meta, Protección del Medio Ambiente, S.A.	Barcelona (ES)	-	33.33	Prisma	(*)	5º 3	(2)	-
Mogabar, S.A.	Cordova (ES)	94	48.00	Abengoa, S.A.	(*)	5º 3	(4)	-
Obimet	Odessa (UA)	156	26.00	Remetal	(*)	5º 3	(2)	-
Sdem Inabensa, S.A.	Madrid (ES)	3	50.00	Inabensa	(*)	5º 3	(4)	-
Sinaben Multimedia, AIE	Madrid (ES)	-	50.00	Abengoa, S.A.	(*)	5º 3	(4)	-
Sociedade Combustiveis Bioquimicos, S.A.	Setúbal (PT)	145	40.00	Siema	(*)	5º 3	(1)	-
Subestaciones 410, S.A. de C.V.	Mexico D.F. (MX)	-	33.33	Abengoa México	(*)	5º 3	(4)	-
Tenedora de Acciones de Red Eléc. del Sur, S.A.	Lima (PE)	5,904	33.33	Abengoa Perú	(***)	5º 3	(5)	-
Tuca, AIE	Barcelona (ES)	-	50.00	Sainco Tráfico	(*)	5º 3	(3)	-
Tuxpan TXD, S.A. de C.V.	Mexico D.F. (MX)	-	33.33	Abengoa México	(*)	5º 3	(4)	-

(\*) Companies it was decided to consolidate in order to provide a more uniform picture of the group, even though they were not and, at the 2001 year end, are still not significant, either individually or globally, in the annual accounts as a whole. They are companies that have not yet begun operations, that it has been decided to liquidate/dissolve, etc. The inclusion of these companies has not had any significant effect on the annual accounts (profits and/or losses in companies consolidated by the equity method).

(\*\*) Companies that, although they were not consolidated in previous years, began significant activity in 2001, leading to their inclusion in the consolidated group. The inclusion of these companies has not had any significant effect on the profit and loss for the year.

(\*\*\*) Companies acquired or incorporated during the year.

(\*\*\*\*) Article 5.3 of Royal Decree 1815/91, whereby the Rules for the Formulation of Consolidated Annual Accounts were approved, states that when one or more companies belonging to the group hold an interest of at least 20% in the capital of another Company which does not belong to the group, said Company shall be deemed to exist as an associated Company. Said percentage is reduced to 3% if the Company held is admitted to official listing on a stock exchange.

- (1) Bioenergy Business Group.
- (2) Environmental Services Business Group.
- (3) Systems and Networks Business Group.
- (4) Engineering and Industrial Construction Business Group.
- (5) Holding Company.

B, D and E: see page 4 of Appendix I.

## Appendix III

**Consolidated Multi-Group Entities.**

Name of Entity	Registered Address	Shareholding		Partner Company in Entity	(*)	Art. of R.D. 1815/91 (**)	Activity (See Page 2)	Auditor
		Amount in Th.Eur.	% of Nominal Capital					
Complejo Medioambiental de Andalucía, S.A.	Huelva (ES)	2,560	47.50	AMA	-	4º2.a	(2)	B
Abecotel	Lima (PE)	-	60.50	Abengoa Perú	(*)	4º2.a	(4)	-
Abengoa	Lima (PE)	-	50.00	Abengoa Perú	(*)	4º2.a	(4)	-
Calatayud	Zaragoza (ES)	3	50.00	Abensur	-	4º2.a	(2)	D
Campus Aljarafe	Pontevedra (ES)	601	25.00	Inabensa	-	4º2.a	(4)	-
Casa del Deporte (Ayuntamiento Zamora)	Zamora (ES)	60	20.00	Inabensa	-	4º2.a	(4)	-
Chapín 2002	Seville (ES)	12	25.00	Inabensa	(*)	4º2.a	(4)	-
Colectores Motril	Madrid (ES)	3	50.00	Abensur	-	4º2.a	(2)	-
Consortio Abengoa Perú Cosapi	Lima (PE)	-	13.00	Abengoa Perú	-	4º2.a	(4)	-
Consortio CT Ilo 2-construcción	Lima (PE)	-	25.00	Abengoa Perú	-	4º2.a	(4)	-
Consortio FAT (Ferrovial-Agroman-Teyma)	Montevideo (UR)	-	40.00	Teyma Uruguay	(*)	4º2.a	(4)	-
Consortium ABB-Inabensa (Kenya)	Seville (ES)	3	50.00	Inabensa	(*)	4º2.a	(4)	-
Control Aéreo Gavá	Barcelona (ES)	42	30.00	Inabensa	(*)	4º2.a	(4)	-
Cosapi Abengoa	Lima (PE)	-	50.00	Abengoa Perú	(*)	4º2.a	(4)	-
CT Ilo 2- rehabilitación	Lima (PE)	-	50.00	Abengoa Perú	(*)	4º2.a	(4)	-
Deca	Seville (ES)	2	32.30	Abensur	-	4º2.a	(2)	D
Depurbaix	Barcelona (ES)	1	10.00	Abensur	-	4º2.a	(2)	D
Edar Las Palmas	Las Palmas (ES)	3	50.00	Abensur	(*)	4º2.a	(2)	-
Electrificación Alcobendas	Madrid (ES)	6	33.30	Inabensa	-	4º2.a	(4)	-
Electrificación Cádiz	Seville (ES)	9	33.30	Inabensa	(*)	4º2.a	(4)	-
Electrificación Corredor	Madrid (ES)	12	25.00	Inabensa	(*)	4º2.a	(4)	-
Electrificación L11	Madrid (ES)	12	50.00	Inabensa	-	4º2.a	(4)	-
Estepa	Seville (ES)	4	65.00	Abensur Medio Ambiente	(*)	4º2.a	(2)	D
Fenollar	Valencia (ES)	3	50.00	Abensur	-	4º2.a	(2)	-
Givisa	Madrid (ES)	0	32.40	Inabensa	-	4º2.a	(4)	-
Groupement Cobra-Elecnor-Inabensa	Madrid (ES)	4	33.30	Inabensa	(*)	4º2.a	(4)	-
Huesna Construcciones	Seville (ES)	6	33.30	Abensur	-	4º2.a	(2)	-
I&C Puerto Llano	Madrid (ES)	24	6.80	Sainco	(*)	4º2.a	(3)	-
Idam Almeria	Seville (ES)	2	50.00	Abensur	-	4º2.a	(2)	D
Idam Carboneras	Seville (ES)	3	43.00	Abensur	-	4º2.a	(2)	D
Idam Cartagena	Biscay (ES)	1	37.50	Abensur	-	4º2.a	(2)	-
Inafer	Barcelona (ES)	6	60.00	Inabensa	-	4º2.a	(4)	-
Inelin	Madrid (ES)	12	48.50	Inabensa	(*)	4º2.a	(4)	-
Instalaciones Arganda	Madrid (ES)	30	16.00	Inabensa	-	4º2.a	(4)	-
Iscoaben 10	Madrid (ES)	180	33.00	Inabensa	-	4º2.a	(4)	-
Jerez Ferroviaria	Seville (ES)	12	10.00	Inabensa	-	4º2.a	(4)	-
Línea 1 (Montajes Guinovart,Inabensa)	Madrid (ES)	6	50.00	Inabensa	(*)	4º2.a	(4)	-
Línea 10	Madrid (ES)	120	50.00	Inabensa	-	4º2.a	(4)	-
Líneas Manantali	Madrid (ES)	12	25.00	Inabensa	(*)	4º2.a	(4)	-
Lluchmajor	Valencia (ES)	2	50.00	Abensur	-	4º2.a	(2)	D
Mataró	Madrid (ES)	6	50.00	Inabensa	(*)	4º2.a	(4)	-
Meirama	La Coruña (ES)	54	6.00	Abensur Medio Ambiente	(*)	4º2.a	(2)	-
Motril Salobreña	Granada (ES)	3	50.00	Abensur	-	4º2.a	(2)	-
Mundet (Copasa- Inabensa)	Barcelona (ES)	6	50.00	Inabensa	-	4º2.a	(4)	-
MVA	Madrid (ES)	19	33.30	Inabensa	-	4º2.a	(4)	-

**Consolidated Multi-Group Entities  
(Continuation)**

Name of Entity	Registered Address	Shareholding		Partner Company in Entity	(*)	Art. of R.D. 1815/91 (**)	Activity	Auditor
		Amount in Th.Eur.	% of Nominal Capital					
Novo Hospital de Santiago	Pontevedra (ES)	3	5.00	Inabensa	-	4º2.a	(4)	-
Norsanet	Madrid (ES)	18	40.00	Sainco	-	4º2.a	(3)	-
Pista Santiago	Madrid (ES)	12	50.00	Inabensa	-	4º2.a	(4)	-
PL Huelva (Detea - Inabensa)	Seville (ES)	6	40.00	Inabensa	(*)	4º2.a	(4)	-
Ponferrada	Madrid (ES)	6	20.00	Inabensa	-	4º2.a	(4)	-
Poniente	Almería (ES)	3	50.00	Abensur Medio Ambiente	(*)	4º2.a	(2)	D
Rincón de la Victoria	Málaga (ES)	3	50.00	Abensur	-	4º2.a	(2)	-
S.T. - Acisa (Eix-3)	Barcelona (ES)	3	50.00	Sainco Tráfico, S.A.	(*)	4º2.a	(3)	-
Sahechores	Valladolid (ES)	4	62.00	Abensur	-	4º2.a	(2)	D
Sainsel EP-Teyma	Buenos Aires (AR)	20	100.00	Sainsel	(*)	4º2.a	(3)	-
Santa Justa Ave	Seville (ES)	9	33.00	Inabensa	(*)	4º2.a	(4)	-
Sector Este	Llobregat (ES)	3	50.00	Abensur	(*)	4º2.a	(2)	-
Serveis Lleida	Lérida (ES)	6	40.00	Inabensa	(*)	4º2.a	(4)	-
Sinamon	Madrid (ES)	18	33.30	Inabensa	-	4º2.a	(4)	-
ST- E.Otaduy - E. Cantábrico	Bilbao (ES)	6	34.00	Sainco Tráfico, S.A.	-	4º2.a	(3)	-
Sta. María de Guía	Las Palmas (ES)	6	100.00	Abensur Medio Ambiente	(*)	4º2.a	(2)	-
ST-FCC-Sice nº1 (Noroeste)	Madrid (ES)	-	34.00	Sainco Tráfico, S.A.	-	4º2.a	(3)	-
Subestaciones L9	Buenos Aires (AR)	20	100.00	Sainsel	-	4º2.a	(3)	-
Subestaciones Villaverde Bajo	Seville (ES)	9	33.30	Inabensa	(*)	4º2.a	(4)	-
Teulada - Moraira	Valencia (ES)	3	42.50	Abensur	-	4º2.a	(2)	-
Transur	Moquegua (PE)	-	50.00	Abengoa Perú	-	4º2.a	(4)	-
UTE Abelsur	Almería (ES)	3	75.00	Elsur	(*)	4º2.a	(2)	-
UTE ST-Sice ( Y Astur)	Madrid (ES)	-	50.00	Sainco Tráfico, S.A.	-	4º2.a	(3)	-
Utrera	Seville (ES)	3	50.00	Abensur Medio Ambiente	(*)	4º2.a	(2)	-
Utrera-Dos Hermanas	Seville (ES)	9,015	33.30	Inabensa	(*)	4º2.a	(4)	-
Vendrell	Barcelona (ES)	3	50.00	Abensur	-	4º2.a	(2)	-

(\*) Companies/entities included in the consolidated group in the present year (See Note 6.8).

(\*\*) Article 4.2.a of Royal Decree 1815/91, whereby the Rules for Formulation of Consolidated Annual Accounts were approved, defines multigroup companies as those for which the articles of association establish joint management. Except for Complejo Medioambiental de Andalucía, S.A., all the Entities are Temporary Consortiums.

- (1) Bioenergy Business Group.
- (2) Environmental Services Business Group.
- (3) Systems and Networks Business Group.
- (4) Engineering and Industrial Construction Business Group.

B, and D: see page 4 of Appendix I.

## Appendix IV

**Consolidated Companies with electricity operations (see Note 7t).**

Name	Registered Address	Activity (*)	Remarks
Abenor, S.A.	Santiago (CL)	9	Operational
Aceites Usados y Recup. Energ. Murcia, S.L.	Murcia (ES)	(8)	Operational
Alfagrán, S.A.	Murcia (ES)	(8)	Operational
Aprovechamientos Energéticos Furesa, S.A.	Murcia (ES)	(1)	Test phase
Araucana de Electricidad, S.A.	Santiago (CL)	9	Operational
Asti Energía, S.A.	Barcelona (ES)	-	Dormant. (Under dissolution)
Aureca, Ac.Us. y Rec. Energ.Princ. Asturias, S.A.	Madrid (ES)	(8)	Operational
Aureca, Aceites Usados y Rec. Energ. Madrid, S.L.	Madrid (ES)	(8)	Operational
Aurecan, Aceites Usados y Rec. Energ. Andalucía, S.L.	Huelva (ES)	(8)	Operational
Aureval, S.L.	Valencia (ES)	(8)	Operational
Biocarburantes de Castilla y León, S.A.	Seville (ES)	(3)	Construction phase
Bioeléctrica de la Vega, S.A.	Seville (ES)	-	Dormant. (Under dissolution)
Bioeléctrica de Puente Genil, S.A.	Seville (ES)	-	Dormant. (Dissolved in 2002)
Bioeléctrica del Viar, S.A.	Seville (ES)	-	Dormant. (Under dissolution)
Bioeléctrica Jiennense, S.A.	Seville (ES)	(4)	Operational
Bioetanol Galicia, S.A.	La Coruña (ES)	(3)	Construction phase
Biomasa de Cantillana, S.A.	Seville (ES)	-	Dormant. (Under dissolution)
Biomasa del Genil, S.A.	Seville (ES)	-	Dormant. (Under dissolution)
Biomasa del Guadamar, S.A.	Seville (ES)	-	Dormant. (Under dissolution)
Cogeneración del Sur, S.A.	Seville (ES)	(1)	Operational
Cogeneración Motril, S.A.	Seville (ES)	(1)	Operational
Cogeneración Villaricos, S.A.	Seville (ES)	(1)	Operational
Desarrollos Eólicos de Arico, S.A.	Tenerife (ES)	(2)	Dormant.
Desarrollos Eólicos de Monseivane, S.A.	Seville (ES)	(2)	Dormant.
Desarrollos Eólicos El Hinojal, S.A.	Seville (ES)	(2)	Dormant.
Ecocarburantes Españoles, S.A.	Murcia (ES)	(3)	Operational
Eléctrica Biovega, S.A.	Seville (ES)	-	Dormant. (Under dissolution)
Energía de la Biomasa, S.A.	Barcelona (ES)	-	Dormant. (Under dissolution)
Energías Renovables Leonesas, S.A. (Erlesa)	Madrid (ES)	-	Operational
Erenova Ayamonte, S.A.	Huelva (ES)	(4)	Operational
Fomento Energía Renovable de Palencia, S.A.	Valladolid (ES)	-	Dormant. (Dissolved in 2002)
Guadalcaín Energía, S.A.	Seville (ES)	-	Construction phase
Iniciativas Hidroeléctricas, S.A.	Seville (ES)	(7)	Construction phase
Nuema, Nuevas Energías Madrid, S.L.	Madrid (ES)	-	Dormant.
Puerto Real Cogeneración, S.A.	Cádiz (ES)	(3)	Operational
Red Eléctrica del Sur, S.A.	Lima (PE)	(9)	Construction phase
San José Energía, S.A.	Seville (ES)	-	Dormant. (Dissolved in 2002)
Sanlúcar Solar, S.A.	Seville (ES)	-	Construction phase
Sniace Cogeneración, S.A.	Madrid (ES)	(1)	Construction phase
Trademed, Tratamientos del Mediterráneo, S.L.	Murcia (ES)	(8)	Operational

(\*) Electricity operations as described in Note 7 t) in accordance with the provisions of Law 54/1997.

- (1) Production under Special Regime: Cogeneration . Primary energy type: Fuel.
- (2) Production under Special Regime: Wind. Primary energy type: Wind.
- (3) Includes production under Special Regime: Cogeneration. Primary energy type: Natural gas.
- (4) Production under Special Regime: Cogeneration. Primary energy type: Natural gas.
- (5) Production under Special Regime: Other. Primary energy type: Natural gas.
- (6) Production under Special Regime: Other. Primary energy type: Biomass.
- (7) Production under Special Regime: Hydraulic. Primary energy type: Water.
- (8) Production under Special Regime: Other. Primary energy type: Industrial waste (used oils).
- (9) Transport.

## Appendix V

**Companies taxed under the Special Regime for Company Groups at 12.31.01**

<b>Abengoa Tax Group Number 02/97</b>		
<b>Name</b>	<b>Tax address</b>	<b>Shareholding</b>
Abengoa, S.A.	Seville (ES)	Parent Company
Abecom, S.A.	Seville (ES)	Abengoa, S.A.
Abencor Suministros, S.A.	Seville (ES)	Abener Energía, Ing. y Const. Ind., S.A.
Abener Energía, Ingeniería y Construcción Ind., S.A.	Seville (ES)	Abengoa, S.A.
Aprovechamientos Energéticos Furesa, S.A. (Aprofursa)	Murcia (ES)	Siema
Bioeléctrica de la Vega, S.A.	Seville (ES)	Siema
Bioeléctrica del Viar, S.A.	Seville (ES)	Siema
Bioeléctrica Jiennense, S.A.	Seville (ES)	Siema
Bioetanol Galicia, S.A.	La Coruña (ES)	Siema
Biomasa de Cantillana, S.A.	Seville (ES)	Siema
Biomasa del Genil, S.A.	Seville (ES)	Siema
Biomasa del Guadiamar, S.A.	Seville (ES)	Siema
Cartera Villamagna, S.L.	Madrid (ES)	Abengoa, S.A.
Cogeneración Villaricos, S.A.	Seville (ES)	Siema
Desarrollos Eólicos de Monseivane, S.A.	Seville (ES)	Siema
Desarrollos Eólicos El Hinojal, S.A.	Seville (ES)	Siema
Ecoagrícola, S.A.	Cartagena (ES)	Siema
Ecocarburantes Españoles, S.A.	Murcia (ES)	Siema
Eléctrica Biovega, S.A.	Seville (ES)	Siema
Energía de la Biomasa, S.A.	Barcelona (ES)	Siema
Eernova Ayamonte, S.A.	Huelva (ES)	Siema
Instalaciones Abengoa, Inabensa, S.A.	Seville (ES)	Abener Energía, Ing. y Const. Ind., S.A.
Negocios Industriales y Comerciales, S.A. (Nicsa)	Madrid (ES)	Abencor Suministros, S.A.
Proyectos Técnicos Industriales, S.A. (Protisa)	Madrid (ES)	Abencor Suministros, S.A.
Puerto Real Cogeneración, S.A. (Precosa)	Cádiz (ES)	Siema
Recaudación y Limpieza, S.A. (Relsa)	Seville (ES)	Abengoa, S.A.
Sanlúcar Solar, S.A.	Seville (ES)	Siema
Serv. Inform. y de Apoyo Tecnológico, S.A. (Siatec)	Seville (ES)	Abengoa, S.A.
Serv. Integ. Mant. Operaciones, S.A. (Simosa)	Seville (ES)	Abener Energía, Ing. y Const. Ind., S.A.
Sniace Cogeneración, S.A.	Madrid (ES)	Siema
Soc. Inversora en Energ. y Medioambiente, S.A. (Siema)	Seville (ES)	Abengoa, S.A.

**Appendix V**

**Companies taxed under the Special Regime for Company Groups at 12.31.01  
(Continuación)**

<b>Befesa Tax Group Number 4/01 B</b>		
<b>Name</b>	<b>Tax address</b>	<b>Shareholding</b>
Befesa Medio Ambiente, S.A.	Biscay (ES)	Parent Company
Aser Recuperación del zinc, S.L.	Biscay (ES)	MRH Residuos Metálicos, S.L.
Aser, Compañía Industrial del zinc, S.L.	Biscay (ES)	Aser Recuperación del Zinc, S.L.
Compañía Industrial Asua-Erandio, S.A.	Biscay (ES)	Aser Recuperación del Zinc, S.L.
MRH Residuos Metálicos, S.L.	Biscay (ES)	Befesa Medioambiente, S.A.
Recycling Logistics, S.L.	Biscay (ES)	Aser Recuperación del Zinc, S.L.
Remetal, S.L.	Biscay (ES)	MRH Residuos Metálicos, S.L.
Tec 88, S.L.	Biscay (ES)	Remetal, S.L.

<b>Sainco Tax Group Number 73/01</b>		
<b>Name</b>	<b>Tax address</b>	<b>Shareholding</b>
S.A. de Instalaciones de Control (Sainco)	Madrid (ES)	Parent Company
Arce Sistemas, S.A.	Biscay (ES)	Sainco Tráfico, S.A.
Sainco Tráfico, S.A.	Madrid (ES)	Sainco
Sistemas de Control de Energía, S.A. (Sicel)	Seville (ES)	Sainco
Tráfico e Ingeniería, S.A. (Trafinsa)	Asturias (ES)	Sainco Tráfico, S.A.

# **Consolidated Directors' Report for the Year 2001**

**(Free translation from the original in Spanish)**

## **Consolidated Directors' Report for the Year 2001**

### **1.- Introduction.**

- 1.1.** The present Directors' Report is formulated in accordance with articles 171 and 202 of the Revised Text of the Limited Liability Companies Law, article 49 of the Commercial Code and the Seventh European Council Directive of June 13, 1983 (83/349/EEC).

Abengoa, S.A. is an industrial and technological company that, at the end of the year 2001, held a group formed by the following companies: the parent company itself, 175 subsidiaries and 28 associated companies. Likewise, it held direct or indirect interests in 177 Temporary Consortiums. In addition, the Group companies owns shareholdings of less than 20% in other companies.

Apart from this legal corporate structure, for operating management and administration purposes, Abengoa acts through the organizational structures, described in point 2.1. below.

- 1.2.** In order to accurately measure and evaluate the business and the results achieved by Abengoa, the basis used must be the consolidated figures, which reflect the evolution of the business.

In addition to the accounting information provided in the Consolidated Annual Accounts and in the present Directors' Report, Abengoa is publishing an "Annual Report" describing the most important achievements in the year 2001. This Report is available in Spanish, English and French. Said Annual Report, which is printed before the General Shareholders' Meeting at which the Annual Accounts for 2001 are to be approved, includes both the consolidated financial statements of Abengoa and a description of the business strategy objectives and the most relevant accomplishments of the four Business Groups into which Abengoa was structured at December 31, 2001.

In addition to the printed edition, an abridged version of the Annual Report will be available in Internet, at the address <http://www.abengoa.com>. It is also possible to request a printed copy of the Annual Report from the aforementioned Internet address.

Furthermore, this web page also provides the regular information (quarterly or six-monthly) or significant events that it is compulsory for Abengoa to notify to the Stock Market National Commission under stock market rules.

- 1.3.** The shares of Abengoa, S.A. have been listed on the stock exchange since November 29, 1996 and the Company files the legally required quarterly and six-monthly information.

All the shares of Abengoa, S.A. were first quoted on the Madrid and Barcelona Stock Exchange Markets and in the Stock Exchange Interconnection System on November 29, 1996. Simultaneously, a public offering was made by their shareholders Inversión Corporativa I.C., S.A. and its subsidiary Finarpisa, S.A., together with other shareholders.

For the two processes (listing and public offering), Abengoa published an Admission Prospectus and, together with their shareholders, the Initial Public Offering Prospectus. Both Prospectus were duly approved and registered by the Stock Market National Commission on November 12, 1996 and November 21, 1996, respectively.

The volume of shares included in the Public Offering was finally established at 33.03% of the share capital of Abengoa, S.A. and the offer concluded on November 29, 1996, the date on which the stock market operation was carried out.

Abengoa, S.A. had 5,559 shareholders as at June 24, 2001 according to the information provided by "Servicio de Compensación y Liquidación de Valores, S.A." on the occasion of the last General Shareholders' Meeting held on June 24, 2001. Leaving aside the interests held by the shareholders Inversión Corporativa I.C., S.A. and its subsidiary Finarpisa and Ibisa (52.02%), according to these data, the Company considers that Abengoa, S.A.'s free float capital at said date, leaving the reference shareholder's interest aside, was 47.98% at said date.

According to the data provided to the Company by Sociedad Rectora de la Bolsa de Valores de Madrid (governing body of the Madrid Stock Exchange), 27,507,941 shares were traded during 2001. The average daily volume traded in the year was 110,031 shares, in comparison with 53,207 in 2000 (106% higher). The minimum, maximum and average prices per share in the year 2001 were Euros 6.00, Euros 9.28 and Euros 7.75 respectively (the foregoing takes into account the split in the nominal value of Euro 1 per share to Euros 0.25 per share that took place in July 2001). The last price for the Abengoa shares in 2001 was Euros 6.91, 18.6% lower than on 31 December 2000 and 285% higher than the share price established for the public offering of shares on 29 November 1996.

- 1.4.** In the year 2001, actions resulting from the objectives set by the strategic plan produced in 1996, when it was first listed on the stock exchange, were consolidated. In recent years, corporate management has sought to use returns on Abengoa's traditional activity as a springboard to develop businesses with greater value added, at the same time as the diversification of activities and geographical diversification has been structured.

The actions culminated in the year 2000 (mainly the acquisition of Befesa and the coming into operation of the first bioethanol production plant) were complemented in the year 2001 by other strategic operations, which allow Abengoa to form a technological enterprise, with an important presence in the environment sector, though environmental services (Befesa) and the production of fuels from renewable sources (bioethanol).

Among the strategic operations that took place in the year 2001, the following may be highlighted:

- Abengoa's Environment Division (specialized in hydraulic works and environmental engineering) was integrated into Befesa, through a capital increase of Euros 12,287,418.99 in Befesa by means of the contribution of Abengoa Servicios Urbanos, S.A.
- Divestment in the wind power activity. On September 14 and October 30, 2001, the sale of the assets forming Abengoa's wind power activity, including both the shareholdings in Desarrollos Eólicos, S.A. and its wind park promotion subsidiaries and the rights to develop other parks under promotion, was formalized between Asa Environment & Energy Holding AG, a 100%-held subsidiary of Abengoa, and NV Nuon. The sale transaction is being processed for approval by the authorities and this procedure is expected to conclude satisfactorily in the first six months of 2002. The result of this transaction, which will not finalize until the required approval is obtained from the authorities, is not accounted for in the year 2001. (See Notes 19.3 and 21 to the Annual Accounts.)
- Increase in the bioethanol production capacity by investment in Bioenergy activity. Acquisition of the United States company High Plains Corporation (HIPC), the fifth largest bioethanol producer in the United States. This last transaction was completed in the year 2002 (Relevant fact dated December 18, 2001). The investment was made by presenting a Tender Offer through Asa Environment and Energy Holding AG on November 1, 2001, whereby control of a majority of the capital of High Plains Corporation (HIPC), a company listed on the Nasdaq Stock Market, was acquired. HIPC owns three plants in operation, with a total production capacity of 85 million gallons (332 million litres) a year. Sales for the fiscal year 2001 (ended in June) were 150.5 M.USD. The period of the tender offer was officially extended until January 16, 2002. At December 31, 2001, the percentage shareholding obtained was 86.32%, which rose to 94.13% at the end of the additional period on January 16, 2002. Subsequently, after requesting the exclusion of HIPC from the Nasdaq, Asa Environment & Energy Holding AG has obtained control of 100% of High Plains Corporation, representing a total investment of 100 M.USD.

The result of these operations performed in the year 2001 structures Abengoa as an industrial and technological company, which acts through four business units:

- Bioenergy
- Environmental Services
- Systems and Networks
- Engineering and Industrial Construction

- 1.5.** In the year 2001, Abengoa's total net turnover was Mill.Euros 1,379.9, representing an increase of 14,6% on the prior year.

The increase in sales in the year 2001 was basically due to the increase in the Bioenergy Business Group (formerly Bioethanol), which rose from Mill.Euros 41.7 in 2000 to Mill.Euros 108.5 in 2001 and the Environmental Services Business Group (formerly Environment), which increased from Mill.Euros 193.6 in 2000 (when only 6 months of Befesa was consolidated) to Mill.Euros 369.9 in 2001.

The earnings before interest, taxes, depreciation and amortization (Ebitda) was Mill.Euros 166.5, an increase of Mill.Euros 40.2 on 2000 (31.8% up).

The net profit attributed is Mill.Euros 41.5, which represents an increase of Mill.Euros 5.4 (15%) on the profit after tax of Mill.Euros 36.1 attributed in the preceding year.

The net cash flow generated in the year was Mill.Euros 107 and represents an increase of Mill.Euros 18.2 on the year 2000, a rise of 20.5%.

The Board of Directors proposes to the General Meeting of Shareholders the distribution of a dividend of Euros 0.14 per share against the profit for the year 2001 (a 15% increase on the preceding year), representing a total pay-out of Mill.Euros 12,666 for the 90,469,680 outstanding shares.

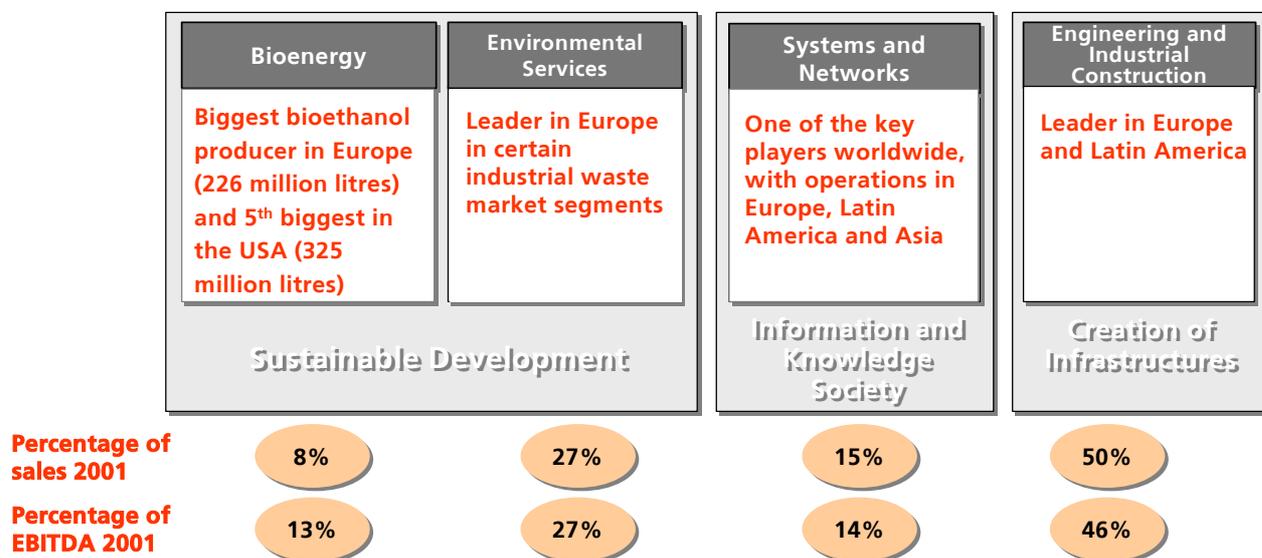
## **2.- Comments on the Evolution of the Business and Overall Situation of the Companies Included in the Consolidation.**

### **2.1. General description and organization.**

Abengoa was formed in Seville in 1941. Until 1996 it operated as an Engineering Company undertaking a range of activities. It is now an industrial and technological Company that provides solutions for sustainable development, the information and knowledge society and the creation of infrastructures.

At the 2001 year end, Abengoa's stock market capitalization was 625 million euros, it was present in 38 countries and its sales in the year were 1,379.8 million euros, with an Ebitda of 166.5 million euros.

Abengoa operates in four areas of activity:



The activities of the four Business Groups are as follows:

### **Bioenergy**

Production of ethyl alcohol from vegetable products (cereals, biomass). The alcohol (bioethanol) is used to manufacture ETBE (petrol component) or is blended directly with petrol and gasoil. As it is a renewable energy, net CO<sub>2</sub> emissions are reduced (greenhouse effect).

### **Environmental Services**

Aluminium waste recycling, salt slag recycling, zinc waste recycling, industrial waste recycling, industrial cleaning and environmental engineering services (engineering and construction for water treatment and waste management).

### **Systems and Networks**

Control and information systems integration and private network and infrastructure integration for the vertical Energy, Environment, Traffic, Transport and Telecommunications markets, providing the market with a range of products based on an innovative combination of technology, infrastructure and contents.

Technology: by using solutions based on both products developed in-house and third-party products.

- Infrastructure: with the use of spaces specially adapted for the housing and running of computer and telecommunications equipment.
- Contents: through the development of management and information systems and systems for control in real time for the target markets.

## **Engineering and Industrial Construction**

Engineering, construction and maintenance of electrical, mechanical and instrumentation infrastructures for the energy, industrial, transport and service sectors. Development, construction and operation of industrial plants and conventional power plants (cogeneration and combined-cycle) and renewable energy facilities (bioethanol, biomass, wind, solar and geothermal). Turnkey telecommunications networks and projects.

## **2.2. Recent evolution.**

2.2.1. The evolution of the main balance sheet and profit and loss account figures over the last years is shown below:

<b>Description</b>	<b>2001</b>	<b>Δ%</b>	<b>2000</b>	<b>Δ%</b>	<b>1999</b>	<b>Δ%</b>	<b>1998</b>	<b>1997</b>	<b>1996</b>
	<b>M.Euros</b>		<b>M.Euros</b>		<b>M.Euros</b>		<b>M.Euros</b>	<b>M.Euros</b>	<b>M.Euros</b>
Equity	316.9	+4.9	302.0	+50.4	200.6	+8.7	185.18	181	160
Total Assets	2,100.6	+11.4	1,885.4	+57.4	1,197.9	+21.7	984.61	763	542

<b>Description</b>	<b>2001</b>	<b>Δ%</b>	<b>2000</b>	<b>Δ%</b>	<b>1999</b>	<b>Δ%</b>	<b>1998</b>	<b>1997</b>	<b>1996</b>
	<b>M.Euros</b>		<b>M.Euros</b>		<b>M.Euros</b>		<b>M.Euros</b>	<b>M.Euros</b>	<b>M.Euros</b>
Sales	1,379.9	+14.6	1,204.6	+39.0	866.2	+10.3	785.20	693	579
EBITDA (1)	166.5	+31.8	126.3	+43.0	88.3	+17.7	75.03	64	51
Pr. Attrib. to Parent Comp.	41.5	+15.0	36.1	+64.9	21.9	+10.1	19.90	18	16
Net cash flow	107.0	+20.5	88.8	+59.8	55.6	+15.5	48.10	37	29

(1) Earnings before interest, taxes, depreciation and amortization.

2.2.2. On the balance sheet, the most significant aspect is the variation in the fixed assets between 1998 and 1997 with respect to 1996 due to the full consolidation of "Sociedad Inversora en Energía y Medio Ambiente, S.A." (Siema) from 1997 onwards. This is shown under the caption "Fixed Assets in Projects", which rose from Mill.Euros 21.3 in 1996 to Mill.Euros 178.2 in 1997, to Mill.Euros 245.0 in 1998, to Mill.Euros 306.5 in 1999, to Mill.Euros 337.4 in 2000 and to Mill.Euros 305.6 in 2001, basically as a result of tangible fixed assets representing the investments in the projects of Siema. These investments are located in the activities of water and environmental management and in energy-producing plants and installations belonging to the different Project promotion companies in which interests are held either by Siema or directly by Abengoa.

The investments in these promotion companies are generally made through Project Finance, a financing formula agreed with the financial institution whereby the latter recovers the financing through the funds generated by the project. This type of funding is, therefore, without recourse to the shareholders.

The balancing item of these investments appears in the balance sheet liabilities under the caption "Financing without Recourse Applied to Projects", which, at the 2001 year end totals Mill.Euros 139.6 under the long-term caption and Mill.Euros 62.0 at short-term, in comparison with Mill.Euros 188.5 and Mill.Euros 45.9 respectively in 2000.

The change in the size and structure of Abengoa's balance sheet in the last two years relates to certain actions, of which the final effect on the balance sheet may be seen in the following variations:

- a) The full consolidation of the holding in Befesa at the year end 2000 (91.00%). For purposes of the profit and loss account, however, said consolidation affected only the contribution relating to the six-month period at the year end 2000, since the tender offer concluded in June 2000, and to a full year for the first time in 2001, which closed with a shareholding of 92.05%.
- b) Capital increase in Abengoa in the year 2000, which allowed Abengoa's shareholders' equity to be increased by Mill.Euros 75.1 and was concluded with the full support of the investors in the month of August 2000. The increase in the shareholders' equity represents approximately a third of that which already existed, which was increased to Mill.Euros 302.0.
- c) Signature of a syndicated loan in 2001 for an amount of Mill.Euros 340 maturing at 6 years, signed with 38 financial institutions and structured to reinforce the company's financial resources after the acquisition of Befesa through the tender offer subsequently launched on the stock market.
- d) Divestment in the wind power activity in October 2001, representing a net reduction on the balance sheet of Mill.Euros 83.9 in Fixed Assets in Projects and Mill.Euros 64.9 in Financing without Recourse Applied to Projects

- e) Acquisition of the United States company High Plains Corporation, with an investment of 100 million US dollars. The whole investment was made using the Abengoa's available treasury resources and is shown on the balance sheet for 2001.

2.2.3. The contribution of the **Business Groups** to the Sales and the Ebitda shows the recent contribution of Bioenergy and Environmental Services, the weight of which, particularly the contribution to the Ebitda, has already become very significant (42% overall).

Business Group	Sales 2001			Sales 2000		Sales 1999	
	M.Euros	% over total	Δ 01/00	M.Euros	% over total	M.Euros	% over total
Bioenergy	108.5	7.9	+160%	41.7	3.5	2.5	0.3
Environmental Services	369.9	26.8	+91%	193.6	16.1	58.6	6.8
Systems and Networks	208.9	15.1	-15%	247.3	20.5	177.5	20.5
Engineering and Industrial Construction	692.5	50.2	-4%	722.0	59.9	627.6	72.4
<b>Total</b>	<b>1,379.8</b>	<b>100.0</b>	<b>+15.0%</b>	<b>1,204.6</b>	<b>100.0</b>	<b>866.2</b>	<b>100.0</b>

Business Group	Ebitda 2001			Ebitda 2000		Ebitda 1999	
	M.Euros	% over total	Δ 01/00	M.Euros	% over total	M.Euros	% over total
Bioenergy	21.2	12.7	+221%	6.6	5.2	0.4	0.4
Environmental Services	44.4	26.7	+65%	26.9	21.3	7.4	8.4
Systems and Networks	24.0	14.4	-36%	37.4	29.6	26.2	29.7
Engineering and Industrial Construction	76.9	46.2	+39%	55.4	43.9	54.3	61.5
<b>Total</b>	<b>166.5</b>	<b>100.0</b>	<b>+31.8%</b>	<b>126.3</b>	<b>100.0</b>	<b>88.3</b>	<b>100.0</b>

2.2.4. The year 2001 also presented significant variations in the weight of Abengoa's operations abroad, which were still very significant. Specifically, sales abroad accounted for Mill.Euros 500.6 (36%) of the Mill.Euros 1,379.8 turnover registered in 2001. Sales in Spain amounted to Mill.Euros 879.2 (64%) compared with Mill.Euros 748.2 in 2000 (62%).

Local operations, that is, sales by local companies based in other countries, amounted to Mill.Euros 298.3, accounting for 21.7% of the total sales figure for 2001, while exports from companies based in Spain totalled Mill.Euros 202.3 (14.6%). In 2000 sales by local companies abroad accounted for 21.0% of the total figure and exports 16.8%.

Exports and Local Company Sales	2001		2000		1999		1998		1997		1996	
	M.Euros	%	M.Euros	%	M.Euros	%	M.Euros	%	M.Euros	%	M.Euros	%
USA	5.8	0.4	2.8	0.2	0.3	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Latin America	336.7	24.4	352.3	29.2	346.3	40.0	349.9	44.6	294.3	42.5	152.4	26.3
Europe (rest)	125.8	9.1	76.5	6.3	41.8	4.9	24	3.1	27.5	4	16.4	2.8
Africa	9.4	0.7	14.2	1.2	12.4	1.4	6.9	0.9	4.7	0.6	5.2	0.9
Asia	22.9	1.7	10.6	0.9	4.7	0.5	21	2.7	32.2	4.7	24.4	4.2
<b>Total Foreign</b>	<b>500.6</b>	<b>36.3</b>	<b>456.4</b>	<b>37.8</b>	<b>405.5</b>	<b>46.8</b>	<b>401.8</b>	<b>51.1</b>	<b>358.7</b>	<b>51.8</b>	<b>198.4</b>	<b>34.2</b>
Local	298.3	21.7	253.5	21.0	272.2	31.4	267.1	34	251.6	36.3	122.2	21.1
Exports	202.3	14.6	202.9	16.8	133.3	15.4	134.7	17.1	107.1	15.5	76.2	13.1
<b>Total Foreign</b>	<b>500.6</b>	<b>36.3</b>	<b>456.4</b>	<b>37.8</b>	<b>405.5</b>	<b>46.8</b>	<b>401.8</b>	<b>51.1</b>	<b>358.7</b>	<b>51.8</b>	<b>198.4</b>	<b>34.2</b>
<b>Total Spain</b>	<b>879.2</b>	<b>63.7</b>	<b>748.2</b>	<b>62.2</b>	<b>460.7</b>	<b>53.2</b>	<b>383.3</b>	<b>48.9</b>	<b>333.9</b>	<b>48.2</b>	<b>380.4</b>	<b>65.8</b>
<b>Consolidated Total</b>	<b>1,379.8</b>	<b>100.0</b>	<b>1,204.6</b>	<b>100.0</b>	<b>866.2</b>	<b>100.0</b>	<b>785.1</b>	<b>100.0</b>	<b>692.6</b>	<b>100.0</b>	<b>578.8</b>	<b>100.0</b>

The distribution of activities abroad is as follows:

	2001		2000		1999		1998		1997		1996	
	M.Euros	%										
USA	5.8	1.2	2.8	0.6	0.3	0.1	0.0	0.0	0.0	0.0	0.0	0.0
Latin America	336.6	67.2	352.3	77.2	346.3	85.4	349.9	87.1	294.3	82.0	152.4	76.8
Europe (rest)	125.8	25.1	76.5	16.8	41.8	10.3	24.0	6.0	27.5	7.7	16.4	8.3
Africa	9.4	1.9	14.2	3.1	12.4	3.1	6.9	1.7	4.7	1.3	5.2	2.6
Asia	22.9	4.6	10.6	2.3	4.7	1.1	21.0	5.2	32.2	9.0	24.4	12.3
<b>Total Foreign</b>	<b>500.6</b>	<b>100.0</b>	<b>456.4</b>	<b>100.0</b>	<b>405.5</b>	<b>100.0</b>	<b>401.8</b>	<b>100.0</b>	<b>358.7</b>	<b>100.0</b>	<b>198.4</b>	<b>100.0</b>

2.2.5. With regard to the average number of employees, the comparative figures are as follows:

Average Number of Employees	2001	%	2000	1999	1998	1997	1996
Spain	5,539	58%	5,562	4,659	3,973	4,068	4,115
Abroad	3,999	42%	4,028	2,833	4,718	4,820	3,335
<b>Total</b>	<b>9,538</b>	<b>100%</b>	<b>9,590</b>	<b>7,492</b>	<b>8,691</b>	<b>8,888</b>	<b>7,450</b>

### 2.3. Other comments on the evolution of activities in 2001.

#### Bioenergy

- The bioethanol manufacturing activity, which commenced by constructing and running the Cartagena plant (Ecocarburantes Españoles, S.A.) is the objective of the new Bioenergy Business Group, which was strengthened in the year 2001 by the acquisition of the United States company High Plains Corporation.
- USA market: High Plains is the fifth bioethanol producer in the USA, with a total capacity of 325 million litres distributed between three plants: York (Nebraska), Colwich (Kansas) and Portales (New Mexico). The acquisition of High Plains means entering a market like that of the United States, which is regulated to favour the use of biofuels due to the combination of an exemption from the tax on hydrocarbons, established long-term, and the requirement to use oxygenated additives in urban areas where the alternative using MTBE is in the process of prohibition (the first State will be California, which has fixed the prohibition on MTBE for January 1, 2003). Likewise, the purchase of High Plains implies that Abengoa has acquired differential competences in relation to the running of ethanol plants and R&D, given the unique experience of its management team.
- Spanish market: Regarding the Spanish market, the Bioenergy activity already has a production capacity of 100 million litres at the Ecocarburantes Españoles, S.A. plant in Cartagena, to which the capacity of the plant under construction in Teixeira (Bioetanol Galicia, S.A.) should be added, with an additional 126 million litres. Furthermore, Abengoa has been granted exemption from the tax on hydrocarbons for the ethanol produced in a third plant of 200 million litres in Balbilafuente (Salamanca). This plant will be run by Biocarburantes de Castilla y León, S.A., a company incorporated by Abengoa y Ebro Puleva, S.A. with 50% each.
- R&D: Abengoa's bet on the biofuel market is complemented by the R&D activity aimed at:
  - Increasing the efficiency of the plants in operation and developing new production processes using biomass as the raw material.
  - Developing additives that allow the field of application of ethanol to be extended to diesel fuel (E-Diesel).
  - Obtaining value for the production process by-products (DDGS, Distillers' Dry Grains and Solubles).

In order to do this, Abengoa has its own R&D structure which is, furthermore, based on a series of agreements with and/or shareholdings in companies.

### **Environmental Services.**

- The most significant event is the integration of all the environmental activities that were carried on through Abensur Servicios Urbanos, S.A. (Abensur) into Befesa. For this reason, there was a capital increase in Befesa in July, which was fully subscribed by Abengoa, allowing the non-monetary contribution of the assets of Abensur. Abensur, engaged in the engineering and construction of hydraulic works and water treatment, completes Befesa's range of activities and resources perfectly and substantially reinforces Befesa's Environmental Engineering activity.
- After the integration, Befesa had a payroll of 1,214 people at the 2001 year end and currently operates through more than fifty companies in the following business areas:
  - Aluminium waste recycling
  - Salt slag recycling
  - Zinc waste recycling
  - Industrial waste management
  - Hydrocarbons and industrial cleaning
  - Environmental engineering
- Befesa's year end has been adjusted to coincide with the calendar year and, consequently, with the year end of all Abengoa's operations.
- In a market, which is still characterized by consolidation, Befesa has been able to strengthen its market position even further, through new services for its clients and the inclusion of new companies. Befesa has designed a new commercial organisation that acts by geographical areas, with nation-wide task coordination and a "multiproduct" approach in the commercial tasks, reinforcing its "unique" image, in order to provide the waste producer with an integral service.

### **Systems and Networks.**

- Telvent Sistemas y Redes, S.A. was incorporated in the year 2000 as the Company heading Abengoa's Systems and Networks business segment. This process culminated in January 2001 with the integration of Sainco and the companies it controls as a subsidiary of Telvent Sistemas y Redes, S.A.
- The process of Telvent Sistemas y Redes, S.A. also involved a rearrangement of the activities carried out by the various companies: Thus, Abentel, which operates as a telecommunication network integration and engineering company serving the operators' market, was transferred by Telvent to the Engineering and Industrial Construction Business Group in 2001, while Sainco focuses its activities on system integration for the energy and environment market, including the integration of private communication networks for clients in this sector.

- The main feature of the year 2001 was the crises of many of the companies in the technological and telecommunications sectors. This factor affected some of the Telvent companies, since the plans for investment and the creation of infrastructures for many of the companies were, in most cases, delayed, if not cancelled. However, this market situation served to confirm the business model adopted and the meticulousness employed in managing it.

### **Engineering and Industrial Construction.**

The activity of infrastructure for telecommunications operators (Abentel) was assigned to this Business Group in the year. Today, it is structured so that all Abengoa's capacity in Mechanical Installations and Assemblies and Instrumentation and Engineering for thermal, natural gas, combined cycle and other plants can operate from the same business group, together with operations in the telecommunications field as a provider of multidisciplinary services for the operators in the sector.

### **3.- Information on Significant Events after the Year End.**

Asa Environment and Energy Holding AG, a 100%-held subsidiary of Abengoa, S.A., presented a tender offer for 100% of the capital of the United States company High Plains Corporation (HIPC), a company officially listed on the Nasdaq Stock Market, on November 1, 2001, at a price of 5.63\$ per HIPC share. The initial term of this tender offer expired on December 17, 2001, when 86.32% of the capital had accepted the offer. The term of the tender offer was extended until January 16, 2002, at which date 94.13% of the capital had accepted the offer and been fully accepted by Asa Environment & Energy Holding AG, representing a total disbursement of 106 million USA dollars. On February 14, 2002, the Stock Market National Commission and the SEC were informed of Abengoa's intention to merge its subsidiaries High Plains Corporation and Abengoa Biofuels Corporation. As a consequence of the foregoing, Abengoa likewise requested that HIPC no longer be listed on the Nasdaq. After the merger, Asa Environment & Energy Holding AG obtained control of 100% of High Plains Corporation, the company resulting from the aforementioned merger, and the minority shareholders are entitled to receive an amount equal to the price per share quoted in the tender offer.

No further events have occurred that could have a significant influence on the information contained in the Consolidated Annual Accounts formulated by the Directors as of today's date or that should be highlighted as significant for the different companies or the Group as a whole.

#### **4.- Information on the Forecast Evolution of the Group.**

- 4.1.** In order to forecast the Group's prospects, it is necessary to take into account its evolution and development over recent years, from which it may be deduced that, in the medium term, there are prospects for growth. The strategy for the Group in the medium term is based on the growing contribution of the activities related to the Environmental markets, renewable fuels (bioenergy), together with continuity in the development of the Systems and Networks and Engineering and Industrial Construction activities.
- 4.2.** In addition, as stated above, the reinforcement of Abengoa's capacity in the Environment market through Befesa Medio Ambiente, S.A. and the increased bioethanol production capacity will also help to boost long-term prospects. To the extent to which current forecasts are met, Abengoa has a new base for its operations, which may remain stable and continuous over forthcoming years.
- 4.3.** With the reservations appropriate to present circumstances, bearing in mind the increased flexibility in the organisational structure, the specialisation and the diversification of activities, within the investment possibilities forecast in the national market and the competitive capacity in the international market, the Group is expected to be in a position to continue to progress favourably in the future.

#### **5.- Information on Research and Development Activities.**

- 5.1.** The program established for this type of activities have been substantially met. Abengoa, through the people responsible for this strategy in each business area, making a day-to-day effort regarding the increased degree of innovation in its technologies, as required by the characteristics of the activities carried out, essentially concentrating on the following objectives:
- Constant monitoring of the technologies which may affect each business area.
  - Selection of the technologies portfolio which provides the Group companies with the maximum competitive advantage.
  - Assimilation and implementation of the technology available from Transfer Agreements.
  - Selection of the optimal channels to accede to technological development.
  - Determination of the commercialization programmes for the technology developed.
  - Use of institutional support for innovation and technology.

- 5.2.** From among all this joint effort, attention should be drawn to the fact that, in 2001, the Research and Development activity was carried out in each Group Company in accordance with the needs arising from its respective market. Most of the projects fell within the scope of the R&D promoted by the Spanish authorities (actions taken by the Ministry of Industry and Energy) and the European authorities (Framework R&D Programs).

Abengoa performs its R&D either directly or through contracts with third parties, usually public bodies for innovation, university departments or other public and private entities. In addition, during the year, Abengoa made strategic investments in countries like the USA in pioneer companies that develop and own technologies in sectors defined as high priority, such as Biofuels and electronic business, in order to facilitate the internalization and implementation of these technologies in these important emerging markets.

Research and Development is a strategic activity for Abengoa in order to plan its future. It is carried out in the Business Groups in accordance with the requirements of their respective markets in order to make the necessary competitive capacity permanently available.

- 5.3.** In the year 2001, investment in R&D totalled Mill.Euros 35.6 in comparison with Mill.Euros 17.5 in 2000; Mill.Euros 11.8 in 1999; Mill.Euros 13.0 in 1998 and Mill.Euros 6.1 in 1997, increasing the effort to update the Group's technological capacity, which totalled Mill.Euros 76.4 at December 31, 2001, being approximately Mill.Euros 40.9 at December 2000.

## **6. Quality Management.**

In the year 2001, the Quality and Environmental Management Systems were further consolidated in the companies Abengoa and Befesa Medio Ambiente, S.A. The number of companies obtaining certificates increased and thirty-four (34) companies are now certified under the standard ISO 9000 and fifteen (15) under ISO 14001.

In the year, a Computer Application for Problem Management and Resolution and Actions for Improvement, developed in the preceding year, was implemented in all the companies. This has been modified so that Prevention of Risks at Work issues can be included.

All the incidents and needs that have appeared in the year in which the Application has been in use have been checked and a modification to the Application is under development, including the enhancements resulting from experience. This will be implemented in the year 2002.

The objective established in the preceding year continued, i.e. to use the Application for Problem Management and Resolution and Actions for Improvement to help to adequately manage all problems, including the identification, valuation and best solution thereof, so that a statistical study of the data provided by the application can be used to minimise deficiencies and costs.

## **7. Information on the Acquisition of Own Shares.**

- 7.1.** Abengoa, S.A., together with its subsidiaries and associated companies, met the legal requirements on trading in own shares and does not currently hold any own shares on its portfolio and did not do so in 2001.
- 7.2.** The parent Company did not accept any of its own shares as pledges or in any kind of mercantile deal or legal transaction.
- 7.3.** Neither are there any shares of Abengoa, S.A., which are held by third parties that are able to act in their own name, but on behalf of companies belonging to the Group.
- 7.4.** In the year 2001, incentive programs for management personnel and employees were introduced in Befesa Medio Ambiente, S.A. and Telvent Sistemas y Redes, S.A. These programs are based on the management personnel and employees' acquiring 401,946 shares in Befesa (1.48% of the share capital) and 5,443 shares in Telvent Sistemas y Redes, S.A. (5.4% of the share capital) through personnel loans granted to the purchasers by financial institutions. These loans bear a variable interest rate and mature at five years, being secured by the pledge of the shares acquired and, subsidiarily, by Abengoa. The holding of the shares by the management personnel and employees is linked to meeting a management objectives program over the next five years.
- 7.5.** Finally, it is stated that any reciprocal holdings that have been established with companies in which shares are held are transitional and are within the limits of the Spanish Limited Liability Companies Act.

---

# Governing Bodies

---

## Board of Directors (\*)

**Co-chairmen:** Felipe Benjumea Llorente

**Co-chairmen:** Javier Benjumea Llorente

**Directors:** José Luis Aya Abaurre  
José Joaquín Abaurre Llorente

**Secretary:** Jesús Pérez Rodríguez

## Advisory Board to the Board of Directors

**Chairman:** Independent directors  
José B. Terceiro Lomba

Directors representing major shareholders

**Members:** Jaime Carvajal Urquijo  
Cándido Velázquez-Gaztelu Ruiz  
Rafael Escuredo Rodríguez  
José M. Fernández Norriella

Carlos Sundheim y Díaz-Trechuelo  
Ignacio Solís Guardiola  
Fernando Solís Martínez-Campos

**Secretary:** Jesús Pérez Rodríguez

As at 4 March 2002



(\*) Mr Javier Benjumea Puigcerver (R.I.P.), Honorary President and member of the Advisory Board, passed away in Seville on 31 December 2001. On behalf of the shareholders, employees and directors of Abengoa, the Board of Directors wishes to express its deepest sympathy and pay tribute to the personal and professional merits of his keen dedication and commitment to the development of Abengoa as the creator and founding partner of the company.



## 1. Corporate governance rules and regulations

- The current structure and composition of Abengoa's governing bodies was agreed in a resolution adopted by the extraordinary meeting of shareholders on 10 January 1998 and in complementary resolutions adopted by the Board of Directors. These changes were introduced to improve the decision-making process and to reinforce good governance standards in the company. The main corporate governance measures introduced were as follows:
  - 1) The number of directors serving on the Board was reduced to include only those who make an effective contribution and are fully committed to running the company. The Executive Committee was abolished, requiring the Board of Directors to meet more often and with a more demanding agenda.
  - 2) The Board of Directors rules and regulations were approved. They set forth the rights and obligations of Abengoa's directors and the ethical standards and rules of conduct that they are required to observe, in line with the instructions laid down in the Code of Conduct.
  - 3) A new corporate governance body, the Advisory Board to the Board of Directors, was set up, as required by Abengoa's articles of association. The purpose of this new board is to provide the Board of Directors with technical advice. The majority of the members must be independent of the company. The Board of Directors also approved the Advisory Board rules and regulations, which refer to the scheduling and holding of meetings and internal procedures.
- Abengoa's governing bodies operate according to the rules and regulations contained in the documents listed below. Some are internal, while others are available to the general public from the specified registers.

	<u>Mercantile Register</u>	<u>CNMV (*)</u>
Articles of Association	√	√
Board of Directors Rules and Regulations	√	√
Advisory Board Rules and Regulations	√	√
Code of Conduct	—	√

(\*) At the CNMV (Spanish Securities and Exchange Commission) web site (<http://www.cnmv.es>)

## 2. Summary of rules and regulations applying to governing bodies

### 2.1 Articles of Association

#### a) Board of Directors (articles 38 to 45 of the articles of association)

- Number of directors: 4
- Restrictions on election to office: directors must not be affected by a prohibition to hold such an office or by an incompatibility of offices and must have no conflicting or competing interests contrary to those of the company's business whether of a technical, commercial or financial nature.



- Term of office: 4 years. Directors may be reelected for further 4-year terms and are replaced by rotation, that is, half of the directors every 2 years.
- Offices: one chairman, one vice-chairman, one secretary (not necessarily a director), and, optionally, one vice-secretary.
- b) Advisory Board to the Board of Directors (article 46 of the articles of association).
  - Mandatory body: the Board of Directors is required to appoint an advisory board as an independent consultative body to provide it with technical advice and guidance.
  - Competence: to assess the company's business performance on the basis of consultations submitted to it by the Board of Directors.
  - Number of members: 10 members (the majority must be independent).
  - Requirements for Advisory Board members: they must be professionally qualified in one or more of the company's fields of activity.

## 2.2 Board of Directors Rules and Regulations

These rules and regulations establish standards of ethical conduct and responsible business practice aimed at ensuring that the company's business is run in such a way as to increase its value. They also establish the legal status of Abengoa's directors.

- Relations with shareholders (article 5): the Board of Directors must treat all shareholders equally and fairly. It must also provide the necessary channels to ensure a regular exchange of information.
- Stock market (article 7): the Board of Directors must take the appropriate measures to ensure the transparency of the company in respect of financial markets, promote the correct formation of the company's share prices and supervise the financial information which is publicised on a regular basis.
- Directorship requirements (article 10): in addition to meeting legal requirements and those laid down in the articles of association in relation to appointment to this office, directors must also be acknowledgedly solvent and possess the professional status, experience, skills and expertise required to perform directorship functions.
- Term of office (article 11): 4 years.
- Restriction on outgoing directors: outgoing directors must refrain from occupying a position in a rival company for 2 years from the time when they ceased to serve on the Board of Abengoa.
- Directors' duties: they must monitor the performance of and provide effective guidance and leadership for the management of the company to ensure that its value increases to the benefit of the shareholders, acting independently and solely in the interests of the company; they must observe all confidentiality requirements; they must report any shares they hold either directly or indirectly in the company; they are prohibited from holding



positions of any kind in rival companies (whether directly or through a third party) and from acting as representatives or consultants to such companies; they must consult the Board of Directors of any other company before accepting a management position or a directorship; they must not make use of company information which is not public; they must not use the company's assets or use their position in the company to increase their own wealth.

## 2.3 Advisory Board internal rules and regulations

- Members: maximum of 10 members (majority must be independent).
- Offices: one chairman and one secretary (the secretary to the Board of Directors).
- Functions: consultative body providing technical advice for the Board of Directors, to which it is both organically and functionally subordinate.

The articles of association and the rules and regulations grant the Advisory Board powers to act in a consultative capacity and to provide professional advice. The exercise of these powers encompasses not only legal, but also technical, economic and financial considerations.

- In spite of the fact that it is auxiliary to the Board of Directors, the Advisory Board enjoys an autonomous scope of action to examine and assess business developments, the setting up of subsidiaries, the establishment of strategic partnerships and the framing and implementation of strategic plans. It also advises on matters relating to the acquisition and sale of shares, company shareholdings in other companies, investment and disinvestment in goods and assets and financial resource management and planning and dealing with tax issues and other administration, accounting and auditing issues.

- Other obligations: confidentiality and compliance with internal standards of conduct in relation to stock market issues currently in force in Abengoa, S.A.

## 3. Standards of conduct

These are a set of rules intended to ensure ethical conduct in the exercise of professional activities not only by the members of the Board of Directors and the Advisory Board, but also by executive officers. These obligations also extend to the immediate family environment (spouses, offspring) and to companies in which Abengoa has an ownership interest.

- Scope of application: members of the Board of Directors and of the Strategy Committee and employees when the position they hold or the information they have access to so requires.



- **Obligations:** they must safeguard all information and figures relating to the company and its shares; they must not use such information for their own benefit or for the benefit of others; they must not make recommendations on the purchase or sale of the company's shares; they must establish a regulatory regime and a register of specific people and operations which are considered to be «relevant facts», subject to revision by the internal auditors; they must report all acquisitions or transfers of Abengoa shares quoted on organised markets effected by each person on their own behalf or on behalf of others (spouses, offspring, companies).

#### 4. **Composition of governing bodies and meetings**

<u>Board of Directors</u>	
Co-chairman:	Felipe Benjumea Llorente. Javier Benjumea Llorente.
Directors:	José Luis Aya Abaurre. José Joaquín Abaurre Llorente.
Secretary:	Jesús Pérez Rodríguez.
Meetings: generally twice a month.	

<u>Advisory Board</u>	
<u>Independent directors</u>	
Chairman:	José B. Terceiro Lomba.
Members:	Jaime Carvajal Urquijo. Cándido Velázquez-Gaztelu Ruiz. Rafael Escuredo Rodríguez. José Manuel Fernández Norriella.
<u>Directors representing major shareholders</u>	
Carlos Sundheim y Díaz-Trechuelo. Fernando Solís Martínez-Campos. Ignacio Solís Guardiola.	
Meetings: at least 4 a year.	

<u>Strategy Committee</u>
Formed by the business segment managers and the corporate department managers. Meetings: generally once a month.

<u>Committees</u>
Financial Committee Fiscal Consolidation Committee Strategic Plan Committee Committee of respective business segments

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
<b>Abengoa, S.A.</b>					
<b>Chairman:</b> <b>Chairman:</b> <b>Deputy Chairman:</b>	Felipe Benjumea Llorente Javier Benjumea Llorente Carlos Moreno Bermejo	41018-Sevilla	Avda. de la Buhaira nº 2	95.493.71.11 abengoa@abengoa.com	95.493.70.02
<b>Corporate Services:</b>					
<ul style="list-style-type: none"> <li>• <u>Economic and Financial Management</u> <ul style="list-style-type: none"> <li>- Secretary</li> <li>- Structured Financing</li> <li>- Corporate Financing</li> <li>- Administration, Accounting, Treasury and Procurement</li> <li>- Management Information System and Taxation</li> <li>- Consolidation and Auditing</li> <li>- Legal Department</li> </ul> </li> <li>• <u>Organisation, Quality and Budgeting</u></li> <li>• <u>Technical Secretary</u></li> <li>• <u>Human Resources</u></li> </ul>	Jesús Pérez Rodríguez Jesús Pérez Rodríguez Amando Sánchez Falcón Ignacio García Alvear  José Marcos Romero  Juan Carlos Jiménez Lora Juan Llanes Márquez Miguel Ángel Jiménez-Velasco Mazarío.  Jesús Viciano Cuartara  José Antonio Moreno Delgado  Alvaro Polo Guerrero				
<b>Bioethanol</b>					
<ul style="list-style-type: none"> <li>• Ecocarburantes Españoles, S.A.</li> </ul>	Álvaro Castro Cabeza de Vaca	28010-Madrid	General Martínez Campos, 53	91.310.20.08 ecocarburantes@abengoa.com	91.319.73.07
<ul style="list-style-type: none"> <li>- Plant Manager</li> </ul>	Jorge Osborne Cologan	30350-Cartagena (Murcia)	Carretera Nacional 343, Km.7,5 Valle de Escombreras	968.16.77.08 ecocarburantes@abengoa.com	968.16.70.70
<ul style="list-style-type: none"> <li>- Procurement Centre</li> </ul>	Ignacio Benjumea Llorente	30350 Cartagena (Murcia)	Carretera Nacional 343, Km.7,5 Valle de Escombreras	968.16.77.08 ecocarburantes@abengoa.com	968.16.70.87
<b>Environment</b>					
<b><u>Befesa Medio Ambiente, S.A.</u></b>					
<ul style="list-style-type: none"> <li>• <u>Chairman</u></li> <li>• Vice-Chairman</li> <li>• Finance and Administration Manager</li> <li>• Manager, Corporate Development and Relations with Investors</li> <li>• Manager, Legal Department</li> </ul>	Javier Molina Montes Manuel Barrenechea Guimón Eduardo Pitto Romero  Uwe Geppert Antonio Marín Hita	28010 Madrid	Fortuny, 18	91.308.40.44 befesa@befesa.es	91.310.50.39
		48903 Luchana-Barakaldo (Vizcaya)	Buen Pastor s/nº	94.497.05.33	94.497.02.40
<b>Aluminium Waste Recycling</b>					
<ul style="list-style-type: none"> <li>• Managing Director</li> <li>• General Manager</li> <li>• Assistant General Manager</li> <li>• Financial Manager</li> <li>• Commercial Manager</li> <li>• Trading Manager</li> </ul>	José María Artola Cenarro Carlos Artola Careaga Federico Barredo Ardanza Asier Zarraonandia Ayo Eduardo Barrenechea Guimón Gabriel Zufía Barrón	48950 - Erandio (Vizcaya)	Ctra. Luchana-Asúa, 13	94.453.02.00 remetal@remetal.com	94.453.00.97

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
Remetal, S.A.	Carlos Artola Careaga	48950 - Erandio (Vizcaya)	Ctra. Luchana-Asúa, 13	94.453.02.00 remetal@remetal.com	94.453.00.97
Refinados del Aluminio, S.A. (Refinalsa)	Pablo Núñez Ortega	47011 - Valladolid	Ctra. De Cabezón, s/n	983.25.06.00 reficon@arrakis.es	983.25.64.99
Valcritic, S.A.	Rubén Calderón Alonso	47011 - Valladolid	Ctra. De Cabezón, s/n	983.26.40.08 valsa@jet.es	983.26.40.77
Remetal TRP Limited	Carlos Artola Careaga	Shropshire SY13 3PA (England)	Fenns Bank Whitchurch	44.1948.78.04.41 enquires@remetaltrp.com	44.1948.78.05.09
Remetal Trading and Investment AG	Federico Barredo Ardanza	8022 Zürich (Switzerland)	Nüscherstrasse,24	94.453.02.00	94.453.00.97
Galdán, S.A.	Pedro Ugartemendia Merino	31800 - Alsasua (Navarra)	Pol. Ind. Ibarrea	948.56.36.75 galdan@ctv.es	948.56.31.11
Aluminio en Discos, S.A. (Aludisc)	Manuel Barrenechea del Arenal	22600 - Sabiñanigo (Huesca)	Avda. de Huesca, 25	974.48.33.71 aludisc@inicia.es	974.48.29.67
Deydesa, 2000, S.L.	Ion Olaeta Bolinaga	01170 - Legutiano (Villarreal de Álava)	Pol.Ind. Gojain - San Antolín, 6.	945.46.54.12 deydesa@ctv.es	945.46.54.55
Intersplav	Victor Ivanovich Boldenkov	349200 Sverdlovsk (Ucrania)		380.643.422.229 is@lep.lugansk.ua	380.642.501.340
Donsplav	Alexander Shevelev	83008 Donetsk (Ucrania)		380.622.53.45.68	380.622.53.45.68
Krasbilmot	Lidia Galieva	660111 Krasnoyarsk (Rusia)	AO Kramz	319.24.96.08 kbn@metal.krsk.ru	3912.56.40.15
<b>Zinc Waste Recycling</b> • Chairman • Technical Manager • Commercial Manager • Financial Manager	Manuel Barrenechea Guimón Javier Vallejo Ochoa de Alda Ana Martínez de Urbina Isabel Herrero Sangrador	48950 Asúa - Erandio (Vizcaya)	Ctra. Bilbao-Plencia, 21	94.453.50.30 Aser@aser-zinc-com	94.453.33.80
Compañía Industrial Asúa-Erandio, S.A. (Aser)	Manuel Barrenechea Guimón	48950 Asúa - Erandio (Vizcaya)	Ctra. Bilbao-Plencia, 21	94.453.50.30 aser@aser-zinc-com	94.453.33.80
Sondika Zinc, S.A.	Josu Arróspide Barreneche	48150 - Sondika (Vizcaya)	Sangroniz Bidea, 24	94.471.14.45 sondikazinc@sondikazinc.com	94.453.28.53
Zindes, S.A.	Josu Arróspide Barreneche	48340 - Amorebieta (Vizcaya)	Barrio Euba, s/n	94.673.09.30 zindes@zindes.com	94.673.08.00
<b>Industrial Waste Management</b> • Manager	Alfredo Velasco Erquicia	28010 - Madrid	Fortuny, 18	91.304.40.44 befesa@befesa.es	91.310.50.39
Manager, coordination & commercial development	José Nuñez Martín	28010 - Madrid	Fortuny, 18	91.304.40.44 befesa@befesa.es	91.310.50.39
Complejo Medioambiental de Andalucía (CMA)	Santiago Ortiz Dominguez	21670-Nerva (Huelva)	Ctra. Nerva - El Madroño, Km. 20	959.58.00.43 cma@zoom.es	959.58.00.43

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
Tratamientos Mediterráneo, S.L. (Trademed)	Leopoldo Sánchez del Río Castiello	30350-Cartagena (Murcia)	Ctra. Nal. 343, Km.9, Valle de Escombreras	968.16.70.01 ialbertosmar.trademed@necso.es	968.16.70.22
Europea de Tratamientos Industriales, S.A. (Etrinsa)	Ignacio Muñoz Donat	30395-Cartagena (Murcia)	Polig. Ind. Cabezo Beaza. Avda. de Bruselas, 148 - 149	968.32.06.21 etrinsa@abengoa.com	968.12.21.61
Cartera Ambiental, S.A.	Antonio Rodríguez Mendiola	28864 - Ajalvir (Madrid)	Pol. Ind. Los Olivos - Atlántico, 23	91.884.46.72 cartera@cartera-ambiental.com	91.884.49.73
Tratamientos Especiales de Pinturas Trespi, S.L.	Francisco Villalba Hernández	46160 - Lira (Valencia)	Pol.Ind. Pla de Rascaña - Serra, s/n	96.279.16.11 trespi@wanadoo.es	96.279.16.11
Suministros Petrolíferos del Mediterráneo, S.L. (SPM)	Manuel Sala Verdú	46988 - Paterna (Valencia)	Pol.Ind. Fuente del Jarro - Ciudad de Barcelona, 21	96.134.08.80 spmgr@teleline.es	96.132.25.61
Lunagua, S.L.	José Solá Guerrero	39480 - Guarnizo (Cantabria)	Pol.Ind., Parcela 19	942.55.92.06 lunagua@mundivia.es	942.55.80.96
Borg Astral, S.A.	José Giménez Burló	1425 - Buenos Aires (Argentina)	Avda. J. Salguero, 2731-6 Of. 62	5411.48.05.95.33	5411.48.06.07.55
<b>Non-Metallic Waste Recycling</b>					
Rontealde, S.A.	Manuel Barrenechea Guimón	Barakaldo (Vizcaya) 48903 - Luchana	Buen Pastor s/n	94.497.00.66 rontealde@rontealde.com	94.497.02.40
Alfagrán, S.L.	Jesús Bueno Abella Juana María de Felipe Navajas	30840 - Alhama de Murcia (Murcia)	Pol. Ind. Las Salinas Alemania, s/n	968.63.22.21 alfagran@infonegocio.com	968.63.22.33
Tratamientos de Aceites y Marpoles, S.L. (Tracemar)	Jesús Fuente de Prada	28003 Madrid	Guzmán el Bueno, 133 - Pla. 6ª	91.535.91.73	91.535.12.84
Proceso Ecológico Vilches, S.A.	Germán Ayora López	41018 - Sevilla	Avda. de la Buhaira nº 2	95.493.71.11	49.493.70.11
<b>Environmental Engineering</b>					
<u>Abensur</u>					
• General Manager	José Marañón Martín	41018 - Sevilla	Avda. de la Buhaira, 2	954.93.71.11 Abensur@abengoa.com	954.93.70.18
Commercial Manager	Antonio Hernández Navarrete	41018 - Sevilla	Avda. de la Buhaira, 2	954.93.71.11 Abensur@abengoa.com	954.93.70.18
Project Manager	Fernando García Hoyo	41018 - Sevilla	Avda. de la Buhaira, 2	954.93.71.11 Abensur@abengoa.com	954.93.70.21
Financial Manager	Justo Bolaños Hernández	41018 - Sevilla	Avda. de la Buhaira, 2	954.93.71.11 Abensur@abengoa.com	954.93.70.20
Abensur Medio Ambiente	Germán Ayora López	41018 - Sevilla	Avda. de la Buhaira, 2	954.93.71.11 Abensur@abengoa.com	954.93.70.11
Felguera Fluidos, S.A.	Garpar Antuña Suárez	33204 - Gijón (Asturias)	Ctra. Villaviciosa, 40	98-513.17.18 Ffluidos@felguerafluidos.es	98-513.19.87
Prisma, Promoción de Industrias y Servicios Medioambientales, S.L.	Jesús Molina Molina	28010 - Madrid	Fortuny, 18	91.308.40.44	91.319.50.39

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
<b>Systems and Networks</b>					
• Managing Director	Joaquín Coronado Galdós	28040-Madrid	Los Vascos, 17	902.33.55.99	91.535.22.85
Sainco Managing Director	Manuel Sánchez Ortega	28040-Madrid	Los Vascos, 17	902.33.55.99 sainco@ sainco.abengoa.com	91.535.22.85
Sainco Tráfico Managing Director General Manager	José Montoya Pérez Luis Fernández Mateo	28037-Madrid	Albarraçín, 21	91.754.72.11 direccion@ saincotrafico.com	91.754.72.02
Saincomex General Manager Manager	Luis Rancé Comes Ignacio González Dominguez	11300-México D.F. (México)	Bahía de Santa Bárbara, 176 Col.Verónica Anzures	(52-5)260.34.64 lrc@ sainco.abengoa.com	(52-5)260.70.37
BST Manager	Francisco Javier Fdez. Naves	Río Janeiro (Brasil) CEP: 20550-140 (Brasil)	Rua Vizconde de Itamarati, 108 Maracanã	(55-11)292.12.55 bst.rj@bstsa.com.br	(55-11)292.12.55
Sainsel General Manager	Rafael Llamas Cortés	41007-Sevilla	Manuel Velasco Pando, 7	95.493.64.00 sainsel@sainsel.es	95.493.64.31
Sociedad Argentina de Ingeniería y Control Manager	Alfredo José Escrivá Gallego	1063 Buenos Aires Argentina	Paseo Colón, 728 - 10º Piso	(54-11)434.373.97 icll@netsainco.com	(54-11)433.019.04
Sainco Scandinavia Manager	Bo Sandström	SE83131-Ostersund	Prastagatan, 38	(46) 631.31.000	(46) 631.05.116
Sainco - Sociedade de Instalações de Controlo S.A. General Manager	José Luis Burgos de la Maza	2685 Prior Velho Lisboa Portugal	Rua Professor Henrique de Barros,4 Edifício Sagre 6º C	(351) 219.411.182	(351)219.411.169
Arce Sistemas Managing Director General Manager	Luis Fernández Mateo Javier Aguirre Heriz	48012-Bilbao	Padre Manuel Larramendi, 3-2º	94.444.14.62 arce@saincotrafico.com	94.444.06.58
Sainco Tráfico Thailandia	Fernando Barcos Puyo	10310-Bangkok (Tailandia)	1275 Soi Lardprao 94 (Panjmitr) Srivara Rd., Wangtonglang, Bangkapi	(662)934.448.52-3 saincoth@ksc15.th.com	(662)539.29.47
Sainco Electric Traffic Control System Beijing Co. Ltd.	Emiliano García Sanz	100176 Beijing Development Area (China)	4th Floor of No2 Plant No 8 North Hongda Rd.	(86 10) 678.851.07 sainco@public.bta.net.cn	(86 10) 678.851.12
Abentel Telecomunicaciones, S.A. Managing Director	Pedro Rodríguez Ramos	41006-Sevilla	Tamarguillo, 29-4ª Planta	95.492.09.92 abentel@abengoa.com	95.493.55.20
Carrierhouse Managing Director	José Ignacio del Barrio	28050-Madrid	Isabel Colbrand, 8	902.33.55.99 info@carrierhouse.com	915.352.285

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
Internet Datahouse Chairman	José Ignacio del Barrio	28040-Madrid	Los Vascos, 17	902.33.55.99 info@idatahouse.com	91.536.22.85
Telvent Interactiva Chairman General Manager	Manuel Sánchez Ortega Adolfo Borrero Villalón	41006-Sevilla	Tamarguillo, 29-3ª Planta	95.492.09.92	95.493.55.20
Siatec Chairman General Manager	Javier Salgado Leirado Emilio Martín Rodríguez	41006-Sevilla	Tamarguillo, 29	95.493.35.20	95.466.08.52
<b>Engineering and Industrial Construction</b>					
<b>Energy</b>					
<b>Abener:</b>					
<ul style="list-style-type: none"> <li>• <u>Manager</u> <ul style="list-style-type: none"> <li>- Financial Manager</li> <li>- Bioethanol Division</li> <li>- Cogeneration and Biomass Division</li> <li>- Power Plant Division</li> <li>- Operation and Maintenance Division</li> </ul> </li> </ul>	Manuel J. Valverde Delgado Ricardo Abaurre Llorente Francisco A. Morillo León Teodoro López del Cerro Rafael Olavarria Rodríguez-Arango Juan Abaurre Llorente	41018-Sevilla	Avda. de la Buhaira nº 2	95.493.71.11 abener@abengoa.com	95.493.70.10
C.D. Puerto San Carlos	Jaime I. García Muñoz	11520 México D.F. (México)	Ejército Nacional, 351 Col. Granada	52.5.531.48.24	52.5.203.27.31
Abengoa Limited	Juan A. Gutierrez del Pozo	KY5 OHP Fife-Scotland (Reino Unido)	Westfield Development Center Cardenden	44.159.28.60.080	44.159.28.60.080
Abengoa Puerto Rico	Eduardo Duque García Puerto Rico 00917	Hato Rey, San Juan	Calle Bolivia 33, Oficina 202	787.620.57.78	787.620.57.77
<b>Installations</b>					
<b>Inabensa</b>					
<ul style="list-style-type: none"> <li>• <u>Chairman</u></li> <li>• <u>Manager</u> <ul style="list-style-type: none"> <li>Tenders and Sales</li> <li>Exports</li> <li>Financial Manager</li> </ul> </li> </ul>	Carlos Moreno Bermejo Alfonso González Domínguez Javier Valerio Palacio Fernando Medina Contreras Juan Carlos Deán García-Adámez Francisco Galván Gómez Francisco Galván Gómez	41007 Sevilla	Manuel Velasco Pando, nº 7	95-493.61.11 inabensa@abengoa.com	95-493.60.06 95-493.60.16 95-493.60.06 95-493.60.09 95-493.60.12
<b>Installations 1</b> Maintenance, Electricity and Instrumentation Regional Manager, Southern Spain Regional Manager, Central Spain	Pablo Molina Villaseñor Vicente Castiñeira García	28029 Madrid	Marqués de Encinares, nº 5	91-315.01.43 91-315.01.45	95-493.60.08 91-315.87.18
Regional Manager, Galicia	José Macías Camacho	36330 Corujo (Vigo)	Bajada a la Gándara, Nave 8	986-29.94.51 986-29.94.53	986-29.80.14
Regional Manager, Canaries	Fernando Celis Bautista	35001 Las Palmas	Castillo, nº 7	928-32.01.33 928-32.06.00	928-31.66.06
<b>Installations 2</b> Regional Manager, Levante Regional Manager, Catalonia	Jorge Santamaría Mifsut Antonio Baos Fernández Pedro Clares del Moral	41007 Sevilla 46020 Valencia 08015 Barcelona	Manuel Velasco Pando, nº 7 Poeta Altet, 18 Entenza, nº 95 - 4ª Planta	95-493.61.11 96-360.28.00 93-423.15.84 93-423.15.85	95-493.60.13 96-361.86.08 93-425.39.39
Regional Manager, Balearic Islands	Jaime Ferrari Fernández	07009 Palma de Mallorca	Gremio Tejedores, nº 34 Polg. Son Castello	971-20.51.12	971-75.83.34

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
Rail	José Luis Alvarez Sancho	28029 Madrid	Marqués de Encinares, nº 5, bajo	91-315.09.00	91-315.32.89
Major Power Lines	Jorge Santamaría Mifsut	41007 Sevilla	Manuel Velasco Pando, nº 7	95-493.61.11	95-493.60.13
<b>Installations 3</b>	Eduardo Dantas Lama	48450 Etxebarri (Vizcaya)	Polg. Barrondo c/ Santa Ana, nº 26	inabensa@abengoa.com	95-493.60.10
Electromechanics	Eduardo Dantas Lama	50410 Cuarte de Huerva (Zaragoza)	Poligono Pignatelli, Nave 89	94-440.05.00	94-440.02.52
Regional Manager, Northern Spain	Iñigo Astigarraga Aguirre	33428 Llanera (Asturias)	Poligono de Asipo, c/ A-Naves 5 y 6	976-50.48.33	976-50.48.93
Regional Manager, Aragón	Miguel Urbiztondo Perdices	41007 Sevilla	Manuel Velasco Pando, nº 7	985-26.59.99	985-26.54.26
Regional Manager, Asturias	Alejandro García López	41007 Sevilla	Manuel Velasco Pando, nº 7	95-493.61.11	95-493.60.15
<b>Workshop</b>	Pedro Robles Sánchez	41007 Sevilla	Manuel Velasco Pando, nº 7	inabensa@abengoa.com	95-493.60.15
Seville Workshop	Antonio Jiménez Rodríguez	41007 Sevilla	Manuel Velasco Pando, nº 7	95-493.61.11	95-493.60.15
Alcalá de Henares Workshop	José Luis Collado González	28801 Alcalá de Henares (Madrid)	Ctra. Madrid-Barcelona, Km. 27,4	91-888.07.36	91-882.73.41
Servicios Integrales de Mantenimiento y Operación, S.A. (Simosa)	Gilberto Pareja Escudero	41018 Sevilla	Avda. de la Buhaira, nº 2	95-493.71.11	95-493.73.67
<b>Abroad</b>	Nagi Chehab Coutia	41007 Sevilla	Manuel Velasco Pando, nº 7	simosa@simosa.abengoa.com	95-493.60.16
France	Juan Pommarez Rodríguez	40280 Saint Pierre du Mont	295, Avenue de Saint Sever	95-493.61.11	(33)55.88.58.819
Morocco	Nagi Chehab Coutia	20000 Casablanca	179, Av. Moulay Hassan I - 1 <sup>er</sup> étage, nº 6	(33)55.88.58.878	(212-2)227.97.36
India	G.C. Tather	110019 New Delhi	502 Ansal Tower 38 Nehru Place	(212-2)222.50.66	abengoa@casanet.net.ma
Brazil	Francisco de Bediaga Hickman	CEP 22780-070 Rio de Janeiro	Estrada do Camorim, 633	(91-11)641.40.93	(91-11)621.35.47
<b>* Marketing</b>	Rafael Gómez Amores	41006 Sevilla	Tamarguillo, 29	inabensa@del3.vsnl.net.in	(55-21)441.19.32
Abencor Suministros	Isaac Criado Montero	28010 Madrid	Gral. Martínez Campos, 15-6ª y 7ª	95-493.30.30	95-465.32.82
Protisa				91-448.31.50	91-593.27.20
				protisa@abengoa.com	
<b>Installations</b>					
<b>Inabensa</b>	José Gómez Otero	28010 Madrid	Gral. Martínez Campos, 15	91-446.40.50	91-448.37.68
Nicsa	José Jerez Valero	41007 Sevilla	Polg. Industrial Ctra. Amarilla Carlos Serra. 2 Nave 2H	95-451.37.36	95-452.53.62
Abecomsa				abecomsa@arraki.es	
Eucomsa	Luis Garrido Delgado	41710 Utrera (Sevilla)	Ctra. A-376 Km 22 Apartado 39	95-586.79.00	95-486.06.93
				eucomsa@abengoa.com	
<b>Strategic Corporate Development</b>					
<u>Manager</u>	Juan Enrile Villagrán	41018-Sevilla	Avda. de la Buhaira, nº 2	95.493.71.11	95.493.70.17
				desarrolloseolicos@abengoa.com	
Desarrollos Eólicos	Juan Enrile Villagrán	41018-Sevilla	Avda. de la Buhaira, nº 2	95.493.71.11	95.493.70.17
				desarrolloseolicos@abengoa.com	
DEPSA	Tomás Andueza Gastesi	41018-Sevilla	Avda. de la Buhaira, nº 2	95.493.71.11	95.493.70.17
				desarrolloseolicos@abengoa.com	
Nueva Electricidad del Gas, S.A. (Nuelgas)	Ginés de Mula González de Riancho	41018-Sevilla	Avda. de la Buhaira, nº 2	95.493.71.11	95.493.72.38
				nuelgas@abengoa.com	

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
Sanlucar Solar, S.A.	Rafael Osuna González-Aguilar	41007-Sevilla	Manuel Velasco Pando, nº 7 Pol. Ind. Carretera Amarilla	95.493.61.11 rosuna@ inabensa.abengoa.com	95.343.60.15
<b>Latin America</b>					
• <u>Manager</u>	Salvador Martos Hinojosa	41018-Sevilla	Avda. de la Buhaira, nº 2	95.493.71.11 abengoa@abengoa.com	95.493.70.16
Southern Cone	Antonio Frias Pecellin (Argentina)	C1063CU-Buenos Aires	Paseo de Colón, 728 Piso 10	(5411)43 44 78 00 info@teyma.abengoa.com.ar	(5411) 43 44 78 77
Teyma Abengoa (Argentina)	Rafael González Reiné	C1063CU-Buenos Aires (Argentina)	Paseo de Colón, 728 Piso 10	(5411)43 44 78 00 info@teyma.abengoa.com.ar	(54 11) 43 44 78 77
Teyma Uruguay	Brandon Kaufman	Montevideo (Uruguay)	Avda. Uruguay, nº 1283	(598-2)90 22 120 teyma@teyma.com.uy	(598-2) 902 09 19
Abengoa Chile	Alejandro Conget	Santiago (Chile)	Las Araucarias, 9130 Quilicura	(56-2) 623 67 65 abengoa@abengoa-chile.cl	(56-2) 623 36 00
Teyma Paraguay	Brandon Kaufman / José Luis Rigoli	Asunción (Paraguay)	Pedro Ciancio, 1075 casi Concordia	(595-21)21 46 12 teyma@mmail.com.py	(595-21) 21 46 12
Sainco Tráfico (Argentina)	Ignacio Llorente	1067 Capital Federal (BB AA) Argentina	C/ Perú, 457 - 6º A	(5411) 43 43 73 97 icll@netsainco.com	(5411) 43 43 73 97
Abengoa, S.A. Venezuela Branch	Fernando Gil	Caracas (Venezuela)	Avda. Libertador, Chacao Centro Parima, Piso 8, Of. 801	(58-39) 98 09 94 ciesa@CIEVE.com	(58-39) 98 84 49
Abengoa Perú	Ignacio Baena Blázquez	Lima (Perú)	Avda. Canaval y Moreyra, 654 Piso 7º San Isidro	(51-1)224 54 89 abengoaperu@ abengoaperu.com.pe	(51-1) 224 76 09
Bargoa (Brazil) Industrial Division	Francisco Bediaga Hickman	CEP-22780-070 Rio de Janeiro (Brasil)	Estrada do Camorin, 633 Jacarepaguá	(55-21) 441 10 10 bargoa@bargoa.com.br	(55-21) 441 20 37
Bargoa (Brazil) Telecommunication Projects Division	Francisco Bediaga Hickman / Rogerio dos Santos	CEP-22780-070 Rio de Janeiro (Brasil)	Estrada do Camorin, 633 Jacarepaguá	(55-21) 441 30 15 bargoa@novanet.com.br	(55-21) 441 30 15
BST (Brazil)	Francisco Javier Fernández Naves	CEP 20550-140 Rio de Janeiro (Brasil)	Rua Visconde de Itamaraty, 168 Maracana	(55-21) 568 95 65 bst.rj@bstsa.com.br	(55-21) 568 95 65
MTC Engenharia (Brazil)	Emilio Rodríguez-Izquierdo	CEP-22780-070 Rio de Janeiro (Brasil)	Estrada do Camorin, 633 Jacarepaguá	(55-21)441 56 32 mtc@bargoa.com.br	(55-21)441 30 15
Abengoa Brasil	Emilio Rodríguez-Izquierdo/ Ernesto Saralegui	CEP-22780-070 Rio de Janeiro (Brasil)	Estrada do Camorin, 633 Jacarepaguá	(55-21) 441 30 15 abengoabrasil@ bargoa.com.br	(55-21) 441 30 15
Comemsa	Norberto del Barrio	38180-Guanajato (México)	Autopista Queretaro-Celaya, Km. 16. Calera de Obrajuelos. Municipio de Apaseo El Grande	(52-4)294 20 00 comemsa@prodigy.net.mx	(52-4) 294 20 01
Abengoa Mexico	Javier Muro de Nadal	11300 México, D.F. (México)	Bahía de Santa Bárbara, 174 Col. Verónica Anzures	(52-5) 262 71 11 abengoa@ abengoamexico.com.mx	(52-5) 262 71 50

# Management Structure

		Town/City	Postal address	e-mail - tel.	Fax
Saincomex (Mexico)	Luis Rancé	11300 México, D.F. (México)	Bahía de Santa Bárbara, 176 Col.Verónica Anzures	(52-5) 260 34 64 saincomex@abengoa.com	(52-5) 260 70 37
Abengoa Puerto Rico	Eduardo Duque	PR 00918-San Juan (Puerto Rico)	Bolivia, 33 - Of. 202	(1-787) 620 57 78 abengoa@prtc.net	(1-787) 620 57 77
Sainco Abengoa - Colombia Branch	Manuel Galnares	Bogotá (Colombia)	Carrera, 18, nº 38-41	(571) 288 67 66 sainco@eci.com.co	(571) 288 48 38
Abengoa, S.A. - Ecuador Branch	Jorge Rivero González	Loja (Ecuador)	Manuel Montero con Alfredo Mora Reyes	(593) 757 96 25 abengoa@impsat.net.ec	(593) 756 16 87
Nicsa Trading - Miami EEUU	Agustín Limón	Florida 33326 U.S.A.	1786 North Commerce Parkway Weston	(1-954) 389 34 34 nicsa@bellsouth.net	(1-954) 389 34 35
Focus-Abengoa Foundation	Anabel Morillo León	41004-Sevilla	Plaza de los Venerables, 8	95.456 26 96 focus@abengoa.com	95 456 45 95