

Independent Auditor's Report on the Consolidated Annual Accounts

Consolidated Annual Accounts

- a) **Consolidated Balance Sheets**
- b) **Consolidated Profit and Loss Accounts**
- c) **Notes to the Consolidated Annual Accounts**

Directors' Report

Independent Auditor's Report on the Consolidated Annual Accounts

(Free translation from the original in Spanish)

A free translation of the report on the consolidated annual accounts originally issued in Spanish and prepared in accordance with generally accepted accounting principles in Spain. In the event of a discrepancy, the Spanish language version prevails.

AUDITOR'S REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

To the Shareholders of
Abengoa, SA
Seville

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We have audited the consolidated annual accounts of Abengoa, SA and its subsidiaries, consisting of the consolidated balance sheet at December 31, 2001, the consolidated profit and loss account and the related notes to the annual accounts for the year then ended, the preparation of which is the responsibility of the Directors of the parent Company. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work carried out in accordance with auditing standards generally accepted in Spain which require the examination, on a test basis, of evidence supporting the consolidated annual accounts and an evaluation of their overall presentation, the accounting principles applied and the estimates made. Our work did not include the audit of the annual accounts at December 31, 2001 of some companies listed in Appendix I and II of the enclosed consolidated annual accounts, in which Abengoa, SA holds an interest of participation and whose total assets and net income represent a 26.7% and 37.0% of the corresponding consolidated annual accounts, respectively. Said annual accounts of such companies have been examined by other auditors and our auditor's opinion on the consolidated annual accounts of Abengoa, SA and its subsidiaries is based, in respect of the investment on such companies, only on these other auditors' report.

In accordance with Spanish Corporate Law, the parent Company's Directors have presented, for comparative purposes only, for each item of the consolidated balance sheet and the consolidated profit and loss account, the corresponding amounts for the previous year as well as the amounts for 2001. Our opinion refers exclusively to the consolidated annual accounts for 2001. On April 16, 2001 we issued our audit report on the 2000 consolidated annual accounts, in which we expressed an unqualified opinion.

In our opinion, based on our audit and on other auditors' report (see Appendix I and II), the accompanying consolidated annual accounts for the year 2001 present fairly, in all material respects, the consolidated financial position of Abengoa, SA and its subsidiaries at December 31, 2001 and the consolidated results of its operations for the year then ended, and contain all the information necessary for their interpretation and comprehension in accordance with generally accepted accounting principles in Spain, applied on a basis consistent with that of the preceding year.

The accompanying consolidated Directors' Report for 2001 contains the information that the parent Company's Directors consider relevant to the consolidated companies' position, the evolution of its business and of other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the aforementioned Directors' Report coincides with that of the consolidated annual accounts for 2001. Our work as auditors is limited to checking the Directors' Report within the scope already mentioned in this paragraph and it does not include a review of information other than that obtained from the group companies' accounting records.

PricewaterhouseCoopers Auditores, S.L.


Raúl Oscar Yebra Cemborain
Partner

March 4, 2002

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 -

Assets	31/12/01	31/12/00
A. Uncalled Share Capital	1	90
B. Fixed Assets		
I. Start-up and Capital Increase Expenses	15.604	13.174
II. Intangible Fixed Assets		
Intangible fixed assets	92.330	67.379
Provisions and amortisation	(56.167)	(55.690)
	36.163	11.689
III. Tangible Fixed Assets		
Tangible fixed assets	528.551	381.414
Provisions and amortisation	(197.905)	(155.085)
	330.646	226.329
IV. Fixed Assets Project Finance		
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)
	305.594	337.437
V. Long-term Investments		
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)
	37.894	57.296
Total Fixed Assets	725.901	645.925
C. Goodwill	281.326	232.033
D. Deferred Charges	13.057	9.706
E. Current Assets		
II. Stocks	246.457	221.767
III. Accounts Receivables		
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)
	506.945	479.529
IV. Short-term Investments		
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)
	205.657	124.013
VI. Cash at Bank and in Hand	115.742	169.149
VII. Accruals and Prepayments	5.478	3.209
Total Current Assets	1.080.279	997.667
Total Assets	2.100.564	1.885.421

Consolidated Balance Sheets at December 31, 2001 and 2000

- Expressed in thousands of Euros -

Shareholders' Equity and Liabilities**31/12/01****31/12/00****A. Shareholder's Equity**

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
	93.800	73.274
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)
	(12.247)	(2.205)
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)
	41.506	36.134

Total Shareholders' Equity	316.891	302.009
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B. Minority Interests	46.180	35.400
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D. Deferred Income	48.218	38.140
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E. Provisions for contingencies and expenses	21.350	43.934
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F. Other Provisions	48.081	-
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G. Project Finance

I. Long-term Project Finance	139.604	188.501
II. Short-term Project Finance	62.033	45.905

Total Project Finance	201.637	234.406
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H. Long-term Liabilities

II. Loans	384.658	310.705
III. Other Liabilities	72.179	31.782

Total Long-term Liabilities	456.837	342.487
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I. Current Liabilities

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

Total Current Liabilities	961.370	889.045
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Total Shareholder's Equity and Liabilities	2.100.564	1.885.421
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**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 -

Expenses	31/12/01	31/12/00
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
Total Operating Expenses	1.407.902	1.253.471
I. Operating Profit	116.939	85.247
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
Total Financial Expenses	79.922	61.237
II. Net Financial Income	0	0
Participation in losses from companies under equity method	199	84
Amortisation of goodwill	14.401	6.797
Total Ordinary Expenses	1.502.424	1.321.589
III. Profits from Ordinary Activities	52.701	61.130
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
Total Extraordinary Expenses	14.110	22.622
IV. Net Extraordinary Income	1.338	0
Total Expenses	1.516.534	1.344.211
V. Net Profit before Tax	54.039	42.955
Corporate income tax	(11.927)	(5.343)
VI. Net Profit after Tax	42.112	37.612
Profit attributable to minority interests	(606)	(1.478)
VII. Profit attributable to the Group	41.506	36.134

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

- Expressed in thousands of Euros -

Income	31/12/01	31/12/00
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
Total Operating Income	1.524.841	1.338.718
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
Total Financial Income	28.103	40.803
II. Net Financial Losses	51.819	20.434
Participation in profits from companies under equity method	2.181	2.260
Amortisation of negative goodwill	0	938
Total Income from Ordinary Activities	1.555.125	1.382.719
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
Total Extraordinary Income	15.448	4.447
IV. Net Extraordinary Losses	0	18.175
Total Income	1.570.573	1.387.166

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 CO₂ 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:

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

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
Uncalled Share Capital	1	1	90
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
Total Fixed Assets	725,901	642,622	645,925
Goodwill	281,326	242,274	232,033
Deferred Charges	13,057	13,015	9,706
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
Total Current Assets	1,080,279	1,145,153	997,667
Total Assets	2,100,564	2,043,065	1,885,421
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
Total Shareholders' Equity	316,891	316,891	302,009
Minority Interests	46,180	37,896	35,400
Deferred Income	48,218	47,056	38,140
Provisions for Contingencies and Expenses	69,431	69,431	43,934
Long-term Project Finance	139,604	139,604	188,501
Short-term Project Finance	62,033	62,033	45,905
Total Project Finance	201,637	201,637	234,406
Loans	384,658	384,658	310,705
Other Liabilities	72,179	65,926	31,782
Total Long-term Liabilities	456,837	450,584	342,487
Loans	110,341	101,105	163,169
Other Current Liabilities	851,029	818,465	725,876
Total Current Liabilities	961,370	919,570	889,045
Total Shareholders' Equity and Liabilities	2,100,564	2,043,065	1,885,421

(*) 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):

Corporate Name	% Shareholding	Reason
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):

Corporate Name	% Shareholding	Reason
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:

Items	% Rate
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:

Goodwill on Consolidation	Amount	Accumulated Amortization	Net
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
	314,711	(38,571)	276,140
Equity method consolidated companies			
Deydesa 2000, S.L.	5,469	(558)	4,911
Intersplav	344	(69)	275
	5,813	(627)	5,186
Total	320,524	(39,198)	281,326

(*) 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:

Goodwill on Consolidation	Amount
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)
Balance at 31.12.01	281,326

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:

Companies	Balance at 31.12.00	Allocation profit/(loss) for year	Other Movements	Balance at 31.12.01
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
Total	11,756	1,982	1,684	15,422

(*) 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:

	Start-up Expenses
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)
Balance at December 31, 2001	15,604

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:

	Rights under Leasing Contracts	Research and Development Expenses	Concessions and Patents	Other Intangible Fixed Assets	Total
Cost					
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)
Balance at December 31, 2000	4,166	76,431	8,122	3,611	92,330
Accumulated Amortisation					
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
Balance at December 31, 2001	(521)	(50,505)	(3,048)	(2,093)	(56,167)
Net Fixed Assets					
Balance at December 31, 2000	5,325	962	2,579	2,823	11,689
Balance at December 31, 2001	3,645	25,926	5,074	1,518	36,163

- 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
Total	76,431	(50,505)	25,926

- 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
Total	8,122	(3,048)	5,074			

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)
Net	-

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
Cost					
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
Balance at December 31, 2001	84,499	310,957	64,407	68,688	528,551
Accumulated Amortisation					
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)
Balance at December 31, 2001	(19,353)	(143,557)	-	(34,995)	(197,905)
Net Fixed Assets					
Balance at December 31, 2000	75,778	105,977	16,317	28,257	226,329
Balance at December 31, 2001	65,146	167,400	64,407	33,693	330,646

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:

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

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

Company	Gross Value	Accumulated Depreciation	Net Value
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:

Country	Amount
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
Total	56,529

- 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.

Note 13.- 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:

Fixed Assets in Projects	Balance at 31.12.01	Balance at 31.12.00
Intangible Fixed Assets	24,062	26,468
Tangible Fixed Assets	281,532	310,969
Total	305,594	337,437
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Financing without Recourse Applied to Projects	Balance at 31.12.01	Balance at 31.12.00
Long-term	139,604	188,501
Short-term	62,033	45,905
Total	201,637	234,406
<hr/>		
Net	103,957	103,031

- 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:

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

	Land and Buildings	Technical installations and machinery	Payments on Accounts and Assets in the Course of Construction	Other Tangible Fixed Assets	Total
Cost					
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)
Balance at December 31, 2001	94,790	143,088	74,797	5,505	318,180
Accumulated Amortisation					
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
Balance at December 31, 2001	(25,183)	(9,639)	-	(1,826)	(36,648)
Net Fixed Assets					
Balance at December 31 2000	5,997	218,483	81,684	4,805	310,969
Balance at December 31, 2001	69,607	133,449	74,797	3,679	281,532

"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.

2002	2003	2004	2005	2006	Following	Total
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
Total Cost	313,608	2,041	(8,230)	(77,627)	229,792

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)
Total Accumulated Amortization	(37,924)	(9,303)	2,864	4,090	(40,273)

Net	275,684				189,519
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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
Total	189,519	275,684

- 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
Total	148,969	216,689

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
Total	-	6,436	15,422	64,069	85,927

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
Total	-	4,289	10,035	20,567	34,891

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

Financial Investments	Balance at 31.12.00	Increases	Decreases	Balance at 31.12.01
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:

Companies	% Shareholding
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
Obímet	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
Other long-term receivables	11,272
Short-term receivables	35,674
Short-term guarantees	113,942
Other short-term receivables	149,616
Total	160,888

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
Total	246,457

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.I).
- 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)	-
	265,875			275,385
Consolidated Profit for the Year	37,612	(37,612)	42,112	42,112
Profit Attributable to Minority Interests	(1,478)	1,478	(606)	(606)
Profit Attributable to Holding Company	36,134	(36,134)	41,506	41,506
Total Shareholders' Equity	302,009			316,891

- 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:

Shareholders	% Shareholding
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:

Subsidiaries Companies	Partner	% Shareholding
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.	Cia. 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-Ferrous 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
Rontealde, 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:

Company	Amount	
	FC / PC	EM
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	-
Total	57,488	39

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

Company	Amount FC / PC
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)
Total	(12,187)

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:

Company	Balance at 31.12.00	Other Movements	Allocation of 2001 Results	Balance at 31.12.01
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
Aluminos 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 Corne, 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)
Total	35,400	10,174	606	46,180

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:

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

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 Energia	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.	ICD	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
Total		35,411	3,607	(2,743)	36,275

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
Total	494,999

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 (Argentine)	1,435	289
Peso (Chile)	554	-
Peso (Mexico)	7,800	-
Real (Brazil)	8,107	-
Sol (Peru)	1,103	-
Total	47,935	18,558

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:

Reconciliation Accounting Result with Taxable Income	Amount
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)
Taxable Income	41,585

- 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:

Expiry date	Amount
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
Total	14,838

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

Description	Amount
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:

Business Groups	Amount	%
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
Total	1,379,878	100.00

25.5. The distribution by geographical area is as follows:

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

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:

Categories	Average Number		
	Spain	Outside Spain	Total
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
Total	5,539	3,999	9,538

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

Income	Amount
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
Total	15,448
Income	
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
Total	14,110
Net Extraordinary Losses	1,338

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

	Amount
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
Total	42,112

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

Activity	Amount
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
Total	150,195

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 -

Assets	31/12/01	31/12/00
A. Uncalled Share Capital	0	15
B. Fixed Assets		
I. Start-up and Capital Increase Expenses	2.596	2.192
II. Intangible Fixed Assets		
Intangible fixed assets	15.362	11.211
Provisions and amortisation	(9.345)	(9.266)
	6.017	1.945
III. Tangible Fixed Assets		
Tangible fixed assets	87.943	63.462
Provisions and amortisation	(32.929)	(25.804)
	55.014	37.658
IV. Fixed Assets Project Finance		
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)
	50.846	56.145
V. Long-term Investments		
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)
	6.305	9.533
Total Fixed Assets	120.778	107.473
C. Goodwill	46.809	38.607
D. Deferred Charges	2.173	1.615
E. Current Assets		
II. Stocks	41.007	36.899
III. Accounts Receivables		
Trade receivables	58.491	53.687
Amounts owed by associated companies	3.862	5.599
Other receivables	22.489	21.185
Provisions	(492)	(684)
	84.350	79.787
IV. Short-term Investments		
Short-term investments	9.514	17.726
Loans to associated companies	261	194
Other investments	24.894	3.350
Provisions	(450)	(636)
	34.219	20.634
VI. Cash at Bank and in Hand	19.258	28.144
VII. Accruals and Prepayments	911	534
Total Current Assets	179.745	165.998
Total Assets	349.505	313.708

Consolidated Balance Sheets at December 31, 2001 and 2000

- Expressed in millions of pesetas -

Shareholders' Equity and Liabilities

	<u>31/12/01</u>	<u>31/12/00</u>
A. Shareholder's Equity		
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
	15.607	12.192
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)
	(2.038)	(367)
VIII. Net Profit attributable to the Group		
Net income for the year	7.007	6.258
Net Profit attributable to minority interests	(101)	(246)
	6.906	6.012
Total Shareholders' Equity	52.725	50.250
B. Minority Interests	7.684	5.890
D. Deferred Income	8.023	6.346
E. Provisions for contingencies and expenses	3.552	7.310
F. Other Provisions	8.000	-
G. Project Finance		
I. Long-term Project Finance	23.228	31.364
II. Short-term Project Finance	10.321	7.638
Total Project Finance	33.549	39.002
H. Long-term Liabilities		
II. Loans	64.002	51.697
III. Other Liabilities	12.010	5.288
Total Long-term Liabilities	76.012	56.985
I. Current Liabilities		
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
Total Current Liabilities	159.960	147.925
Total Shareholder's Equity and Liabilities	349.505	313.708

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

- Expressed in millions of pesetas -

Expenses	31/12/01	31/12/00
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
Total Operating Expenses	234.257	208.560
I. Operating Profit	19.455	14.184
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
Total Financial Expenses	13.297	10.189
II. Net Financial Income	0	0
Participation in losses from companies under equity method	33	14
Amortisation of goodwill	2.396	1.131
Total Ordinary Expenses	249.983	219.894
III. Profits from Ordinary Activities	8.769	10.171
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
Total Extraordinary Expenses	2.348	3.764
IV. Net Extraordinary Income	222	0
Total Expenses	252.331	223.658
V. Net Profit before Tax	8.991	7.147
Corporate income tax	(1.984)	(889)
VI. Net Profit after Tax	7.007	6.258
Profit attributable to minority interests	(101)	(246)
VII. Profit attributable to the Group	6.906	6.012

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

- Expressed in millions of pesetas -

Income	31/12/01	31/12/00
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
Total Operating Income	253.712	222.744
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
Total Financial Income	4.677	6.789
II. Net Financial Losses	8.620	3.400
Participation in profits from companies under equity method	363	376
Amortisation of negative goodwill	0	156
Total Income from Ordinary Activities	258.752	230.065
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
Total Extraordinary Income	2.570	740
IV. Net Extraordinary Losses	0	3.024
Total Income	261.322	230.805

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)	-
Abecorn, 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	Edinburgh (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.aE.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
Biocarburantes 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 Guadamar, S.A.	Seville (ES)	60	100.00	Siema / Inabensa	(*)	a-b	(4)	-
Borg Austral, S.A.	Buenos Aires (AR)	5,818	98.00	Prisma / Rontealde	-	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)	-
Ciclaforma	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
Guadalcaín 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
Pandeco, 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)	Cádiz (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
Rontalde, 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	Copenhagen (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
Sanlúcar 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 Tecnológico, 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. / Nicisa	-	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:

- The parent Company shall hold a majority of the voting rights.
- The parent Company shall have the right to appoint a majority of the members of the governing body.
- 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.

- Bioenergy Business Group.
- Environmental Services Business Group.
- Systems and Networks Business Group.
- Engineering and Industrial Construction Business Group.
- Holding Company.
- Acquisition and running of rural and urban property, together with other related activities.
- Financial services.

- Audited by PricewaterhouseCoopers
- Audited by Andersen
- Audited by Auditoria y Consulta, S.A.
- Audited by Auditores y Consultores del Sur
- 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
Digitek-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. (Ecanse)	Tenerife (ES)	68	45.00	Unquinaval	(*)	5º 3	(2)	-
Ecolube	Madrid (ES)	5,526	39.00	Tracemar	(**)	5º 3	(2)	-
Expansão 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.	Cordoba (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)	-
Consorcio Abengoa Perú Cosapi	Lima (PE)	-	13.00	Abengoa Perú	-	4º2.a	(4)	-
Consorcio CT Ilo 2-construcción	Lima (PE)	-	25.00	Abengoa Perú	-	4º2.a	(4)	-
Consorcio FAT (Ferroviario-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 Almería	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. Maria 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 Abensur	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
Enernova Ayamonte, S.A.	Huelva (ES)	(4)	Operational
Fomento Energía Renovable de Palencia, S.A.	Valladolid (ES)	-	Dormant. (Dissolved in 2002)
Guadalcacín 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.

Companies taxed under the Special Regime for Company Groups at 12.31.01

Abengoa Tax Group Number 02/97		
Name	Tax address	Shareholding
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
Ecoagícola, 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
Enernova 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. (Siatic)	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.

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

Befesa Tax Group Number 4/01 B		
Name	Tax address	Shareholding
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.

Sainco Tax Group Number 73/01		
Name	Tax address	Shareholding
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, through 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.

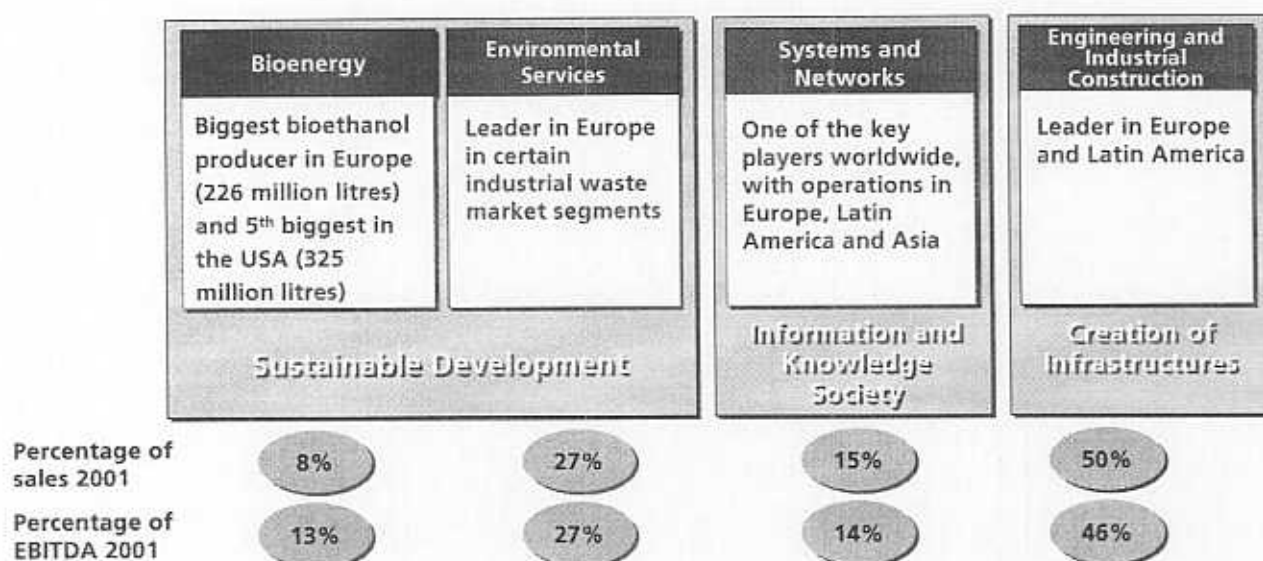
2.- Comments on the Evolution of the Business and Overall Situation of the Companies Included in the Consolidation.

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 CO₂ 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:

Description	2001	Δ%	2000	Δ%	1999	Δ%	1998	1997	1996
	M.Euros		M.Euros		M.Euros		M.Euros	M.Euros	M.Euros
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

Description	2001	Δ%	2000	Δ%	1999	Δ%	1998	1997	1996
	M.Euros		M.Euros		M.Euros		M.Euros	M.Euros	M.Euros
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
Total	1,379.8	100.0	+15.0%	1,204.6	100.0	866.2	100.0

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
Total	166.5	100.0	+31.8%	126.3	100.0	88.3	100.0

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
Total Foreign	500.6	36.3	456.4	37.8	405.5	46.8	401.8	51.1	358.7	51.8	198.4	34.2
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
Total Foreign	500.6	36.3	456.4	37.8	405.5	46.8	401.8	51.1	358.7	51.8	198.4	34.2
Total Spain	879.2	63.7	748.2	62.2	460.7	53.2	383.3	48.9	333.9	48.2	380.4	65.8
Consolidated Total	1,379.8	100.0	1,204.6	100.0	866.2	100.0	785.1	100.0	692.6	100.0	578.8	100.0

The distribution of activities abroad is as follows:

	2001		2000		1999		1998		1997		1996	
	M.Euros	%	M.Euros	%	M.Euros	%	M.Euros	%	M.Euros	%	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
Total Foreign	500.6	100.0	456.4	100.0	405.5	100.0	401.8	100.0	358.7	100.0	198.4	100.0

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
Total	9,538	100%	9,590	7,492	8,691	8,888	7,450

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 Balbílafuente (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 2000, 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.